



103 COLLEGE ROAD EAST • PRINCETON, NEW JERSEY 08540
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JIM POOLE
Executive Director

MEETING OF MAY 24, 2011

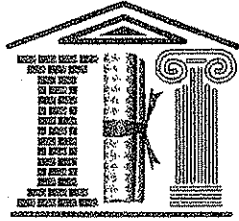
ANNUAL MEETING

AGENDA

1. Reading of Public Notice and Roll Call
2. Approval of the Minutes of the Meeting of April 26, 2011 TAB 1
3. Resolution for Princeton University Issue, 2011 Series B,
In an Amount Not to Exceed \$275,000,000 TAB 2
4. Resolution of Appointment of Bond Counsel for Princeton
University TAB 3
5. Election of Officers for the Period Ending May 31, 2012 TAB 4

Chair	Secretary	
Vice-Chair	Assistant Secretary(s)	
Treasurer		
Assistant Treasurer		
6. Adoption of Resolution Appointing Members to the
Authority's Evaluation Committee TAB 5
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Authority's Audit Committee TAB 6

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| 13. | Next Meeting Date – June 28, 2011 | |



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PHONE 609-987-0880 · FAX 609-987-0850 · www.njeda.com

April 28, 2011

VIA HAND DELIVERY

Honorable Chris Christie
Governor
State House
125 West State Street
P.O. Box 001
Trenton, New Jersey 08625

ATTN: David Reiner, Assistant Counsel
Governor's Authorities Unit

Dear Governor Christie:

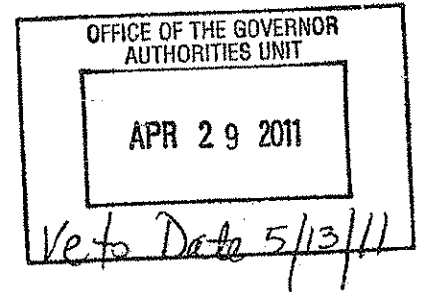
Enclosed please find an original and one copy of the minutes of the meeting of the New Jersey Educational Facilities Authority held on Tuesday, April 26, 2011.

I hereby certify that it is a true and correct copy of the proceedings.

Sincerely,

Katherine Newell
Assistant Secretary

Enclosures





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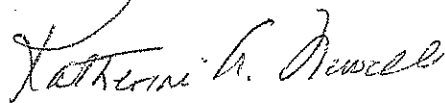
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**MINUTES OF THE MEETING OF THE
NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
HELD AT CALDWELL COLLEGE, CALDWELL, NEW JERSEY
ON TUESDAY, APRIL 26, 2011**

The meeting was called to order at 10:32 a.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 April 13, 2011, 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
Ridgeley Hutchinson, Vice Chairman
Joshua Hodes, Treasurer
Andrew P. Sidamon-Eristoff, State Treasurer (represented by Steven Petrecca)
Steven D. Weinstein, Chair, Comm. on Higher Education (represented by Glenn Lang)

AUTHORITY MEMBERS ABSENT:

None

STAFF PRESENT:

James Poole, Executive Director
Katherine Newell, Esq., Director of Risk Management
Sheryl Stitt, Director of Communications
Marie Mueller, Controller
Kristen Middleton, Assistant Controller
Jennifer Soyka, Esq., Project Manager
Jennifer LaMarsh, Project/Communications Assistant
Nichole Doxey, Communications Specialist
Sheila Toles, Exec. Assistant/Human Resources Specialist

The Authority's off-site meeting opened with Chairman Jacobs thanking the College and inviting President Blattner to welcome the members, staff and attendees, which she did. Ms. Stitt thanked the College and Authority staff and gave a presentation about the College, its mission and its history.

ITEMS OF DISCUSSION

1. Approval of the Minutes of the Meeting of March 22, 2011

The minutes of the meeting of March 22, 2011 were hand delivered to Governor Chris Christie under the date of March 24, 2011. Mr. Hutchinson moved that the minutes of the meeting be approved as presented; the motion was seconded by Mr. Petrecca and passed unanimously.

2. Discussion of P.L. 2010, Chapter 107

Mr. Mistry gave a brief summary of P.L. 2010, c. 107, adopted in January 2011. Chapter 107 sets forth certain reporting requirements with respect to qualified minority and women-owned financial institutions serving as senior managing underwriters on State entity debt transactions. Chapter 107 requires entities, such as the Authority, to collect information on certain data points and submit the report to the State Treasurer. The State Treasurer is to determine uniform methods of data collection and reporting in order to effectuate Chapter 107. Chapter 107 has a five year sunset provision, which may be extended for five years on the occurrence of certain determinations by the State Treasurer. Chapter 107 also permits the State Treasurer to set certain aspirational targets for minority and women-owned financial institutions to serve as senior managing underwriters on State entity debt transactions. Mr. Mistry stated that under current case law, before a racial or gender-based classification and set-aside provision can be enacted, a disparity study using regression analysis must be performed. Mr. Mistry also noted that Chapter 107 does not contain any punitive consequences.

3. Reimbursement Resolution for Thomas Edison State College

Ms. Newell reported that Thomas Edison State College has indicated its desire to proceed with a financing through the Authority to renovate Kuser Mansion located at 315 West State Street in Trenton, New Jersey in a maximum amount of \$4,000,000. She requested and recommended the members' approval of a resolution declaring its official intent to reimburse expenditures for project costs incurred prior to the issuance of bonds with proceeds of debt obligations to be issued on behalf of the College. Farouk Hasseib, Assistant Vice-President, Treasurer of the College was available by phone to answer any questions and the Members did not have any questions.

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

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
DECLARING ITS OFFICIAL INTENT WITH RESPECT TO THE REIMBURSEMENT
OF EXPENDITURES FOR PROJECT COSTS FROM PROCEEDS OF TAX-EXEMPT
OBLIGATIONS

The motion was seconded by Dr. Lang and passed unanimously.

The adopted resolution is appended as Exhibit I.

4. Equipment Lease Resolution for Thomas Edison State College

Ms. Newell reported that the Authority had received a request from Thomas Edison State College to finance a project consisting of the replacement of the current shelving system on Level 1 of the State Library and the acquisition and installation of certain technology

hardware in a maximum amount of \$948,000. She reported that the transaction would be conducted as a Request for Proposals (RFP) process with the proposals being selected based on price and other factors.

The resolution authorizes the financing of the project through the Authority's Equipment Lease Program, acknowledges the designation by the Attorney General of McCarter & English to act as special counsel and authorizes all necessary action to implement the financing.

Mc Carter & English submitted the lowest fee proposal for the transaction and Mr. Hodes asked if, besides low bids, there were any other criterion for selection of bond counsel. Mr. Poole responded that there were and that going forward the criteria would be included in the Members' meeting books. Mr. Hodes also asked if there was an Evaluation Committee and Mr. Poole responded that bond counsel selection is made by the Attorney General's Office in consultation with the Authority. Mr. Mistry advised that the Attorney General's Office established a bond counsel pool for the Authority based on qualifications to provide such services. The Attorney General's Office issues an RFP to counsel in the bond counsel pool for each individual transaction to obtain fee quotes and to obtain any other information pertinent to the specific transaction.

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

RESOLUTION AUTHORIZING THE FINANCING OF THE PURCHASE AND
INSTALLATION OF EQUIPMENT FOR THOMAS EDISON STATE COLLEGE

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

The adopted resolution and form of documents are appended as Exhibit II.

5. Seton Hall University Issue, 2011 Series A, Refunding Bonds

Ms. Soyka reported the details of the proposed 2011 Series A bonds in an amount not to exceed \$45,000,000 on behalf of Seton Hall University. The proceeds of the issue will be used for the current refunding of all or a portion of the Authority's outstanding 1999 Refunding Series and 2001 Series, Project G bonds; and certain costs of issuance. The financing is structured as a fixed rate, negotiated transaction with an interest rate not to exceed 7.00%.

Ms. Soyka reported the details of the process for the procurement of the professionals, which include, among others, a senior managing underwriter and a co-senior managing underwriter. Mr. Jacobs inquired specifically about the process of selecting co-senior managers and Mr. Hodes asked who comprised the evaluation committee to evaluate the responses of underwriters to the RFP's. Mr. Poole responded that the Authority has a process for selecting senior managing underwriters but does not have a specific process for selecting co-senior managers. Mr. Poole further stated that the Authority, at the present time, has a pool of 11 senior managing underwriters but that only four of the 11 firms had been utilized in the past two years and that he would like to provide an opportunity to more members of the pool to participate in Authority transactions. He advised that with approval of this transaction for Seton Hall and the selection of JP Morgan Securities, Inc., as senior managing underwriter, 7 of the 11 firms in the pool would have been utilized. Mr. Jacobs commented that while he agreed with that goal, a process should be put in place. Mr. Jacobs asked counsel whether the Members could approve portions of the resolution without approving the resolution in its entirety. Mr. Mistry responded that the members could pass a motion to amend the resolution. Ms. Soyka informed the Members that the evaluation committee for the underwriter selection consisted of her, a representative of Seton Hall and a representative of the State Treasurer's office.

Mr. Jacobs and Mr. Hodes also requested more detailed information about the process of selecting the financial advisor for the transaction. Ms. Soyka informed the Members that the evaluation committee consisted of her, Mr. Poole and a representative of Seton Hall. After additional discussion, Mr. Jacobs asked if Seton Hall was satisfied with the advisor selected and Ms. Soyka responded that Seton Hall was satisfied. Mr. Hutchinson asked whether approving the transaction and leaving the financial advisor selection until later would delay the transaction. Ms. Soyka responded that it would unless there was a delegation that could occur without waiting until the next meeting of the Members.

Mr. Hodes asked whether he could obtain copies of the score sheets prepared by the evaluation committee for the financial advisor, was advised that he could and he moved to table the resolution so that he could review the score sheets. There was no second to the motion.

Chairman Jacobs asked if there were any proposed amendments to the resolution and Mr. Hodes moved to amend the resolution. Mr. Petrecca stated that he agreed there should be a process for selection but that if a process is in place it must be applied consistently. He said that if there were changes to the resolution he would have major comments and concerns. There was no second to the motion to amend the resolution. Mr. Hodes requested copies of the score sheets for financial advisor.

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

BOND RESOLUTION AUTHORIZING SETON HALL UNIVERSITY BONDS

The motion was seconded by Mr. Petrecca and passed. Mr. Hodes opposed.

The memo and adopted resolution are appended as Exhibit III.

Mr. Hutchinson moved to adopt a resolution whereby the Executive Director would consult with the Chairman prior to any action being brought to the Members for approval. The motion was seconded by Dr. Lang and passed unanimously.

6. Resolution of Appointment of Bond Counsel for Princeton University

Mr. Poole advised that he was still waiting for acknowledgement from the Attorney General's Office for the appointment of bond counsel for Princeton University and requested the matter be tabled until the May meeting.

7. Solar Energy Services Resolution at The Richard Stockton College of New Jersey

Ms. Newell reported that The Richard Stockton College of New Jersey had requested the Authority's consent to install solar equipment on a residential complex at the College and because the Authority owns the property and leases it to the College, it was necessary for the Authority to consent to alterations to the facilities.

Alice Gitchell, Energy & Sustainability Project Manager for the College described the project which will provide electricity for the North Residential Complex through solar power energy services provided by Soltage Stockton, LLC. Soltage Stockton needs to construct and install solar power facilities and related equipment in and on the Complex. The resolution approves the solar energy agreement and consents to the requested access necessary for Soltage Stockton to install, operate and maintain the solar equipment.

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

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
AUTHORIZING ENTRY INTO AN ENERGY FOR PROVISION OF SOLAR ENERGY
SERVICES AT THE RICHARD STOCKTON COLLEGE OF NEW JERSEY

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

The adopted resolution is appended as Exhibit IV.

8. **Modification Resolution of Drew University Issue, 2008 Series I**

Ms. Soyka reported that on June 26, 2008, the Authority issued its revenue bond, Drew University Issue, 2008 Series-I in a principal amount not to exceed \$40,000,000. The bond documents provide that Drew University may draw down \$4,000,000 in principal of the bond per year to June 25, 2011. She reported that the documents provide that, at the election of TD Bank, N.A., the purchaser of the bond, borrower may draw down an additional \$4,000,000 per year to June 25, 2014. Ms. Soyka reported that the purchaser has agreed to exercise such option provided that the interest rate payable on such draws is changed from 74% of the sum of 30-day LIBOR plus .85% to 69% of the following sum: 30-day LIBOR plus 1.75%, plus by .45% and that the borrower has agreed to the modification. She advised that the change would require a public hearing in order to preserve the tax-exempt status of the bonds.

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

RESOLUTION AUTHORIZING THE AMENDMENT AND RESTATEMENT OF A
REVENUE BOND, DREW UNIVERSITY ISSUE, 2008 SERIES I, IN THE ORIGINAL
PRINCIPAL AMOUNT NOT TO EXCEED \$40,000,000 OF THE NEW JERSEY
EDUCATIONAL FACILITIES AUTHORITY AND AUTHORIZING AND APPROVING
THE EXECUTION AND DELIVERY OF AN AMENDED AND RESTATED BOND AND
RELATED INSTRUMENTS AND DETERMINING OTHER MATTERS IN
CONNECTION THEREWITH

The motion was seconded by Dr. Lang and passed unanimously.

The adopted resolution is appended as Exhibit V.

9. **Resolution Authorizing Signing of NJEFA Bond Documents**

Ms. Newell reported that because the positions of Director of Project Management and Deputy Executive Director are currently vacant, it is possible that the Authority's other designated Officers may be required to recuse themselves or otherwise be unavailable to execute and deliver necessary documents.

Ms. Newell reported that the resolution authorized the Authority's Project Manager, Jennifer Soyka to execute and deliver documents in connection with the issuance of Authority bonds in situations where the otherwise Authorized Officers are unable to unavailable to do so.

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

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
AUTHORIZING SIGNING OF BOND DOCUMENTS

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

The adopted resolution is appended as Exhibit VI.

10. Resolution Appointing Financial Printer

Ms. LaMarsh reported that the Authority's contract for financial printer services expired on March 31, 2011 and accordingly, the Authority had issued a Request for Proposals on March 14, 2011. She reported that the RFP was sent to 17 firms and was posted on both the Authority's and the State of New Jersey's websites. Ms. LaMarsh reported that the Authority had received 9 responses and upon review of the proposals the Authority requested references as well as hard copies and electronic samples from the highest scoring bidder, which is Wold Financial Printing and that based on price and quality, staff recommends that Wold Financial be appointed for a period of two years.

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

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
APPROVING THE APPOINTMENT OF A FINANCIAL PRINTER

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

The adopted resolution is appended as Exhibit VII.

11. Appointment of Arbitrage Compliance Firms

Ms. Mueller reported that on March 11, 2011 the Authority issued an RFP to each of the 33 Arbitrage Compliance firms listed in *The Bond Buyer's Municipal Marketplace Directory* and posted it on the websites of the Authority and the State of New Jersey. She reported that after a review of the seven responses received, staff recommended using three of the five responsive firms which are: Hawkins, Delafield & Wood; Omnicap/Nixon Peabody and BLX Group to provide arbitrage compliance services to the Authority.

Mr. Hutchinson requested a motion accepting the appointment.

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

APPOINTMENT OF ARBITRAGE COMPLIANCE FIRMS

The motion was seconded by Mr. Hodes and passed. Mr. Jacobs recused himself.

The memo and adopted resolution are appended as Exhibit VIII.

12. Report on Operating Statements

Ms. Mueller reviewed the Results of Operations and Budget Variance for March 31, 2011.

Mr. Hutchinson moved that the reports be accepted as presented; the motion was seconded by Dr. Lang and passed unanimously.

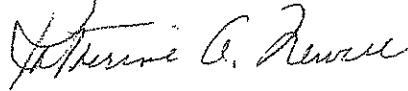
The reports are appended as Exhibit IX.

13. Next Meeting Date

Chairman Jacobs announced that the next meeting will be on Tuesday, May 24, 2011 at the Authority's office.

Mr. Hutchinson moved that the meeting be adjourned at 12:11 p.m.; the motion was seconded by Mr. Petrecca and passed unanimously.

Respectfully submitted,



Katherine A. Newell
Assistant Secretary

CHAPTER 107

AN ACT requiring State entities to examine the opportunity of minority and women-owned financial institutions to serve as senior managing underwriters for State debt transactions, imposing reporting requirements; and enabling the establishment of aspirational levels of utilization and relative compensation, supplementing chapter 32 of Title 52 of the Revised Statutes.

BE IT ENACTED by the Senate and General Assembly of the State of New Jersey:

C.52:32-48 Qualified minority, women-owned financial institutions, service as senior managing underwriters, certain transactions; report; definitions.

1. a. For each State fiscal year commencing after the effective date of P.L.2010, c.107, a State entity which engages in debt transactions shall examine the opportunity of qualified minority and women-owned financial institutions to serve as senior managing underwriters for such transactions. The State entity shall report the findings of the examination to the State Treasurer, and to the Legislature upon the explicit request thereof.

b. The report required by subsection a. of this section shall include:

(1) the total number of the State entity's debt transactions in which qualified minority and women-owned financial institutions served as senior managing underwriters;

(2) the total number of qualified minority and women-owned financial institutions which sought unsuccessfully to serve as senior managing underwriters for the State entity's debt transactions;

(3) the total number of qualified minority and women-owned financial institutions available to serve as senior managing underwriters for the State entity's debt transactions;

(4) the total number of qualified minority and women-owned financial institutions available to serve as senior managing underwriters for the State entity's debt transactions whose primary trading, underwriting or investment banking activities were located within the State;

(5) the total number of State entity debt transactions in which a qualified minority and women-owned financial institution served as senior managing underwriters, relative to the total number of debt transactions undertaken by the State entity;

(6) the total value of the State entity's debt transactions in which a qualified minority and women-owned financial institution served as senior managing underwriters, relative to the total value of debt transactions undertaken by the State entity; and

(7) the total and per transaction value of the compensation provided to qualified minority and women-owned financial institutions who serve as senior managing underwriters for the State entity's debt transactions relative to the total and per transaction value of compensation provided to financial institutions, other than qualified minority and women-owned financial institutions, who serve as senior managing underwriters for the State entity's debt transactions.

c. A report owed pursuant to this section shall be due on the first business day after the January 1 immediately following the end of the State fiscal year for which the report is due. The State Treasurer shall determine uniform methods of data collection and reporting to effectuate this section. The State Treasurer may provide for a reporting method in which the requirements of subsection b. of this section are reported within categories defined by intervals of debt transaction valuations.

d. The State Treasurer may establish an aspirational level of utilization and relative compensation of qualified minority and women-owned financial institutions serving as senior managing underwriters in the State entity's debt transactions if such an aspirational level of

utilization and relative compensation can be established in a manner consistent with the responsibility to seek out the most economically optimal arrangements available for debt transactions, in accordance with the requirement that all persons shall have the full and equal benefit of all laws, and in the presence of a gross statistical disparity in the utilization and relative compensation of qualified minority and women-owned financial institutions serving as senior managing underwriters for a State entity's debt transactions as evidenced in a report due under subsection a. of this section. An aspirational level of utilization and relative compensation shall not be construed as a mandated quota and shall not be enforceable, but shall be considered as a goal that the State entity is encouraged to achieve. The State Treasurer shall suspend an aspirational level of utilization and relative compensation upon finding the conditions which lead to its establishment are no longer present.

e. A State entity, having been assigned an aspirational level of utilization and relative compensation of minority and women-owned financial institutions serving as senior managing underwriters in the State entity's debt transactions, shall include in its report due under subsection a. of this section a listing of impediments to the utilization and comparable compensation of minority and women-owned financial institutions serving as senior managing underwriters for the State entity's debt transactions and proposals to enhance the utilization and compensation of qualified minority and women-owned financial institutions serving as senior managing underwriters for the State entity's debt transactions.

f. In the event the State Treasurer finds and certifies that impediments to the utilization and comparable compensation of minority and women-owned financial institutions continue to exist six months before the initial expiration date of P.L.2010, c.107, the State Treasurer shall report such findings to the Legislature in accordance with section 2 of P.L.1991, c.164 (C.52:14-19.1) within 60 days thereof and P.L.2010, c.107 shall not expire but shall remain in effect for another five years, or until the State Treasurer finds and certifies that the impediments to the utilization and comparable compensation of minority and women-owned financial institutions cease to exist, whichever occurs first. P.L.2010, c.107 shall expire upon the State Treasurer notifying the Legislature that the impediments cease to exist or that the five-year period has ended, whichever occurs first.

g. As used in this section:

"Debt transaction" means the creation or refinancing of a bond, note or other financial instrument for which repayment is due.

"Qualified minority and women-owned financial institution" means a financial institution qualified to engage in State entity debt transactions that has a valid certification as a "minority business" or a "women's business" pursuant to P.L.1986, c.195 (C.52:27H-21.17 et seq.).

"Senior managing underwriter" means the lead and book running manager of the syndicate of underwriters of the State's or State entity's debt transactions.

"State entity" means a State department or agency, board, commission, corporation or authority.

h. If any section, subsection, paragraph, sentence or other part of this act is adjudged unconstitutional or invalid, such judgment shall not affect, impair or invalidate the remainder of this act, but shall be confined in its effect to the section, subsection, paragraph, sentence or other part of this act directly involved in the controversy in which said judgment shall have been rendered.

2. This act shall take effect immediately and shall expire on the fifth anniversary of the effective date, except as provided for by subsection f. of section 1.

Approved January 4, 2011.

RESOLUTION OF THE NEW JERSEY EDUCATIONAL
FACILITIES AUTHORITY DECLARING ITS OFFICIAL INTENT
WITH RESPECT TO THE REIMBURSEMENT OF
EXPENDITURES FOR PROJECT COSTS FROM PROCEEDS OF
TAX-EXEMPT OBLIGATIONS

Adopted: April 26, 2011

WHEREAS, Thomas Edison State College (the "College") has advised the New Jersey Educational Facilities Authority (the "Authority") that the College intends to implement a project (the "Project") consisting of renovating Kuser Mansion located at 315 West State Street; and

WHEREAS, the College has advised that it intends to finance the Project through the issuance by the Authority of tax-exempt obligations (the "Tax-exempt Obligations") issued by the Authority and secured as to repayment by a Lease and Agreement between the Authority and the College (the "Agreement") in one or more series and in one or more transactions over the next three years, the proceeds of which will be loaned to the College;

WHEREAS, the College has advised that it may pay for certain costs of the Project ("Project Costs") prior to the issuance of the Tax-exempt Obligations with funds of the College which are not proceeds of the Tax-exempt Obligations; and

WHEREAS, the College desires to preserve its right to treat an allocation of proceeds of the Tax-exempt Obligations to the reimbursement of Project Costs paid prior to the issuance of the Tax-exempt Obligations as an expenditure for such Project Costs to be reimbursed for purposes of Sections 103 and 141-150 of the Internal Revenue Code of 1986, as amended ("Code").

NOW, THEREFORE, BE IT RESOLVED by the Members of the Authority as follows:

Section 1. The Authority reasonably expects the College to reimburse its expenditure of Project Costs paid prior to the issuance of the Tax-exempt Obligations with proceeds of the Tax-exempt Obligations.

Section 2. This resolution is intended to be and hereby is a declaration of official intent to reimburse the expenditures for Project Costs paid prior to the issuance of the Tax-exempt Obligations with the proceeds of the Tax-exempt Obligations in accordance with Treasury Regulations Section 1.150-2.

Section 3. The maximum principal amount of Tax-exempt Obligations expected to be issued to finance the Projects is \$4,000,000, which Tax-exempt Obligations may be issued in one or more series and in one or more transactions over the next three years.

Section 4. The Project Costs to be reimbursed with the proceeds of the Tax-exempt Obligations will be costs which satisfy the requirements of Section 150 of the Code for reimbursement.

Section 5. No reimbursement allocation will employ an "abusive arbitrage device" under Treasury Regulations Section 1.148-10 to avoid the arbitrage restrictions or to avoid the restrictions under Sections 142 through 147 of the Code. The proceeds of the Tax-exempt Obligations used to reimburse for Project Costs, or funds corresponding to such amounts, will not be used in a manner that results in the creation of "replacement proceeds," including "sinking funds," "pledged funds," or funds subject to a "negative pledge" (as such terms are defined in Treasury Regulations Section 1.148-1) of the Tax-exempt Obligations or another issue of debt obligations of the Authority, other than amounts deposited into a "bona fide debt service fund" (as defined in Treasury Regulations Section 1.148-1).

Section 6. All reimbursement allocations will occur not later than 18 months after the later of (i) the date the expenditure from a source other than the Tax-exempt Obligations is paid; or (ii) the date the Project is "placed in service" (within the meaning of Treasury Regulations Section 1.150-2) or abandoned, but in no event more than 3 years after the expenditure is paid.

Section 7. This resolution will take effect immediately.

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

AYE:	____ Roger B. Jacobs ____ Ridgeley Hutchinson ____ Joshua Hodes ____ Andrew Sidamon-Eristoff (represented by Steven Petrecca) ____ Steven D. Weinstein (represented by Glenn Lang)
NAY:	None
ABSTAIN:	None
ABSENT:	None

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

**RESOLUTION AUTHORIZING THE FINANCING OF THE
PURCHASE AND INSTALLATION OF EQUIPMENT FOR
THOMAS EDISON STATE COLLEGE**

Adopted: April 26, 2011

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority") was created as a public body corporate and politic of the State of New Jersey (the "State") pursuant to the New Jersey Educational Facilities Authority Law (being Chapter 72A of Title 18A of the New Jersey Statutes, as amended and supplemented), N.J.S.A. 18A:72A-1. et seq. (the "Act"); and

WHEREAS, the Authority has established a Lease Financing Program (the "Program") in order to finance the acquisition and/or installation of equipment for educational facilities; and

WHEREAS, by Resolution adopted on March 4, 2011, the Board of Trustees of Thomas Edison State College (the "College") has determined that it is necessary and advisable to undertake a project consisting of the replacement of the current shelving system on Level 1 of the State Library and the acquisition and installation of equipment, including certain technology hardware (the "Project"); and

WHEREAS, the College has requested the Authority to finance the Project and related financing costs through the Program; and

WHEREAS, in order to finance the Project and related financing costs through the Program it is necessary to distribute a Request for Proposals (the "RFP") to financial institutions to provide financing pursuant to the Program and to enter into a Master Equipment Lease and Sublease Agreement (the "Master Lease Agreement") by and among a lessor selected from among the firms which respond to the RFP (the "Lessor"), the Authority, as lessee (the "Lessee") and the College, as sublessee (the "Sub-Lessee") ; and

WHEREAS, it will also be necessary to enter into an Acquisition Fund and Account Control Agreement (the "Acquisition Fund Agreement") by and among the Lessor, the Lessee, the Sub-Lessee and a custodian to be provided by the Lessor (the "Custodian"); and

WHEREAS, the Attorney General distributed Requests for Proposal for Special Counsel services to the Authority's Bond Counsel Pool and received the following fee proposals:

<u>Firm</u>	<u>Fee Proposal</u>
DeCotiis, FitzPatrick & Cole, LLP	\$16,500
Gibbons, PC	\$10,000
Gluck Walrath, LLP	\$12,500
Hawkins Delafield & Woods L.L.P.	\$19,000
McCarter & English, LLP	\$ 9,000
McManimon & Scotland, LLC	\$25,000
Obermayer Rebmann Maxwell & Hippel LLP	\$42,000
Windels Marx Lane & Mittendorff, LLP	\$15,000

WHEREAS, on the basis of the foregoing fee proposals, the Attorney General has, in consultation with the Authority, designated the firm of McCarter & English, LLP to act as Special Counsel to the Authority in connection with the lease financing; and

WHEREAS, the Authority deems it necessary and in keeping with its purposes to authorize entry into the Master Lease Agreement and the Acquisition Fund Agreement and to authorize the issuance of the Authority's lease payment obligations pursuant to the Master Lease Agreement for the purpose of financing the Project and related costs of financing as tax-exempt obligations and to authorize certain actions and the execution and delivery of certain documents in connection therewith; and

WHEREAS, the College has advised that it may pay for certain costs of the Project (the "Project Costs") prior to the issuance of the Authority's obligations pursuant to the Master Lease Agreement with funds of the College which are not proceeds of tax-exempt lease obligations;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY, AS FOLLOWS:

ARTICLE 1

AUTHORIZATION OF LEASE FINANCING; APPROVAL OF DOCUMENTS

1.1 Purpose of Lease Financing.

The Authority hereby declares the Project to be an authorized undertaking of the Authority and authorizes and directs the Chair, Vice-Chair, Executive Director, Deputy Executive Director, Treasurer, Director-of Project Management, Secretary or any Assistant Secretary of the Authority, and/or any other person authorized by resolution of the Authority, and any of such officers designated as "acting" or "interim" (each an "Authorized Officer"), to execute and deliver all documents necessary to enable the Authority, as permitted by the Act, to finance, on behalf of the College, all or part of the costs of the Project and related financing costs.

1.2 Authorization of the Authority Obligations.

(a) The Authority hereby authorizes the issuance of the Authority's lease payment obligations (the "Authority's Obligations") pursuant to the Master Lease Agreement in the aggregate principal amount of not to exceed \$948,000, in order to finance, on behalf of the College, all or part of the costs of the Project and related financing costs. The Authority's Obligations shall be designated as "New Jersey Educational Facilities Authority Lease Obligations, Thomas Edison State College Project, Series 2011 (Tax-Exempt) or such other alternative or additional designation as may be determined by an Authorized Officer of the Authority.

(b) The Authorized Officers are hereby authorized and directed to distribute and advertise the RFP in such form as an Authorized Officer, with the consent of the College, determines to be appropriate and advisable, distribution of the RFP to be conclusive evidence of the approval of the Authorized Officer distributing the same. The Authorized Officers are hereby authorized and directed to accept, with the agreement of the College, the proposal offering the lowest responsive cost. Any Authorized Officer is hereby authorized to execute and deliver on behalf of the Authority the Master Lease Agreement and the Acquisition Fund Agreement in such form as shall be approved by any Authorized Officer, with the advice of Special Counsel and the Attorney General of the State (such approval to be evidenced conclusively by such Authorized Officer's execution thereof), for the issuance of the Authority Obligations pursuant to the Master Lease Agreement at the price or prices, payment terms, maturity and redemption provisions agreed upon; provided, however, that the interest rate on the Authority Obligations which are tax-exempt shall not exceed 7.00%, the term shall not exceed 15 years and no redemption premium shall exceed 5%. A copy of the Master Lease Agreement and the Acquisition Fund Agreement as executed shall be filed with the records of the Authority.

ARTICLE 2

MISCELLANEOUS

2.1 Acceptance of the Designation of Special Counsel by the Attorney General.

The Authority hereby acknowledges the designation by the Attorney General, in consultation with the Authority, of McCarter & English, LLP to act as Special Counsel to the Authority in connection with the lease financing.

2.2 Reimbursement.

(a) The Authority reasonably expects the College to reimburse its expenditure of Project Costs paid prior to the issuance of the Authority Obligations with proceeds of the Authority Obligations.

(b) This Resolution is intended to be and hereby is a declaration of official intent to reimburse the expenditures for Project Costs paid prior to the issuance of the Authority's Obligations with the proceeds of the Authority Obligations in accordance with Treasury Regulations Section 1.150-2.

(c) The maximum principal amount of Authority Obligations expected to be issued to finance the Project is \$948,000 (including financing costs),

(d) The Project Costs to be reimbursed with the proceeds of the Authority Obligations will be "capital expenditures" in accordance with the meaning of Section 150 of the Internal Revenue Code of 1986, as amended (the "Code").

(e) No reimbursement allocation will employ an "abusive arbitrage device" under Treasury Regulations Section 1.148-10 to avoid the arbitrage restrictions or to avoid the restrictions under Sections 142 through 147 of the Code. The proceeds of the Authority Obligations used to reimburse Project Costs, or funds corresponding to such amounts, will not be used in a manner that results in the creation of "replacement proceeds", including "sinking funds", "pledged funds" or funds subject to a "negative pledge" (as such terms are defined in Treasury Regulations Section 1.148-1) of the Authority Obligations or another issue of debt obligations of the Authority, other than amounts deposited into a "bona fide debt service fund" (as defined in Treasury Regulations Section 1.148-1).

(f) All reimbursement allocations will occur not later than 18 months after the later of (i) the date of expenditure from a source other than the Authority Obligations is paid or (ii) the date the Project is "placed in service" (within the meaning of Treasury Regulations Section 1.150-2) or abandoned, but in no event more than 3 years after the expenditure is paid.

2.3 Incidental Action.

The Authorized Officers are hereby authorized and directed to execute and deliver such other documents, certificates, agreements, directions and notices, and to take such other action as may be necessary or appropriate in order to: (i) effectuate the execution and delivery of the Master Lease Agreement, the Acquisition Fund Agreement and the issuance of the Authority Obligations; and (ii) maintain the tax-exempt status of the interest on the Authority Obligations, (including the preparation and filing of any information reports or other documents with respect to such lease obligations as may at any time be required under Section 149 of the Code, and any regulations thereunder).

2.4 Prior Actions Ratified.

All actions previously undertaken by the Authorized Officers in implementing the financing of the Project authorized by this Resolution are hereby ratified and confirmed.

2.5 Resolutions.

All prior resolutions of the Authority or portions thereof inconsistent herewith are hereby repealed.

2.6 Effective Date.

This Resolution shall take effect in accordance with the Act.

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

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Joshua Hodes
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Steven D. Weinstein (represented by Glenn Lang)

NAY: None

ABSTAIN: None

ABSENT: None

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

ACQUISITION FUND AND ACCOUNT CONTROL AGREEMENT

This Acquisition Fund and Account Control Agreement (this "Agreement"), dated as of May , 2010, by and among _____, a _____ corporation (together with its successors and assigns, hereinafter referred to as "Lessor"), the New Jersey Educational Facilities Authority (the "Lessee"), a body corporate and politic of the State of New Jersey established pursuant to the New Jersey Educational Facilities Authority Law, constituting Chapter 72A of Title 18A, Education, of the New Jersey Statutes, as amended and supplemented (the "Act"), The Board of Trustees of Thomas Edison State College, a public institution of higher education organized and existing under the laws of the State of New Jersey (the "Sub-Lessee") and _____, a national banking association organized under the laws of the United States of America (hereinafter referred to as "Acquisition Fund Custodian").

Reference is made to that certain Master Equipment Lease and Sublease Agreement dated as of May , 2010 between Lessor, Lessee and Sub-Lessee and Schedule of Property No. 1 (the "Schedule") thereto (hereinafter collectively referred to as the "Lease"), covering the acquisition and lease of certain Equipment described therein (the "Equipment"). It is a requirement of the Lease that the Equipment Cost of the Equipment (an amount not to exceed \$ _____) be deposited into an escrow under terms satisfactory to Lessor, for the purpose of fully funding the Lease, and providing a mechanism for the application of such amounts to the purchase of and payment for the Equipment on or before _____, 20__ (the "Acquisition Period").

The parties agree as follows:

1. Creation of Acquisition Fund.

(a) There is hereby created a special trust fund to be known as the "Thomas Edison State College Equipment Lease Acquisition Fund" (the "Acquisition Fund") to be held in trust by the Acquisition Fund Custodian for the purposes stated herein, for the benefit of Lessor, Lessee and Sub-Lessee, to be held, disbursed and returned in accordance with the terms hereof.

(b) The Acquisition Fund Custodian shall invest and reinvest moneys on deposit in the Acquisition Fund in Qualified Investments in accordance with written instructions received from the Sub-Lessee. Sub-Lessee shall be solely responsible for ascertaining that all proposed investments and reinvestments are Qualified Investments and that they comply with federal, state and local laws, regulations and ordinances governing investment of such funds and for providing appropriate notice to the Acquisition Fund Custodian for the reinvestment of any maturing investment. Accordingly, neither the Acquisition Fund Custodian, Lessor or Lessee shall be responsible for any liability, cost, expense, loss or claim of any kind, directly or indirectly arising out of or related to the investment or reinvestment of all or any portion of the moneys on deposit in the Acquisition Fund, and Sub-Lessee agrees to and does hereby release the Acquisition Fund Custodian, Lessor and Lessee from any such liability, cost, expenses, loss or claim. Interest on the Acquisition Fund shall become part of the Acquisition Fund, and gains and losses on the investment of the moneys on deposit in the Acquisition Fund shall be borne by the Acquisition Fund. For purposes of this Agreement, "Qualified Investments" means (a) any



MASTER EQUIPMENT LEASE AND SUBLEASE AGREEMENT

THIS MASTER EQUIPMENT LEASE AND SUBLEASE AGREEMENT, dated as of _____ (the "Master Lease"), and entered into by and among _____ as Lessor (the "Lessor"), the New Jersey Educational Facilities Authority, a body corporate and politic and public instrumentality duly organized and validly existing under the laws of the State of New Jersey, as Lessee (the "Lessee"), and Board of Trustees of Thomas Edison State College, a public institution of higher education organized and existing under the laws of the State of New Jersey, as Sub-Lessee (the "Sub-Lessee");

WITNESSETH:

WHEREAS, the Lessee is authorized by the laws of the State of New Jersey including the New Jersey Educational Facilities Authority Law, constituting Chapter 72A of Title 18A, Education, of the New Jersey Statutes, as amended and supplemented (the "Act") to provide for the financing of educational facilities, as defined in the Act; and

WHEREAS, pursuant to N.J.S.A. 18A:64-6(q), the Sub-Lessee is authorized to purchase and hold real and personal property; and

WHEREAS, the parties hereto desire that the Lessee from time to time (a) lease from the Lessor certain Equipment to be specified by the Sub-Lessee and described in each Schedule (as hereinafter defined) and (b) sub-lease such Equipment to the Sub-Lessee on the terms and conditions set forth in each Lease (as hereinafter defined); and

WHEREAS, in connection with the execution of each Lease, the Lessor shall deposit into an Acquisition Fund with an Acquisition Fund Custodian to be held and administered under an Acquisition Fund and Account Control Agreement (as each such term is hereinafter defined) the amount specified in such Lease and represented by the Sub-Lessee to be sufficient to acquire the Equipment identified in such Lease; and

WHEREAS, the Sub-Lessee shall make Rental Payments (as hereinafter defined) and certain other payments directly to the Lessor on behalf of the Lessee for the possession, use and ownership of the Equipment; and

WHEREAS, no Lease shall be deemed to constitute a debt or liability or moral obligation of the State of New Jersey (the "State") or any political subdivision thereof, or a pledge of the faith and credit or taxing power of the State or any political subdivision thereof, but shall be a special, limited obligation of the Lessee payable solely from the Rental Payments payable under such Lease by the Sub-Lessee to the Lessor on behalf of the Lessee; and

WHEREAS, as security for the payment of all of the Sub-Lessee's obligations under each Lease, the Sub-Lessee grants to the Lessee and the Lessee assigns to the Lessor a first lien security interest in and to such Equipment and in and to moneys and investments held from time to time in the Acquisition Fund;

New Jersey Educational Facilities Authority
Request for Proposals For Services As Lessor
June , 2011

REQUESTS FOR PROPOSAL

For

SERVICES AS LESSOR

For The

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY

ISSUED: _____, June __, 2011

ELECTRONIC NOTICE OF INTENT TO PARTICIPATE DUE
NO LATER THAN: _____, _____, 2011 BY 12:00 NOON

SUBMISSION OF PROPOSAL DUE
NO LATER THAN: _____, _____, 2011 BY 12:00 NOON



103 COLLEGE ROAD EAST • PRINCETON, NEW JERSEY 08540
 PHONE 609-987-0880 • FAX 609-987-0850 • www.njedfa.com

Date: April 26, 2011

To: Members of the Authority

Issue: Seton Hall University, 2011 Series A

Amount: Not to Exceed \$45,000,000

Purpose: To provide funds to finance: (i) the current refunding of all or a portion of the Authority's outstanding 1999 Refunding Series and 2001 Series, Project G bonds issued on behalf of the University; and (ii) the payment of certain costs of issuance.

Security: General Obligation of the University

Structure: Fixed Rate, Negotiated Sale

Below please find the procurement procedures that were undertaken with respect to the various professional appointments in connection with the Seton Hall University transaction.

Bond Counsel

On March 11, 2011 the Attorney General's office circulated an RFP to 11 firms to provide bond counsel services. On March 16, 2011, 6 responses were received. The responsive firms and their respective fees are as follows:

<u>Firm</u>	<u>Fees</u>
Gluck Walrath LLP	\$30,000
McManimon & Scotland, LLC	\$34,000
Windels Marx Lane & Mittendorf, LLP	\$40,000
Obermayer Rebmann Maxwell & Hippel LLP	\$45,000
Carella, Byrne, Cecchi, Olstein, Brody & Agnello, P.C.	\$67,500
McCarter & English, LLP	\$70,000

* A resolution accepting the designation of Gluck Walrath LLP as bond counsel was approved at the March 22, 2011 board meeting.

Senior Managing Underwriter

On March 9, 2011, the Authority circulated an RFP to the 14 firms that are members of the Authority's pool of senior managing underwriters. On March 16, 2011, 11 responses were received. The responsive firms and their respective scores are as follows:

<u>Firm</u>	<u>Evaluator #1</u>	<u>Evaluator #2</u>	<u>Evaluator #3</u>	<u>Total</u>	<u>Fee</u>
JP Morgan	93.5	92	94.5	280	3.94
Wells Fargo	97.5	88.5	93.5	279.5	3.97
Bank of America Merrill Lynch	92	88	93	273	4.01
Citigroup	85.5	88	88	261.5	4.04
Ramirez	84.5	83.5	87	255	4.55
Morgan Stanley	81.5	80	85.5	247	4.65
Goldman Sachs	76	74	86.5	236.5	4.86
PNC	76	66.5	79	221.5	5.20
Barclays	73	73	73.5	219.5	5.22
RBC	68	70.5	72	210.5	5.24
Jefferies	53.5	46.5	60.5	160.5	6.51

Co-Senior Manager

In an effort to increase distribution of the bonds and pursuant to Section 5(h) of the attached resolution, the Executive Director hereby recommends the appointment of Ramirez & Co., Inc. as co-senior manager for this transaction.

Co-Managing Underwriter

On March 25, 2011, the Authority circulated an RFP to the 14 firms that are members of the Authority's pool of co-managing underwriters. On April 1, 2011, 7 responses were received. The responsive firms and their respective scores are as follows:

<u>Firm</u>	<u>Score</u>
Roosevelt & Cross	\$70,272,055
Raymond James	\$23,310,000
NW Capital	\$20,471,435
Jackson Securities	\$2,211,000
Rice Financial	\$0
Lebenthal	Non-Responsive
Piper Jaffray	Non-Responsive

Financial Advisor

On March 21, 2011, the Authority circulated an RFP to 59 financial advisory firms and posted the RFP on the Authority's and the State of New Jersey's websites. On March 28, 2011, 7 responses were received. The responsive firms and their respective scores are as follows:

<u>Firm</u>	<u>Evaluator #1</u>	<u>Evaluator #2</u>	<u>Evaluator #3</u>	<u>Total</u>	<u>Fee</u>
Acacia	83	80.5	80.5	244	\$17,300
Prager Sealy	73.5	82.5	84.5	240.5	\$16,000
Phoenix	75.5	73	70	218.5	\$18,500
PFM	76.5	66	68	210.5	\$21,000
NW Financial	69	66	66.5	201.5	\$10,000
Scott Balice	54	39.5	59.5	153	\$20,833
First Southwest	50	48	52	150	\$22,600

Verification Agent

On March 25, 2011, the Authority circulated an RFP to 4 firms that regularly perform verification agent services and posted the RFP on the Authority's and the State of New Jersey's websites. On April 1, 2011, 3 responses were received. The responsive firms and their respective fees are as follows:

<u>Firm</u>	<u>Fees</u>
Causey Demgen & Moore, Inc.	\$2,090
BondResource Partners, LP	\$2,300
Mercadien, P.C.	\$3,000

Trustee

On March 16, 2011, the Authority circulated an RFP to the 3 firms that are members of the Authority's pool of trustees. On March 21, 2011, 3 responses were received. The responsive firms and their respective fees are as follows:

<u>Firm</u>	<u>Fees</u>
U.S. Bank, National Association	\$350
The Bank of New York Mellon	\$500
TD Bank, National Association	\$6,000

Escrow Agent

The escrow agent for this transaction is The Bank of New York Mellon. The escrow agent is the original trustee on the bonds being refunded and is not subject to an RFP process.

**BOND RESOLUTION AUTHORIZING SETON HALL
UNIVERSITY BONDS**

Adopted: April 26, 2011

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority") was created as a public body corporate and politic of the State of New Jersey (the "State") pursuant to the New Jersey Educational Facilities Authority Law (being Chapter 72A of Title 18A of the New Jersey Statutes, as amended and supplemented), *N.J.S.A. 18A:72A-1 et seq.* (the "Act"); and

WHEREAS, Seton Hall University ("Seton Hall") has determined to undertake a project (the "Refunding Project") consisting of: (i) the current refunding of bonds issued by the Authority, including, but not limited to, all or a portion of the Authority's outstanding \$23,270,000 Seton Hall University Project Revenue Refunding Bonds, 1999 Series, \$5,180,000 Seton Hall University Project Revenue Bonds, 2001 Refunding Series A, \$5,275,000 Seton Hall University Project Revenue Bonds, 2001 Refunding Series B, and \$8,740,000 Seton Hall University Project Revenue Bonds, 2001 Series, Project G (collectively, the "Bonds to be Refunded") and (ii) the payment of costs of issuance of the Bonds (as hereinafter defined) as presented, submitted and approved by Seton Hall's Board of Trustees; and

WHEREAS, the Authority, has determined that it is necessary and in keeping with its authorized purposes to issue a series of bonds to be designated "New Jersey Educational Facilities Authority Revenue Refunding Bonds, Seton Hall University Issue, 2011 Series A" or such other designation as may be determined by the Authority (the "Bonds") for the purpose of providing funds to finance the Refunding Project; and

WHEREAS, the repayment of the Bonds will be secured by a Loan Agreement between the Authority and Seton Hall (the "Agreement") and a Mortgage and Security Agreement between Seton Hall and the Authority (the "Mortgage"); and

WHEREAS, the Bonds are payable solely from Revenues (as defined in the Trust Indenture by and between the Authority and U.S. Bank National Association as trustee (the "Indenture")) other than Additional Loan Payments (as defined in the Agreement), and from amounts on deposit in certain funds under the Indenture; and

WHEREAS, the obligation of Seton Hall to make the payments required under the Agreement for the payment of debt service on the Bonds constitutes a general obligation of Seton Hall; and

WHEREAS, pursuant to Section 8(c) of the Act, the bonds of the Authority shall be authorized by resolution of the members of the Authority.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS, AS FOLLOWS:

1. Purpose of Issuance of the Bonds.

The Authority hereby declares the Refunding Project to be an authorized undertaking of the Authority.

2. Authorization of Bonds.

(a) The Authority hereby authorizes the issuance of the Bonds in an aggregate principal amount not to exceed of \$45,000,000 in order to finance, on behalf of Seton Hall, the costs of the Refunding Project, in whole or in part.

(b) The Bonds shall be issued in fully registered form, shall be in the denominations, and shall be numbered as shall be provided in the Indenture. The Bonds shall be dated, bear interest, mature and be executed and authenticated as shall be set forth in the Indenture; provided, however, that the final maturity date of the Bonds will be no later than July 1, 2041. The Bonds shall bear interest at a fixed rate or rates as described in the Indenture, with a true interest cost not to exceed 7.00% per annum. The Bonds shall be subject to redemption as provided in the Indenture; provided, however, that the redemption premium on the Bonds, if any, shall not exceed 5.0%.

(c) The Bonds shall be in substantially the form set forth in the Indenture, with such insertions, omissions or variations as may be necessary or appropriate.

(d) The Bonds shall be executed in the name of the Authority by the manual or facsimile signature of its Chair, Vice Chair, Executive Director or Deputy Executive Director and its official common seal (or a facsimile thereof) shall be thereunto affixed, imprinted, engraved or otherwise reproduced and attested by the manual or facsimile signature of its Secretary, any Assistant Secretary, Executive Director or Deputy Executive Director (provided the same has not executed such Bond).

(e) Following the execution of the Bonds, any Authorized Officer is hereby authorized to deliver the Bonds to the Trustee for authentication and, after authentication, to deliver the Bonds to the Underwriter (as hereinafter defined) or its agent against receipt of the purchase price or unpaid balance thereof.

(f) The Authority hereby finds and determines that the issuance of the Bonds involves certain circumstances under which a negotiated bond sale is permissible as outlined in Executive Order No. 26 (Whitman 1994), namely, volatile market conditions and a complex credit, and a competitive sale of the Bonds is not in the best interest of the Authority and Seton Hall.

3. Approval of Documents.

The forms of the following documents presented to the meeting at which this Resolution is adopted, with such changes advised by GluckWalrath LLP, as bond counsel or the Attorney General of the State, are hereby approved. The Authority hereby authorizes and directs the Chair, Vice-Chair, Treasurer, Executive Director, Deputy Executive Director, Project Manager, Secretary, any Assistant Secretary and any other person authorized by resolution of the Authority, and any of such officers designated as "acting" or "interim" (each an "Authorized Officer") to execute, acknowledge and deliver and any other Authorized Officer is hereby authorized and directed to affix and attest the official common seal of the Authority, if applicable, to any of the following documents:

(a) Indenture;

(b) Agreement;

- (c) Mortgage;
- (d) Letter of Instructions (the "Letter of Instructions") to, or Escrow Deposit Agreement (the "Escrow Deposit Agreement") by and between the Authority and, The Bank of New York Mellon, as trustee for the Bonds to be Refunded; and
- (e) Bond Purchase Agreement (the "Bond Purchase Agreement") by and between the Authority and senior managing underwriter, on behalf of itself and the other underwriter(s) (collectively, the "Underwriter").

4. **Approval of Preliminary Official Statement and Official Statement.**

The preparation publication and distribution by the Underwriter of a Preliminary Official Statement (the "Preliminary Official Statement") relating to the Bonds (in substantially the form presented to the Authority at the time of adoption hereof, with such changes, omissions, insertions and revisions as any Authorized Officer shall deem necessary or advisable, with the advice of Bond Counsel and the Attorney General of the State) are hereby approved, ratified and confirmed. The preparation and distribution by the Underwriter of a final Official Statement (the "Official Statement") for the Bonds (in substantially the form of the Preliminary Official Statement, with such changes, omissions, insertions and revisions as any Authorized Officer shall deem necessary or advisable, with the advice of Bond Counsel and the Attorney General of the State) are hereby approved, and any Authorized Officer is hereby authorized to sign and deliver to the Underwriter the Official Statement in final form acceptable to such Authorized Officer. Any Authorized Officer is hereby authorized, with the advice of Bond Counsel and the Attorney General of the State, to deem the Preliminary Official Statement final within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended, and to provide written evidence relating thereto in form acceptable to Bond Counsel.

5. **Appointments.**

- (a) J.P. Morgan Securities LLC, is hereby appointed as the book running senior managing underwriter in connection with the refunding of all or any portion of the Bonds to be Refunded pursuant to the terms of the Contract of Purchase.
- (b) Ramirez & Co., Inc. is hereby appointed as the co-senior managing underwriter in connection with the refunding of all or any portion of the Bonds to be Refunded pursuant to the terms of the Contract of Purchase
- (c) Roosevelt & Cross, Inc. is hereby appointed as the co-manager in connection with the refunding of all or any portion of the Bonds to be Refunded.
- (d) The Bank of New York Mellon is hereby appointed as the escrow agent (the "Escrow Agent") under the Escrow Deposit Agreement, if necessary. The Escrow Agent shall signify its acceptance of the duties and obligations imposed upon it by the Escrow Deposit Agreement by the Escrow Agent's execution thereof.
- (e) Causey Demgen & Moore, Inc. is hereby appointed to act as verification agent, if necessary, in connection with the refunding of all or any portion of the Bonds to be Refunded pursuant to the terms of the Escrow Deposit Agreement.

(f) Acacia Financial Group, Inc. is hereby appointed as the financial advisor to the Authority in connection with the Bonds.

(g) U.S. Bank National Association is hereby appointed as the Trustee under the Indenture. The Trustee's acceptance of the duties and obligations imposed upon it by the Indenture shall be evidenced by the execution of the Indenture by the Trustee.

(h) The Chair, the Vice-Chair, and/or the Executive Director are hereby authorized to appoint any additional underwriters to purchase the Bonds as members of an underwriting syndicate headed by the Underwriter.

(i) The maximum underwriters discount will be \$4.50 per bond.

6. Incidental Action.

(a) The Authorized Officers are hereby authorized to refund, and to call for redemption (as applicable), the Bonds to be Refunded selected by Seton Hall, in consultation with the Authority and its financial advisors; and

(b) The Authorized Officers of the Authority are hereby authorized and directed to execute and deliver such other documents, certificates, directions, releases and notices, and to take such other action as may be necessary or appropriate in order: (i) to effectuate the execution and delivery of the Bond Purchase Agreement, the Agreement, the Mortgage, the Indenture, the Escrow Deposit Agreement or Letter of Instructions, and the issuance and sale of the Bonds, including, without limitation, documents necessary or appropriate in order to effectuate the issuance and sale of the Bonds; (ii) to implement the DTC book-entry only system for the Bonds; (iii) to provide bond insurance, if advisable, (iv) to invest the proceeds of the Bonds in Qualified Investments (as defined in the Indenture) or as provided in the Escrow Deposit Agreement or Letter of Instructions; and (v) to maintain the tax-exempt status of the interest on the Bonds (including the preparation and filing of any information reports or other documents with respect to the Bonds as may at any time be required under Section 149 of the Internal Revenue Code of 1986, as amended and regulations thereunder.

7. Prior Resolutions.

All prior resolutions of the Authority or portions thereof inconsistent herewith are hereby repealed.

8. Effective Date.

This Resolution shall take effect in accordance with the Act.

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

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Steven D. Weinstein (represented by Glenn Lang)

NAY: Joshua Hodes

ABSTAIN: None

ABSENT: None

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

LETTER OF INSTRUCTIONS

June __, 2011

The Bank of New York Mellon
Corporate Trust Administration
385 Rifle Camp Road, 3rd Floor
West Paterson, New Jersey 07424

Re: New Jersey Educational Facilities Authority (the "Authority")
Seton Hall University Project Revenue Refunding Bonds, 1999 Refunding Series
(the "1999 Bonds")
Seton Hall University Project Revenue Bonds, 2001 Refunding Series A (the
"2001 A Bonds")
Seton Hall University Project Revenue Bonds, 2001 Refunding Series B (the
"2001 B Bonds")
Seton Hall University Project Revenue Bonds, 2001 Series, Project G (the "2001
G Bonds")

Ladies and Gentlemen:

1. You are serving as trustee (the "Trustee") for the Authority's outstanding 1999 Bonds, 2001 A Bonds, 2001 B Bonds and 2001 G Bonds (collectively, the "Outstanding Bonds"), issued under the Authority's Seton Hall University Project Bonds Revenue Bond Resolution adopted July 31, 1985 (the "General Resolution"), as supplemented by, respectively, (i) the Authority's 1999 Refunding Series Resolution adopted March 18, 1998 (the "1999 Series Resolution"), (ii) the Authority's 2001 Refunding Series A Resolution adopted May 23, 2001 (the "2001 A Series Resolution"), (iii) the Authority's 2001 Refunding Series B Resolution adopted May 23, 2001 (the "2001 B Series Resolution") and (iv) the Authority's 2001 Series, Project G Resolution adopted May 23, 2001 (the "2001 G Series Resolution"). The General Resolution, as supplemented by the 1999 Series Resolution, the 2001 A Series Resolution, the 2001 B Series Resolution and the 2001 G Series Resolution are collectively referred to herein as the "Resolutions".

2. You are hereby irrevocably directed to establish the following accounts under the Resolutions:

- A. Within the Debt Service Fund established by Section 3.01 of the 1999 Series Resolution, a "1999 Bonds Escrow Account", to be held for the benefit of the 1999 Bonds;

PRELIMINARY OFFICIAL STATEMENT DATED
NEW ISSUE—BOOK-ENTRY ONLY

, 2011

Ratings:
See "RATINGS"
herein.

In the opinion of Bond Counsel, assuming continuing compliance with the provisions of the Internal Revenue Code of 1986, as amended (the "Code") applicable to the 2011 Series A Bonds and subject to certain provisions of the Code which are described herein, under laws, regulations, rulings and judicial decisions existing on the date of the original delivery of 2011 Series A Bonds, interest received by a holder of 2011 Series A Bonds will be excludable from gross income for federal income tax purposes and will not be treated as a preference item for purposes of the alternative minimum tax imposed on individuals or corporations; however, such interest is included in the adjusted current earnings of certain corporations for purposes of computing the alternative minimum tax on such corporations. However, interest on 2011 Series A Bonds may become taxable retroactively if certain requirements under the code are not complied with. Under the laws of the State of New Jersey, as enacted and construed on the date of the original delivery of 2011 Series A Bonds, interest on 2011 Series A Bonds and gain from the sale thereof is excludable from 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 2011 Series A Bonds.

Logo NJEFA

\$ _____
New Jersey Educational Facilities Authority
Revenue Refunding Bonds, Seton Hall University Issue
2011 Series A

Logo Seton Hall

Dated: Date of Delivery

Due: As shown on
inside cover page hereto

\$ _____ * New Jersey Educational Facilities Authority, Revenue Refunding Bonds, Seton Hall University Issue, 2011 Series A (the "2011 Series A Bonds") are issuable by the New Jersey Educational Facilities Authority (the "Authority") on behalf of The Board of Regents of Seton Hall University (the "University") only as fully registered bonds without coupons and, when issued, will be registered in the name of and held by Cede & Co., as registered owner and nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the 2011 Series A Bonds.

Purchases of the 2011 Series A Bonds will be made in book-entry only form in denominations of \$5,000 or any integral multiple thereof. Purchasers ("Beneficial Owners") will not receive certificates representing their interest in the 2011 Series A Bonds purchased. So long as Cede & Co. is the registered owner, as nominee of DTC, references herein to the registered owner shall mean Cede & Co. as aforesaid, and shall not mean the Beneficial Owners of the 2011 Series A Bonds. See "THE 2011 SERIES A BONDS - Book-Entry-Only System" herein. U.S. Bank National Association, Morristown, New Jersey shall act as Trustee (the "Trustee") for the 2011 Series A Bonds.

So long as DTC, or its nominee Cede & Co., is the registered owner, payments of principal, redemption premium, if any, and interest on the 2011 Series A Bonds will be made directly to Cede & Co. Disbursement of such payments to the Direct Participants is the responsibility of DTC, and disbursements of such payments to the Beneficial Owners is the responsibility of the Direct Participants, as more fully described herein.

The principal of the 2011 Series A Bonds is payable on July 1 in the years shown on the inside front cover hereof. The 2011 Series A Bonds will be dated and bear interest from the dated date, payable semi-annually thereafter on January 1 and July 1 in each year commencing January 1, 2012 until maturity or earlier redemption thereof at the rates set forth on the inside front cover hereof.

The 2011 Series A Bonds are subject to optional, extraordinary optional and mandatory sinking fund redemption, as described herein.

The 2011 Series E Bonds are being issued pursuant to the New Jersey Educational Facilities Authority Law (N.J.S.A. 18A:72A-1 et seq.), as amended and supplemented, a Resolution duly adopted by the Authority on April 26, 2011 (the "Resolution") and a Trust Indenture, dated as of June 1, 2011 (the "Indenture") by and between the Authority and the Trustee.

The 2011 Series A Bonds are being issued for the purpose of providing funds to finance certain costs of a project (the "Refunding Project") consisting of: (i) the current refunding of bonds issued by the Authority, including, but not limited to, all or a portion of the Authority's outstanding \$23,270,000 Seton Hall University Project Revenue Refunding Bonds, 1999 Series, \$5,180,000 Seton Hall University Project Revenue Bonds, 2001 Refunding Series A, \$5,275,000 Seton Hall University Project Revenue Bonds, 2001 Refunding Series B, and \$8,740,000 Seton Hall University Project Revenue Bonds, 2001 Series, Project G (collectively, the "Bonds to be Refunded") and (ii) the payment of costs of issuance of the 2011 Series A Bonds. See "PLAN OF REFUNDING" and "ESTIMATED SOURCES AND USES OF FUNDS" herein.

The Authority and the University will enter into a Loan Agreement, dated as of June 1, 2011 (the "Loan Agreement"), relating to the Plan of Refunding pursuant to which the University will agree, inter alia, to pay amounts sufficient to pay principal, redemption premium, if any and interest on the 2011 Series A Bonds. Payments to be made by the University under the Loan Agreement are a general obligation of the University, payable from any legally available funds of the University. See "SECURITY FOR THE 2011 SERIES A BONDS - The Loan Agreement" and "THE NOTE AND THE MORTGAGE" herein. The Loan Agreement shall be secured by a Mortgage and Security Agreement, by and among the University and the Authority, dated as of June 1, 2011 (the "Mortgage") and a Mortgage Note in the principal amount of the 2011 Series A Bonds. See "SECURITY FOR THE 2011 SERIES A BONDS - The Loan Agreement and THE NOTE AND THE MORTGAGE" herein. The Mortgage and the Note will be pledged as security for the benefit of the holders of the 2011 Series A Bonds, subject to certain reserved rights of the Authority.

THE 2011 SERIES A BONDS ARE SPECIAL AND LIMITED OBLIGATIONS OF THE AUTHORITY, AND ARE NOT A DEBT OR LIABILITY OF THE STATE OF NEW JERSEY OR OF ANY POLITICAL SUBDIVISION THEREOF, OTHER THAN THE AUTHORITY (TO THE LIMITED EXTENT SET FORTH IN THE INDENTURE), OR A PLEDGE OF THE FAITH AND CREDIT OR THE TAXING POWER OF THE STATE OF NEW JERSEY OR ANY POLITICAL SUBDIVISION THEREOF OTHER THAN THE AUTHORITY (TO THE LIMITED EXTENT SET FORTH IN THE INDENTURE). THE AUTHORITY HAS NO TAXING POWER.

THIS COVER PAGE, INCLUDING THE INSIDE COVER PAGE HERETO, CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. IT IS NOT INTENDED TO BE A SUMMARY OF ALL FACTORS RELATING TO AN INVESTMENT IN THE 2011 SERIES A BONDS. INVESTORS ARE ADVISED TO READ THIS OFFICIAL STATEMENT IN ITS ENTIRETY BEFORE MAKING AN INVESTMENT DECISION.

The 2011 Series A Bonds are offered when, as and if issued by the Authority and accepted by the Underwriters, subject to prior sale or withdrawal or modification of the offer without notice, and subject to receipt of an approving legal opinion of GluckWalrath LLP, Trenton, New Jersey, Bond Counsel. Certain legal matters will be passed upon for the University by Connell Foley LLP, Roseland, New Jersey and for the Underwriters by their counsel, Wolff & Samson PC, West Orange, New Jersey. The 2011 Series A Bonds are expected to be available for delivery through the facilities of DTC in New York, New York, on or about June ____, 2011.

* Preliminary, subject to change.

§ _____
NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
Revenue Refunding Bonds, Seton Hall University Issue
2011 Series A

BOND PURCHASE AGREEMENT

May __, 2011

New Jersey Educational Facilities Authority
103 College Road East
Princeton, New Jersey 08540-6612

Seton Hall University
400 South Orange Avenue
South Orange, New Jersey 07079

Dear Ladies and Gentlemen:

J.P. Morgan Securities Inc. (the "Representative"), as representative acting for and on behalf of itself and the underwriters named in the list attached hereto and incorporated herein by this reference as Schedule I (the Representative and the underwriters are referred to collectively as the "Underwriters"), hereby offers to enter into this Bond Purchase Agreement (the "Bond Purchase Agreement") with you, the New Jersey Educational Facilities Authority (the "Authority") which, upon your acceptance of this offer and upon execution hereof on behalf of The Board of Regents of Seton Hall University (the "University"), will be binding upon the Authority, the University and the Underwriters. Capitalized terms not otherwise defined herein shall have the same meanings assigned to such terms in the Official Statement hereinafter referred to.

This offer is made subject to your acceptance on or before 8:00 P.M., prevailing Eastern time, on the date hereof.

1. Purchase and Sale of 2011 Series A Bonds.

Upon the terms and conditions and upon the basis of the representations, warranties and covenants herein, the Underwriters hereby agree to purchase from the Authority, and the Authority hereby agrees to sell to the Underwriters, \$_____ aggregate principal amount of the Authority's Revenue Refunding Bonds, Seton Hall University Issue, 2011 Series A (the "2011 Series A Bonds") at the rates and in the amounts as attached hereto as Exhibit A, to be issued under and pursuant to a resolution duly adopted by the Authority on April 26, 2011 (the "Resolution"), and a Trust Indenture, dated as of June 1, 2011 (the "Trust Indenture or the "Indenture"), by and between the Authority and U.S. Bank National Association, Morristown, New Jersey (the "Trustee"). The 2011 Series A Bonds are being purchased at a purchase price equal to \$_____ (representing

2nd Draft (4/22/11)

TRUST INDENTURE

By and Between

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY

and

U.S. BANK NATIONAL ASSOCIATION,
as trustee

Dated as of June 1, 2011

\$ _____

New Jersey Educational Facilities Authority Revenue Refunding Bonds,
Seton Hall University Issue,
2011 Series A

2nd Draft (4/22/11)

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY

AND

SETON HALL UNIVERSITY

LOAN AGREEMENT

Dated as of June-1, 2011

**relating to
New Jersey Educational Facilities Authority
Revenue Refunding Bonds, Seton Hall University Issue,
2011 Series A.**

2nd Draft (4/22/11)

MORTGAGE AND SECURITY AGREEMENT

by and between

SETON HALL UNIVERSITY,

as Mortgagor

and

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY,

as Mortgagee

Dated as of June 1, 2011

New Jersey Educational Facilities Authority
Revenue Refunding Bonds, Seton Hall University Issue, 2011 Series A

Prepared by, record and return to:

James G. Fearon, Esq.
GluckWalrath LLP.
428 River View Plaza
Trenton, New Jersey 08611

2nd Draft (4/22/11)

CONTINUING DISCLOSURE AGREEMENT

by and between

SETON HALL UNIVERSITY

and

U.S. BANK NATIONAL ASSOCIATION

Dated as of June 1, 2011

**Entered into with respect to the
New Jersey Educational Facilities Authority
\$ _____ Revenue Refunding Bonds, Seton Hall University Issue,
2011 Series A**

THE STATE OF NEW JERSEY IS NOT OBLIGATED TO PAY, AND NEITHER THE FAITH AND CREDIT NOR TAXING POWER OF THE STATE OF NEW JERSEY IS PLEDGED TO THE PAYMENT OF, THE PRINCIPAL OR PREMIUM, IF ANY, OF OR INTEREST ON THIS BOND. THIS BOND IS A SPECIAL AND LIMITED OBLIGATION OF THE AUTHORITY, PAYABLE SOLELY OUT OF RECEIPTS, FUNDS OR MONEYS OF THE AUTHORITY PLEDGED UNDER THE TRUST INDENTURE AND FROM ANY AMOUNTS OTHERWISE AVAILABLE UNDER THE TRUST INDENTURE FOR THE PAYMENT OF THE BONDS. 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

\$ _____

R-1

**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY,
REVENUE REFUNDING BONDS, SETON HALL UNIVERSITY ISSUE,
2011-SERIES A**

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Dated Date</u>	<u>CUSIP</u>
___%	July 1, 20__	June __, 2011	_____

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: _____ Dollars

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY, a body politic and corporate and a public instrumentality of the State of New Jersey (herein called the "Authority"), for value received, promises to pay, but solely from the sources hereinafter referred to, to the Registered Owner specified above, or registered assigns, the Principal Amount specified above on the Maturity Date specified above, except as the provisions hereinafter set forth with respect to redemption prior to maturity may become applicable hereto, and in like manner to pay interest on the portion of said Principal Amount from time to time Outstanding at the interest rate per annum determined as described herein and in the Trust Indenture hereinafter referred to from the Dated Date specified above or from the most recent Interest Payment Date to which interest has been paid or duly provided for, payable on each Interest Payment Date as described in the Trust Indenture, dated as of June 1, 2011 (the "Trust Indenture"), by and between the Authority and U.S. Bank National Association, Morristown, New Jersey, as Trustee (the "Trustee"), until said Principal Amount is paid. Capitalized terms used herein and not otherwise defined have the meaning given to such terms in the Trust Indenture.

2011 SERIES A MORTGAGE NOTE

\$ _____

Dated as of: June 1, 2011

FOR VALUE RECEIVED, SETON HALL UNIVERSITY, 400 South Orange Avenue, South Orange, New Jersey 07079 (hereinafter referred to as the "Maker"), covenants and promises to pay to the NEW JERSEY EDUCATIONAL FACILITIES 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 created under and pursuant to the New Jersey Educational Facilities Authority Law, being Chapter 72A of Title 18A of the New Jersey Statutes as enacted by Chapter 271 of the Laws of 1967, as amended and supplemented, having its principal office at 103 College Road East, Princeton, New Jersey 08540-6612 (hereinafter referred to as the "Payee"), upon its order, the principal sum of _____ Dollars (\$ _____) or so much thereof as may hereafter be advanced by the Payee to the Maker and as represents the principal amount of bonds (excluding bonds or notes funded or refunded by subsequent issues of bonds or notes) issued or to be issued by the Payee for the purpose of obtaining funds with which it will make the loan to the Maker under the terms of the Loan Agreement of even date herewith, a first lien Mortgage from the Maker to the Payee, on a portion of the real property that the Maker owns at 400 South Orange Avenue, South Orange, New Jersey (the "Mortgage"), secures this Mortgage Note and to pay the Payee's financing expenses.

Said Mortgage is intended to be recorded in the Essex County Clerk's Office on or before the date of the making of the loan evidenced by this Mortgage Note.

The Maker further covenants and promises to pay the principal sum due hereunder at such times and in such amounts as shall be required by the Payee to pay the principal and interest on the aforesaid bonds issued by the Payee, as such principal and interest become due and payable, whether at maturity, upon redemption or otherwise and in accordance with the schedules therefore to be furnished to the Maker by the Payee, but only to the extent of the principal amount due hereunder, and to pay interest on the principal sum due hereunder at the same rate or rates of interest and in the same amount or amounts as the Payee is required to pay on the bonds issued by the Payee, as such interest becomes due and payable whether at maturity, upon redemption or otherwise and in accordance with the schedules therefore to be furnished to the Maker by the Payee, but only to the extent that interest on said bonds so issued by the Payee has not been paid or provided for by the Payee from the proceeds of said bonds. The foregoing provisions of this Mortgage Note with respect to the time of payment of the sums due and payable by the Maker to the Payee shall be subject in all respects to the requirements of the Loan Agreement and the Mortgage collateral to this Mortgage Note providing for the establishment of a special account (sometimes called herein and therein, the "Project Mortgage Fund") by the Maker and the payment into the same of certain sums due and payable under this

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY AUTHORIZING ENTRY INTO AN AGREEMENT FOR
PROVISION OF SOLAR ENERGY SERVICES AT THE RICHARD
STOCKTON COLLEGE OF NEW JERSEY**

April 26, 2011

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority") is a public body corporate and politic of the State of New Jersey pursuant to the New Jersey Educational Facilities Authority Law (being Chapter 72A of Title 18A of the New Jersey Statutes, as amended and supplemented), N.J.S.A. 18A:72A-1 et seq. (the "Act"); and

WHEREAS, as authorized pursuant to the Act, the Authority assisted The Richard Stockton College of New Jersey (the "College") in financing and refinancing the construction of various housing facilities and parking in the area referred to herein as the North Residential Complex through the issuance of various bonds including the Authority's outstanding Revenue Bonds, The Richard Stockton College of New Jersey Issues, Series 1988 A, Series 2005 F, Series 2006 F, Series 2007 G and Series 2008 A (collectively, the "Authority Bonds"); and

WHEREAS, as security for repayment by the College of the Authority Bonds, the Authority has title to certain parcels of the North Residential Complex and leases the North Residential Complex to the College pursuant to Lease and Agreements by and between the Authority and the College dated as of April 1, 1988, October 1, 2005, September 1, 2006, December 1, 2007 and August 1, 2008 (collectively, the "Leases"); and

WHEREAS, the College wishes to provide electricity for the North Residential Complex through solar power pursuant to a Power Purchase Agreement pursuant to which energy services will be provided by Soltage Stockton, LLC (the "Provider"); and

WHEREAS, in order to provide such energy services it is necessary for the Provider to construct and install solar power facilities and related equipment (the "Plant") in and on the North Residential Complex; and

WHEREAS, the College has requested the Authority, as owner and lessor of the North Residential Complex to consent to and enter into the Power Purchase Agreement and to grant the Provider right to enter the North Residential Complex for the purpose of constructing, installing, operating, maintaining, repairing and replacing, from time to time, the Plant by consenting to entry by the College into a Sub-Lease and Access Agreement (the "Sub-Lease") with the Provider during the term of the Power Purchase Agreement; and

WHEREAS, the College has advised the Authority that utilization of solar energy pursuant to the Power Purchase Agreement is expected to result in a reduction of operating costs for the College; and

WHEREAS, the Authority has determined that it is advisable to enter into the Power Purchase Agreement and to consent to the Sub-Lease to grant the Provider the right of access and to enter the North Residential Complex in order to construct, install, operate and maintain the Plant.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY, AS FOLLOWS:

Section 1. Approval of Power Purchase Agreement and Sub-Lease.

The Authority hereby approves the Power Purchase Agreement and the Sub-Lease substantially in the respective forms available to the Members of the Authority at this meeting and hereby authorizes and directs the Chair, Vice Chair, Executive Director, Deputy Executive Director, Director of Risk Management, Secretary or any Assistant Secretary of the Authority (each an "Authorized Officer") to execute and deliver the Power Purchase Agreement and to acknowledge and consent to the Sub-Lease with such changes as shall be approved by an Authorized Officer with the advice of bond counsel, if necessary, and the Attorney General of the State, such execution and delivery to be deemed conclusive evidence of the approval thereof.

Section 2. Prior Actions Ratified; All Other Necessary Action Authorized.

Any and all prior actions taken by the Authority in connection with the entry into the Power Purchase Agreement and the Sub-Lease by the Authority are hereby ratified and confirmed. The Authorized Officers, are each hereby authorized and directed to undertake any and all actions necessary to effect execution, delivery and performance of the Power Purchase Agreement and the Sub-Lease and to execute and deliver any other consents, agreements, documents, certificates, directions, amendments and notices as may be necessary, advisable, or appropriate to effect action and the taking of any such action, and the execution and delivery of each such consent, agreement, documents, certificates, directions and notices shall be conclusive evidence of the approval thereof by the Authorized Officer taking such action and of its necessity, advisability or appropriateness.

Section 3. Effective Date.

This Resolution shall take effect in accordance with the provisions of the N.J.S.A. 18A:72A-4(i).

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

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Joshua Hodes
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Steven D. Weinstein (represented by Glenn Lang)

NAY: None

ABSTAIN: None

ABSENT: None

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

American Recovery and Reinvestment Act (ARRA)

The New Jersey State Energy Program – The New Jersey Board of Public Utilities

Grant Assigned to The Richard Stockton College of New Jersey (RSC)

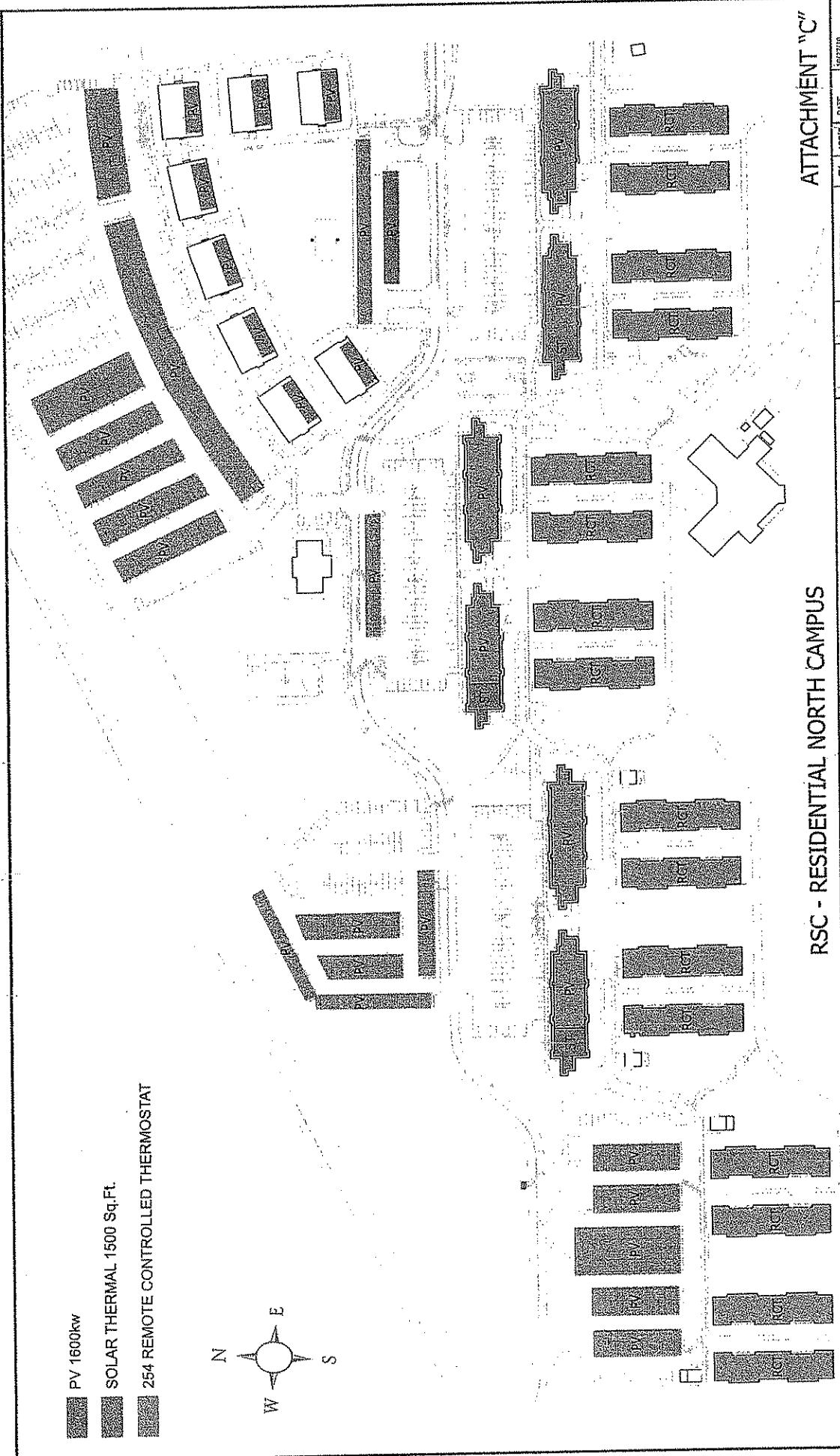
Solar Photovoltaic, Solar Thermal and Demand Side Management at Stockton's North Residential Complex (Housing 1, 4 and 5)

Project Description: Stockton was awarded a grant of \$3,464,599. Of this, \$3,191,000 will be paid to a competitively selected energy services provider working under the provisions of a Power Purchase Agreement and Lease (to both of which NJ EFA is a party) and a Construction Services Contract (between RSC and the provider). Stockton agrees to buy all the generated electricity at a fixed rate for fifteen years. In addition to building, owning and operating the solar array, the provider will complete two smaller projects (solar thermal hot water heating and installation of remote controlled thermostats) which will become the property and responsibility of the College after being commissioned. The provider will own the photovoltaic Solar Renewable Energy Credits (S-RECs). The College will enter into interconnection and net metering agreements with the local utility (Atlantic City Electric).

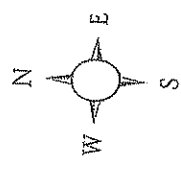
Project elements with estimated annual savings:

Solar photovoltaic arrays, 1600 KW minimum-	2,000,000 KWH	\$255,000
(LED lighting up-grade, parking lots	35,650 KWH	\$4,545)
Solar thermal hot water heating	10,287 therms	\$14,916
Remote HVAC controls	98,125 KWH	\$12,511

Stockton's experience: In 2009, 1,175 KW of solar generating capacity was installed pursuant to a Power Purchase Agreement. (Lighting in the Multi Purpose Recreation Center basketball arena was also retrofitted for increased energy efficiency at no cost to the College.) The College buys all the electricity generated, which covers a substantial portion of that used at Housing 2 & 3 and the MPRC.)



- PV 1600kw
- SOLAR THERMAL 1500 Sq.Ft.
- 254 REMOTE CONTROLLED THERMOSTAT



ATTACHMENT "C"

RSC - RESIDENTIAL NORTH CAMPUS

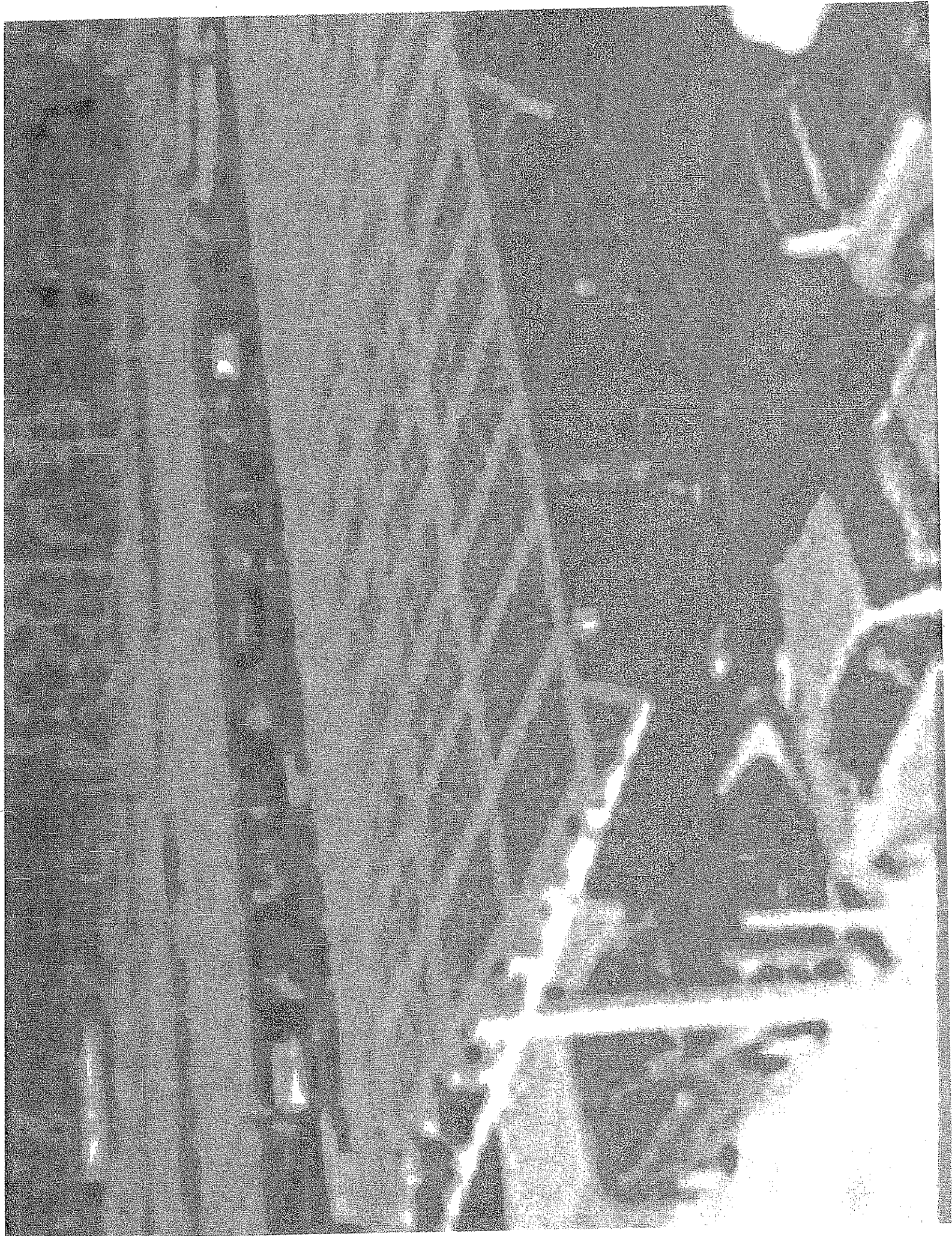
**PROPOSED LOCATION FOR ARRA GRANT
SOLAR THERMAL, DEMAND SIDE MANAGEMENT &
PHOTOVOLTAIC INSTALLATION**

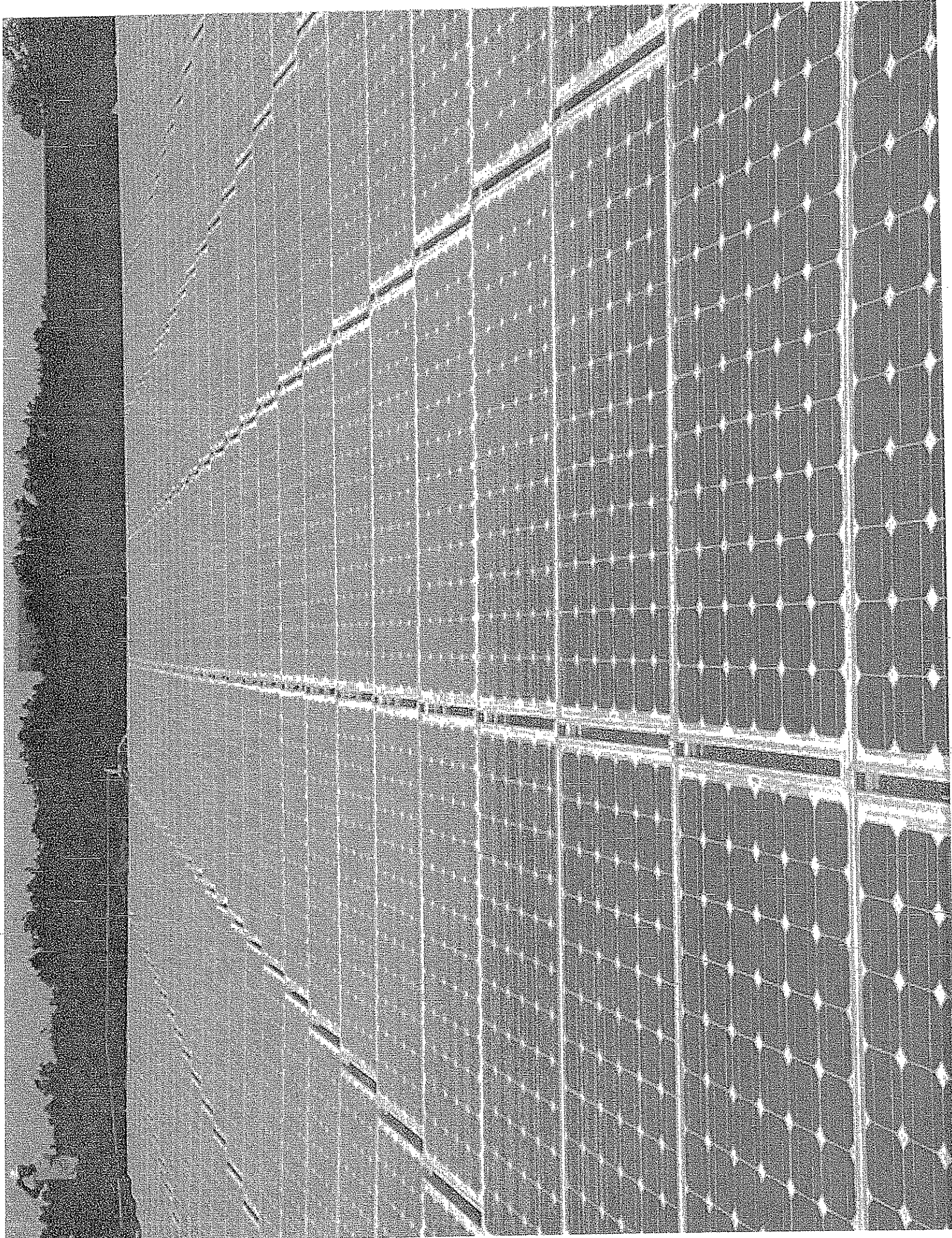
REV. DATE	REV. NO.	DESCRIPTION	BY	APPROVED	DATE	SCALE	NOTE
1/22/10	1	Document Title Change	RAH				
1/25/10	2	Document Title Change	RAH				

FACILITIES AND PLANT OPERATIONS
THE RICHARD STOCKTON COLLEGE OF NEW JERSEY
"Support and services, built on innovation"
 NEW JERSEY'S
GREEN COLLEGE PO BOX 483
 POMONA, NEW JERSEY 08240
 PHONE:609.692.4281 FAX:609.746.6236

This map shows the proposed construction to be supported by the ARRA grant assigned to Stockton College by the NJ Board of Public Utilities in October of 2010.

The blue areas are parking lot sections and roof tops where solar photovoltaic panels will be installed. The green areas are roof top solar thermal installations. Each pair of buildings has a common hot water system, so all the residents of Housing 5 (our newest residential complex) will be served by solar hot water supplemented by the existing gas hot water heaters. The red areas are Housing 1, the College's oldest apartments (250 units). They will be retrofitted with remote controlled thermostats to allow demand management when the units are unoccupied.





SUB-LEASE AND ACCESS AGREEMENT

THIS SUB-LEASE AND ACCESS AGREEMENT (this "Sub-Lease"); made this ____ day of April, 2011 (the "Effective Date") by and between [SOLTAGE STOCKTON, LLC, a Delaware limited liability company,] with offices located c/o Soltage, LLC, 66 York Street, 5th Floor, Jersey City, NJ 07302) (the "Provider"), and THE RICHARD STOCKTON COLLEGE OF NEW JERSEY with offices at Jimmie Leeds Road, Pomona, New Jersey 08240 ("Customer") (collectively referred to as the "Parties").

BACKGROUND

A. The Parties and the New Jersey Educational Facilities Authority ("NJEFA") entered into a Power Purchase Agreement ("Agreement") as of April ____, 2011.

B. Under the terms of the Agreement, Provider will sell and Customer will purchase Electricity and related goods and services in accordance with the terms of the Agreement.

C. Under the terms of the Agreement, Provider will construct a Plant (as such term is defined in the Agreement) from which Provider will produce Electricity in designated areas of the Customer's North Residential Complex.

D. NJEFA assisted Customer in financing the construction of various housing facilities and parking in the area referred to herein as the North Residential Complex through the issuance of various bonds including the outstanding NJEFA's Revenue Bonds, The Richard Stockton College of New Jersey Issues, Series 1988 A, Series 2005 F, Series 2006 F, Series 2007 G and Series 2008 A (collectively, the "NJEFA Bonds"); and

E. As security for repayment by Customer of the NJEFA Bonds, the NJEFA owns title to certain parcels of the North Residential Complex and leases the North Residential Complex to Customer pursuant to various Lease and Agreements by and between the NJEFA and the Customer dated as of April 1, 1988, October 1, 2005, September 1, 2006, December 1, 2007 and August 1, 2008 (collectively, the "Lease"); and

F. Customer has the right to enter, occupy and use the North Residential Complex pursuant to the Lease; and

G. The Customer and the NJEFA may enter into additional leases of the North Residential Complex in connection with the issuance of additional bonds or the refinancing of the NJEFA Bonds (the "Additional Leases").

H. Provider shall construct the Plant on properties and facilities owned by NJEFA which are leased by NJEFA to Customer pursuant to the Lease and will need access to those properties and facilities in order to perform its duties and obligations under the Agreement.

POWER PURCHASE AGREEMENT

This POWER PURCHASE AGREEMENT ("Agreement") is entered into on this ____ day of April, 2011 (the "Effective Date") by and between [SOLTAGE STOCKTON, LLC, a Delaware limited liability company.] ("Provider") and The Richard Stockton College of New Jersey ("Customer" or "COLLEGE") and the New Jersey Educational Facilities Authority ("NJEDA"), hereinafter collectively referred to as "the Parties".

WHEREAS, Provider designs, supplies, installs, finances, owns, operates and maintains renewable energy systems;

WHEREAS, Customer is a consumer of electricity and desires to acquire solar energy conversion services (Services) from Provider in accordance with the terms and conditions of this Agreement;

WHEREAS, the Parties hereto desire to enter into an agreement pursuant to which Provider will sell and Customer will purchase electricity and related goods and services in accordance with the terms and conditions of this Agreement;

WHEREAS, the NJEDA has assisted the Customer in financing and refinancing the construction of Housing 1, Housing 4 and Housing 5 and associated parking areas (collectively known as "The North Residential Complex") on which the Plant (as defined herein) shall be situated through the issuance of various bond issues, including NJEDA's Revenue Bonds, The Richard Stockton College of New Jersey Issues, Series 1988 A, Series 2005 F, Series 2006 F, Series 2007 G and Series 2008 A (collectively, the "NJEDA Bonds");

WHEREAS, as security for repayment by Customer of the NJEDA Bonds, the NJEDA owns title to The North Residential Complex and leases The North Residential Complex to Customer pursuant to various Lease and Agreements dated as of April 1, 1988, October 1, 2005, September 1, 2006, December 1, 2007 and August 1, 2008 (collectively, the "Lease");

WHEREAS, Customer has the right to enter, occupy and use The North Residential Complex pursuant to the Lease; and

WHEREAS, the Customer and the NJEDA may enter into additional leases of The North Residential Complex in connection with the issuance of additional bonds or the refinancing of the NJEDA Bonds (the "Additional Leases").

NOW, THEREFORE, for and in consideration of the mutual covenants and conditions referenced and exchanged herein, the sufficiency and receipt of which are hereby acknowledged, the Parties hereto, intending to be legally bound hereby, covenant and agrees as follows:

Definitions. As used herein, the following terms shall have the following specified meanings:

RESOLUTION AUTHORIZING THE AMENDMENT AND RESTATEMENT OF A REVENUE BOND, DREW UNIVERSITY ISSUE, 2008 SERIES I, IN THE ORIGINAL PRINCIPAL AMOUNT NOT TO EXCEED \$40,000,000 OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY AND AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF AN AMENDED AND RESTATED BOND AND RELATED INSTRUMENTS AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH.

ADOPTED: APRIL 26, 2011

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority") is a body corporate and politic with corporate succession, constituting a political subdivision of the State of New Jersey (the "State"), created and established by the New Jersey Educational Facilities Authority Law, being Chapter 72A of Title 18A of the New Jersey Statutes as enacted by Chapter 271 of the Laws of 1967, as amended and supplemented (the "Act"); and

WHEREAS, Drew University (the "University") is a nonprofit corporation organized under the laws of the State; and

WHEREAS, the Act provides that the Authority shall have the power to borrow money and issue its bonds and to provide for the rights of the holders of its bonds; and

WHEREAS, in order to finance certain capital improvements to the Borrower's campus facilities in the municipality of Madison, County of Morris, in the State (the "Project") and to pay certain costs of issuance in connection with the Original Bond (hereinafter defined), the Authority, in furtherance of the purposes of the Act, issued its Revenue Bond, Drew University Issue, 2008 Series I, in a principal amount not to exceed \$40,000,000 (the "Original Bond") and secured the Bond by a pledge of moneys to be received by the Authority and the assignment of certain rights of the Authority with respect to the Project, which pledge and assignment further secure the payment of the principal of and interest on the Original Bond; and

WHEREAS, the Authority applied the proceeds of the Original Bond to make a loan to the University to assist in the financing of the Project in accordance with the Bond Agreement by and among the Authority, TD Bank, N.A. (the "Purchaser") and the University dated June 26, 2008 (the "Bond Agreement") providing, in part, for payments by the University sufficient to meet installments of interest and principal on the Original Bond; and

WHEREAS, the Purchaser is the holder of the Original Bond; and

WHEREAS, the Borrower and the Purchaser have agreed to amend the interest rate applicable to certain advances of principal of the Original Bond from (a) 74% of the sum of 30 day LIBOR plus .85% to (b) 69% of the sum of 30 day LIBOR plus 1.75%, plus .45%, and to make certain other changes associated therewith.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUTHORITY AS FOLLOWS:

Section 1. The Original Bond of the Authority is hereby authorized to be amended and restated to provide for a change in the interest rate thereon, as aforesaid and as more fully set forth in a form of the amended and restated Bond presented to the members of the Authority herewith in substantially final form (the "Amended Bond"). Such form of Amended Bond is hereby approved.

Section 2. The Amended Bond shall be executed in the name of the Authority by the manual or facsimile signature of its Chair, Vice Chair, Executive Director or Deputy Executive Director (the "Authorized Officers") and its official common seal (or a facsimile thereof) shall be thereunto affixed, imprinted, engraved or otherwise reproduced and attested by the manual or facsimile signature of its Secretary, any Assistant Secretary, Executive Director or Deputy Executive Director (provided the same has not executed such Bond).

Section 3. The Authorized Officers are hereby designated to be the authorized representatives of the Authority, charged by this resolution with the responsibility for executing the Amended Bond, and each of them is hereby authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary or proper for carrying out this resolution and the amendment and restatement of the Original Bond.

Section 4. In case any one or more of the provisions of this resolution, the Bond Agreement or the Amended Bond issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this resolution or the Bond Agreement and the Amended Bond shall be construed and enforced as if such illegal or invalid provision had not been contained therein.

Section 5. All prior resolutions of the Authority or portions thereof inconsistent herewith are hereby repealed.

Section 6. This resolution shall take effect in accordance with the Act.

_____ Mr. Hutchinson _____ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by _____ Dr. Lang _____ and upon roll call the following members voted:

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Joshua Hodes
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Steven D. Weinstein (represented by Glenn Lang)

NAY: None

ABSTAIN: None

ABSENT: None

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

UNITED STATES OF AMERICA
STATE OF NEW JERSEY
NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
REVENUE BOND, DREW UNIVERSITY ISSUE,
2008 SERIES I

Up to \$40,000,000

DATED DATE: June 26, 2008

ORIGINAL INTEREST RATE: 74% of the sum of 30-day LIBOR
(as determined herein) plus 0.85%

AMENDED INTEREST RATE: 69% of the sum of 30-day LIBOR
plus 1.75%, plus 0.45%

MATURITY DATE: As determined in accordance with Schedule A

The NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY (the "Authority"), a public body corporate and politic constituting an instrumentality of the State of New Jersey (the "State"), acknowledges itself indebted and for value received, hereby promises to pay in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts, to TD BANK, N.A. (the "Purchaser"), the principal sum of up to Forty Million and 00/100 Dollars (\$40,000,000.00) as follows:

The principal amount outstanding hereunder shall be equal to the principal payments of the purchase price of this Bond as described in Section 3.4 of the Bond Agreement dated the Dated Date (the "Agreement") by and among the Authority, the Purchaser and Drew University (the "University") that have not been repaid. Principal hereunder shall be payable in accordance with Schedule A attached hereto, with the final payment of principal, plus accrued interest, payable on the Maturity Date.

Interest on the principal of this Bond outstanding from the Dated Date to June 25, 2011 shall accrue at the Original Interest Rate. Interest on principal payments of the purchase price of this Bond made from June 25, 2011 and thereafter in accordance with Section 3.4 of the Agreement shall accrue at the Amended Interest Rate. Interest shall be payable quarterly commencing on September 1, 2008 and on the first day of each December, March, June and September thereafter.

The term "Interest Period" means each one month period commencing on the first day of each month and ending on the last day of each month, provided that the first Interest Period shall be from the Dated Date to August 1, 2008. The term "LIBOR" shall mean, as applicable to any Interest Period, the rate per annum as determined on the basis of the offered rates for deposits in U.S. dollars, for a period of time comparable to any such Interest Period, which appears on Telerate Page 3750 as of 11:00 a.m. London time on the day that is two (2) London Banking Days preceding the first day of such Interest Period; provided, however, if the rate described

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
AUTHORIZING SIGNING OF BOND DOCUMENTS**

Adopted: April 26, 2011

WHEREAS: The New Jersey Educational Facilities Authority (the "Authority") was created pursuant to the New Jersey Educational Facilities Authority Law, P.L. 1967, c. 271, N.J.S.A. 18A:72A-1 et seq., as amended and supplemented (the "Act") and authorized to issue its obligations to provide a means for New Jersey public and private colleges and universities to obtain financing to construct educational facilities as defined in the Act; and

WHEREAS: In connection with issuing and selling bonds of the Authority, it is necessary for certain officers and staff of the Authority to sign documents relating to the bonds; and

WHEREAS: In resolutions authorizing the issuance of such bonds, the Members of the Authority authorize and direct the Chair, Vice-Chair, Secretary, Executive Director, Deputy Executive Director, Director of Project Management and the Assistant Secretaries of the Authority (the "Designated Authorized Officers") to execute and deliver necessary and appropriate bond documents; and

WHEREAS: The positions of Director of Project Management and Deputy Executive Director are currently vacant; and

WHEREAS: In the absence of a Director of Project Management and Deputy Executive Director, it is possible that the other Designated Authorized Officers may be required to recuse themselves or otherwise be unavailable to execute and deliver necessary documents in connection with the issuance and sale of bonds; and

WHEREAS: The staff of the Authority recommends that the Authority's Project Manager, Jennifer Soyka, be authorized to execute and deliver documents in situations where the other Designated Authorized Officers are unable or unavailable to do so; and

WHEREAS: The Members of the Authority have determined that it is necessary, advisable and appropriate to authorize Jennifer Soyka to execute and deliver documents under such circumstances;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY AS FOLLOWS:

SECTION 1. The Authority's Project Manager, Jennifer Soyka, is hereby authorized to execute and delivery bond documents including the bonds in connection with the sale and issuance of bonds as if she were expressly included in the list of Designated Authorized Officers in the resolution authorizing the sale and issuance of the applicable series of bonds in the event that other Designated Authorized Officers must recuse themselves or are unavailable to execute and deliver such documents.

SECTION 2. This Resolution shall take effect in accordance with the Act and shall remain in effect until the position of Director of Project Management or the position of Deputy Executive Director is filled.

SECTION 3. This Resolution shall take effect in accordance with the Act.

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

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Joshua Hodes
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Steven D. Weinstein (represented by Glenn Lang)

NAY: None

ABSTAIN: None

ABSENT: None

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

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
APPROVING THE APPOINTMENT OF A FINANCIAL PRINTER**

Adopted: April 26, 2011

- WHEREAS:** The New Jersey Educational Facilities Authority (the "Authority") was created pursuant to the New Jersey Educational Facilities Authority Law, P.L. 1967, c. 271, N.J.S.A. 18A:72A-1 et seq., as amended and supplemented (the "Act") and is authorized to issue its obligations to provide a means for New Jersey public and private colleges and universities to obtain financing to construct educational facilities as defined in the Act; and
- WHEREAS:** The policies and procedures of the Authority with regard to the selection of professionals are governed, inter alia, by Executive Order No. 26 (Whitman) ("EO 26") which took effect on January 1, 1995 and which supersedes Executive Orders No. 79 and 92 and Executive Order No. 37 (Corzine) ("EO 37") which took effect on November 25, 2006; and
- WHEREAS:** The Authority previously retained ImageMaster, Inc. ("ImageMaster") to provide financial printing services; and
- WHEREAS:** The Authority's contract with ImageMaster for such services has expired; and
- WHEREAS:** The staff of the Authority distributed a Request for Proposals for Financial Printing services dated March 14, 2011 (the "RFP") to seventeen (17) firms and posted the RFP on the Authority's and the State of New Jersey's websites; and
- WHEREAS:** The Authority received responses from nine (9) firms (the "Responses"); and
- WHEREAS:** The Authority formed an Evaluation Committee consisting of the Authority's Executive Director, Project Manager and Project / Communications Assistant in accordance with Paragraph 13 of EO 37; and
- WHEREAS:** The Evaluation Committee reviewed the Responses on the basis of factors outlined in EO 26 and EO 37, including qualifications and experience, expertise, price, references and geographic location; and
- WHEREAS:** The responsive firms and their respective scores and fees are as follows:

<u>Firm</u>	<u>Score</u>	<u>Fee*</u>
Wold Financial Printing	99	\$1,500
Munideals	90	\$1,500
McElwee & Quinn, LLC	71	\$1,980
Pitney Bowes	58	\$1,358
Universal Printing Company	30	\$2,160
ImageMaster, Inc.	29	\$2,100
Command Financial Press	14	\$3,386
Servco	14	\$3,625
Bowne & Co.	12	\$6,636

* Fee based on scenario requested in RFP of 200 Preliminary Official Statements at 100 pages per book and 200 Official Statements at 100 pages per book, including charges for electronic distribution and perfect bound.

WHEREAS: The Evaluation Committee recommends the appointment of Wold Financial Printing for a period of two (2) years commencing on the effective date of this Resolution, unless terminated earlier in the sole discretion of the Authority; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY THAT:

SECTION 1. The Authority hereby authorizes the engagement of Wold Financial Printing to serve as the Authority's Financial Printer for a period of two (2) years commencing on the effective date of this Resolution subject to the terms and conditions set forth in this Resolution, the RFP and the Firm's Response, unless terminated earlier in the sole discretion of the Authority.

SECTION 2. The Authority hereby authorizes the Executive Director or the Director of Project Management to take and do any and all acts and things as may be necessary or desirable in connection with the engagement of Wold Financial Printing as the Financial Printer of the Authority.

SECTION 3. This Resolution shall take effect in accordance with the Act.

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

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Joshua Hodes
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Steven D. Weinstein (represented by Glenn Lang)

NAY: None

ABSTAIN: None

ABSENT: None

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



103 COLLEGE ROAD EAST • PRINCETON, NEW JERSEY 08540
 PHONE 609-987-0880 • FAX 609-987-0850 • jpoole@njefa.com

JIM POOLE
 Executive Director

Date: April 26, 2011
 To: Members of the Authority
 Re: Appointment of Arbitrage Compliance RFP Results

On March 11, 2011 Authority staff circulated an RFP to each of the thirty-three Arbitrage Compliance firms listed in *The Bond Buyer's Municipal Marketplace Directory 2010* and posted the RFP on the websites of the Authority and the State of New Jersey. On March 28, 2011, seven proposals were received as follows:

Firm	Report Fee	
	First Year/Subsequent Year	
Hawkins, Delafield & Wood	\$1,250/\$1,250*	
Onmicap/Nixon Peabody	\$1,500/\$1,250	
BLX Group	\$1,600/\$1,400*	
PFM	\$1,750/\$1,750*	
Avant	\$2,500/\$2,500	
Arbitrage Compliance Specialists	Nonresponsive	
Ehlers	Nonresponsive	

*Indicates that additional charges may be applied for issue complexities.

Of the five responses, the first three listed above offered similar pricing and quality. Staff recommends using all three firms. It is anticipated that Hawkins, Delafield & Wood and BLX Group continue preparing reports for issues previously calculated by those firms. The benefits to this are that continuity in preparation of reports is preferred in the event of an IRS audit, the firm does not have to provide permission to a successor firm to receive prior reports and the firm has already obtained all pertinent information and documentation related to the issue both from the trustee and from the Authority.

**APPOINTMENT OF ARBITRAGE COMPLIANCE FIRMS
APRIL 26, 2011**

- WHEREAS:** The New Jersey Educational Facilities Authority (the "Authority") was created pursuant to the New Jersey Educational Facilities Authority Law, P.L. 1967, c. 271, N.J.S.A. 18A:72A-1 et seq., as amended and supplemented (the "Act") and authorized to issue its obligations to provide a means for New Jersey public and private colleges and universities to obtain financing to construct educational facilities as defined in the Act; and
- WHEREAS:** The policies and procedures of the Authority with regard to the selection of professionals are governed, inter alia, by Executive Order No. 26 (Whitman 1994) ("EO 26") which took effect on January 1, 1995 and which supersedes Executive Orders No. 79 and 92 and Executive Order No. 37 (Corzine 2006) ("EO 37") which took effect on November 25, 2006; and
- WHEREAS:** The Authority determined that it should retain the services of one or more arbitrage compliance servicers during the two-year period beginning July 1, 2011 and ending June 30, 2013; and
- WHEREAS:** The staff of the Authority distributed the Request for Proposals for Arbitrage Compliance Services dated March 11, 2011 (the "RFP") to each of the thirty-three Arbitrage Compliance firms listed in *The Bond Buyer's Municipal Marketplace Directory 2010* and posted the RFP on the web sites of the Authority and the State of New Jersey; and
- WHEREAS:** The Authority formed an Evaluation Committee consisting of the Authority's Controller and Senior Accountant; and
- WHEREAS:** The Authority received proposals from seven firms, two of which were non-responsive and five of which were responsive to the RFP (the "Responses"); and
- WHEREAS:** The Evaluation Committee reviewed the Responses and evaluated the Responses based on the factors outlined in EO 37 including qualifications and experience, expertise, price, quality of reports and the proposed approach to the services described in the RFP and references; and
- WHEREAS:** On the basis of the factors outlined in EO 37, the Evaluation Committee determined, in accordance with EO 37, that it would be in the best interests of the Authority to select Hawkins, Delafield & Wood, Omnicap/Nixon Peabody and BLX Group (the "Firms") to provide arbitrage compliance services;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY THAT:

SECTION 1. The Authority hereby authorizes the engagement of the Firms to provide arbitrage compliance services subject to the terms and conditions set forth in this Resolution, for a term of two years with the option to extend for one additional periods of one year in the sole discretion of the Authority's Members.

SECTION 2. The Authority hereby authorizes the Executive Director or the Controller and any of such officers designated as "acting" or "interim" to take and do any and all acts and things as may be necessary or desirable in connection with engagement of the Firms to provide arbitrage compliance services to the to the Authority.

SECTION 3. This Resolution shall take effect in accordance with the Act.

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

AYE: Ridgeley Hutchinson
Joshua Hodes
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Steven D. Weinstein (represented by Glenn Lang)

NAY: None

ABSTAIN: Roger B. Jacobs (by recusal)

ABSENT: None

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

**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
2011 BUDGET VARIANCE ANALYSIS
FOR THREE MONTHS ENDED MARCH 31, 2011**

Executive Summary

The NJEFA concluded the first three months of 2011 with net operating income in the amount of \$58,661, based on revenues of \$859,473 and expenses of \$800,812. As a result, net operating income is higher than budgeted by \$44,605. This difference is a result of less than budgeted expenses in the amount of \$107,029 partially offset by less than expected revenues in the amount of \$62,424.

Revenues

Revenues were below budget for the first three months of the year due to lower than expected Initial Fee Income.

Expenses

Operating expenditures for the first three months of the year were favorable as compared to budget by \$107,029. Most of the line items display positive deviations and are primarily the result of timing.

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
ACTUAL vs. BUDGET REPORT
MARCH 2011.

	Month Ended March 31, 2011			Three Months Ended March 31, 2011		
	<u>Actual</u>	<u>Budget</u>	<u>Variance</u>	<u>Actual</u>	<u>Budget</u>	<u>Variance</u>
<u>Operating Revenues</u>						
Annual Administrative Fees	\$279,924	\$279,924	\$ -	\$ 839,772	\$ 839,772	\$ -
Initial Fees	-	26,250.	(26,250)	15,000	78,750	(63,750)
Investment Income	<u>1,089</u>	<u>1,125</u>	<u>(36)</u>	<u>4,701</u>	<u>3,375</u>	<u>1,326</u>
	<u>\$ 281,013</u>	<u>\$ 307,299.</u>	<u>\$ (26,286)</u>	<u>\$ 859,473</u>	<u>\$ 921,897</u>	<u>\$ (62,424)</u>
<u>Operating Expenses</u>						
Salaries	\$ 93,884	\$ 112,464	\$ 18,580	\$ 302,554	\$ 335,032	\$ 32,478
Employee Benefits	179,869	182,660	2,791	242,550	250,586	8,036
Provision for Post Ret. Health Benefits	12,500	12,500		37,500	37,500	-
Office of The Governor	1,500	1,500	-	4,500	4,500	-
Office of The Attorney General	4,667	4,667	-	14,001	14,001	-
Sponsored Programs	-	1,250	1,250	-	3,750	3,750
Telephone	1,668	2,208	540	3,297	6,624	3,327
Gasoline & Auto Maintenance	72	1,555	1,483	646	3,510	2,864
Rent	18,185	19,667	1,482	54,553	59,001	4,448
Utilities	1,687	1,792	105	5,060	5,376	316
Postage	427	527	100	566	1,254	688
Office Supplies & Expenses	1,170	3,864	2,694	5,733	8,228	2,495
Travel & Official Receptions	308	2,209	1,901	1,343	4,618	3,275
Staff Training & Tuition Reimbursement	395	2,345	1,950	395	4,890	4,495
Insurance	2,873	2,873	-	6,882	8,619	1,737
Annual Report & Newsletters	-	2,417	2,417	2,430	7,251	4,821
Public Relations	-	750	750	-	2,250	2,250
Professional Services	51,776	80,313	28,537	68,432	98,100	29,668
Dues & Subscriptions	17,309	13,667	(3,642)	26,068	20,751	(5,317)
Data Processing	3,500	4,000	500	7,000	8,000	1,000
Maintenance of Equipment	2,313	3,667	1,354	4,303	11,001	6,698
Depreciation	4,333	4,333	-	12,999	12,999	-
Contingency	-	-	-	-	-	-
	<u>\$ 398,436</u>	<u>\$ 461,228</u>	<u>\$ 62,792</u>	<u>\$ 800,812</u>	<u>\$ 907,841</u>	<u>\$ 107,029</u>
Net Operating Income	<u>\$ (117,423)</u>	<u>\$ (153,929)</u>	<u>\$ 36,506</u>	<u>\$ 58,661</u>	<u>\$ 14,056</u>	<u>\$ 44,605</u>

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY

**2011 SERIES B SERIES RESOLUTION
ADOPTED MAY 24, 2011**

AUTHORIZING THE ISSUANCE OF NOT TO EXCEED

**\$275,000,000
NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
PRINCETON UNIVERSITY REVENUE BONDS, 2011 SERIES B**

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2011 SERIES B SERIES RESOLUTION

A SERIES RESOLUTION AUTHORIZING THE ISSUANCE OF NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY PRINCETON UNIVERSITY REVENUE BONDS, 2011 SERIES B

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority"), by its Princeton University Revenue Bond Resolution, duly adopted on February 16, 1999, as amended and supplemented (the "Resolution"), has authorized the issuance of bonds, from time to time, in one or more series, for the purpose of providing funds for a loan to The Trustees of Princeton University (the "University");

WHEREAS, the Resolution provides that the bonds of the Authority shall be authorized and issued pursuant to a series resolution or series resolutions;

WHEREAS, the Authority has, at the request of the University, determined that it is necessary and in keeping with its authorized purposes to issue a series of bonds to be designated "New Jersey Educational Facilities Authority Princeton University Revenue Bonds, 2011 Series B" for the purpose of financing: (i) in whole or in part, the costs of the acquisition, construction, renovation and installation of certain capital assets to be located at the University's main campus in Princeton, New Jersey, at its Forrestal Campus in Plainsboro, New Jersey, or at its administrative building at 701 Carnegie Center in West Windsor, New Jersey consisting of (a) the renovation and repair of various University buildings and other facilities, including utility systems, roads, grounds and parking, (b) the purchase of capital equipment for academic departments and administrative and supporting units, and (c) the construction of academic, administrative and/or student related capital facilities (collectively, "Facility Y" or the "2011 Project"); and (ii) the payment of certain costs incidental to the sale and issuance of the 2011 Series B Bonds, including deposits to certain funds created under the Resolution and this 2011 Series B Series Resolution;

WHEREAS, the Authority deems it necessary and in keeping with its purposes to issue the 2011 Series B Bonds herein authorized for the purposes of (i) paying the costs of the 2011 Project, and (ii) paying certain costs incidental to the sale and issuance of the 2011 Series B Bonds, including deposits to certain funds created under the Resolution and this 2011 Series B Series Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY AS FOLLOWS:

ARTICLE I

DEFINITIONS AND AUTHORITY

Section 1.01. Definitions. As used in this 2011 Series B Series Resolution, unless a different meaning clearly appears from the context, all words and terms defined in Section 1.01 of the Resolution shall have the same meanings, respectively, in this 2011 Series B Series Resolution and in the 2011 Series B Bonds authorized hereby as are given to such words and terms by Section 1.01 of the Resolution. In addition, as used in the Resolution and in this 2011 Series B Series Resolution, unless a different meaning clearly appears from the context, the following words and terms shall mean:

“Agreement” or “Loan Agreement” means the Loan Agreement dated as of July 1, 2011 (or such other dated date as may be determined based on the date of issuance of the 2011 Series B Bonds), by and between the Authority and the University relating to the 2011 Project;

“Annual Administrative Fee” means the annual fee for the general administrative services of the Authority in an amount equal to the lesser of (i) 1/10 of 1% of the Outstanding principal amount of the 2011 Series B Bonds or (ii) \$50,000;

“Applicable Series Resolution” means this 2011 Series B Series Resolution and, unless a different meaning clearly appears from the context, other series resolutions authorizing Additional Parity Bonds;

“Arbitrage Certificate” means the Arbitrage Certificate, including the exhibits thereto, dated the date of issuance and delivery of the 2011 Series B Bonds, furnished by the Authority and based upon the Representation Letter;

“Authorized Officer” means the Chair, Vice Chair, Treasurer, Assistant Treasurer, Executive Director, Deputy Executive Director, Director of Project Management, Project Manager, Secretary, or any Assistant Secretary of the Authority and when used with reference to any act or document also means any other person authorized by resolution of the Authority to perform such act or execute such document, and shall also include any of such officers designated as “acting” or “interim”;

“Certificate of Determination” means a certificate of any Authorized Officer making certain findings and determinations as authorized and/or delegated pursuant to the terms of this 2011 Series B Series Resolution.

“Construction Fund” means the fund created and established by this 2011 Series B Series Resolution;

“Continuing Disclosure Agreement” means the Continuing Disclosure Agreement dated as of July 1, 2011 (or such other dated date as may be determined based on the date of issuance of the 2011 Series B Bonds) by and between the University and The Bank of New York Mellon, as Dissemination Agent, as the same may from time to time be amended or supplemented;

“Costs of Issuance” means, as applicable, any costs relating to the issuance or the carrying of the 2011 Series B Bonds payable from the proceeds thereof, including, but not limited to, (i) underwriters’ discount (whether realized directly or derived through the purchase of the 2011 Series B Bonds at a discount below the price at which they are expected to be sold to the public); (ii) counsel fees (including bond counsel, issuer’s counsel, University counsel, trustee’s counsel and any other specialized counsel fees incurred in connection with the borrowing); (iii) financial advisor fees incurred in connection with the borrowing; (iv) rating agency fees; (v) trustee fees incurred in connection with the borrowing; (vi) paying agent and certifying and authenticating agent fees related to the issuance of the 2011 Series B Bonds; (vii) accountant fees related to the issuance of the 2011 Series B Bonds; (viii) printing costs (of the 2011 Series B Bonds and of preliminary and final offering materials); (ix) fees of any securities depository; (x) costs incurred in connection with the required public approval process (e.g., publication costs for public notices in connection with the issuance of the 2011 Series B Bonds, including, without limitation, the notice of sale and the notice of public hearing); and (xi) Authority fees;

“DTC” means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York, in its capacity as securities depository for the 2011 Series B Bonds;

“Letter of Instructions” means the letter of instructions attached to the Arbitrage Certificate as Exhibit A provided by McCarter & English, LLP on the date of issuance and delivery of the 2011 Series B Bonds, as such letter may be amended from time to time, as a source of guidance for compliance with the Internal Revenue Code of 1986, as amended;

“2011 Series B Bonds” means the bonds designated “New Jersey Educational Facilities Authority Princeton University Revenue Bonds, 2011 Series B”, to be issued pursuant to the Resolution and this 2011 Series B Series Resolution to finance the costs associated with the 2011 Project and certain costs incidental to the issuance and sale of the 2011 Series B Bonds, including deposits to certain funds created under the Resolution and this 2011 Series B Series Resolution; and in the event the such bonds are issued in two sub-series pursuant to the terms of this 2011 Series B Series Resolution, “2011 Series B Bonds” as used herein shall refer to such two sub-series of bonds collectively;

“2011 Series B Series Resolution” means this resolution authorizing the issuance of the 2011 Series B Bonds;

“Official Notice of Sale” means the Official Notice of Sale for the 2011 Series B Bonds distributed by the Authority;

“Outstanding Parity Bonds” means the Authority’s Princeton University Revenue Bonds, 1999 Series A, 2003 Series D, 2003 Series E, 2004 Series D, 2005 Series A, 2005 Series B, 2006 Series D, 2006 Series E, 2007 Series E, 2007 Series F, 2008 Series J, 2008 Series K and 2010 Series B, previously or concurrently issued pursuant to the Resolution and the Applicable Series Resolution;

“Participating Underwriter” shall have the meaning ascribed thereto in the seventh recital to the Continuing Disclosure Agreement;

“Representation Letter” means the letter, dated the date of issuance of the 2011 Series B Bonds; provided by the University to the Authority and McCarter & English, LLP with respect to, among other things, the nature, use and costs of the 2011 Project for purposes of rendering their opinion with respect to the federal income tax treatment of interest on the 2011 Series B Bonds; and

“Sinking Fund Installment” means the amount of money sufficient to redeem the 2011 Series B Bonds in the amounts, at the times and in the manner set forth in Section 2.05(b) hereof.

Words importing persons include firms, associations and corporations, and words importing the singular number include the plural number and vice versa.

Section 1.02. Authority for this 2011 Series B Series Resolution. This 2011 Series B Series Resolution is adopted pursuant to and in accordance with the provisions of the Act and Article II and Article VIII of the Resolution.

ARTICLE II

AUTHORIZATION AND DETAILS OF 2011 PROJECT AND 2011 SERIES B BONDS

Section 2.01. Project Authorizations. Any Authorized Officer is hereby authorized to execute and seal all documents necessary to enable the Authority to finance the 2011 Project.

Section 2.02. 2011 Series B Bonds Authorized. The Authority hereby authorizes the issuance of the 2011 Series B Bonds for the purpose of making a loan to the University to pay the costs of the 2011 Project and to provide for the payment of certain Costs of Issuance and the deposit to certain funds created under the Resolution and this 2011 Series B Series Resolution. The 2011 Series B Bonds may be issued in one series or two sub-series of bonds pursuant to the terms of Section 2.18 hereof.

Section 2.03. Dates and Maturities. The 2011 Series B Bonds shall be initially dated, shall mature in such principal amounts and on such dates, shall bear interest payable on such dates, shall be subject to such terms, conditions and provisions as an Authorized Officer shall approve prior to their issuance with the advice of the Authority's Bond Counsel, McCarter & English, LLP ("Bond Counsel") and the Attorney General of the State of New Jersey (the "State") (such approval to be conclusively evidenced by such Authorized Officer's execution thereof), provided that (i) the aggregate principal amount of the 2011 Series B Bonds, whether issued in one series or two separate sub-series, shall not exceed \$275,000,000; (ii) the 2011 Series B Bonds shall mature not later than July 1, 2046; (iii) the "true" interest cost on the 2011 Series B Bonds shall not exceed 6.00% per annum; and (iv) Bond Counsel delivers an opinion that interest on the 2011 Series B Bonds is not includable in gross income for federal income tax purposes in connection with the issuance of the 2011 Series B Bonds. If, after issuance thereof, as shown by the records of the Trustee, interest on the 2011 Series B Bonds shall be in default, registered 2011 Series B Bonds issued in lieu of 2011 Series B Bonds surrendered for transfer or exchange may be dated as of the date to which interest has been paid in full on the 2011 Series B Bonds surrendered. The 2011 Series B Bonds shall bear interest from the most recent interest payment date next preceding the date of such registered 2011 Series B Bond to which interest has been paid, unless the date of such registered 2011 Series B Bond is an interest payment date, in which case interest shall be payable from such date, or unless the date of such registered 2011 Series B Bond is prior to the first interest payment date of the registered 2011 Series B Bond, in which case interest shall be payable from the initial dated date or unless the date of such 2011 Series B Bond is between a record date and the next succeeding interest payment date, in which case from such interest payment date, payable on such dates and at such rate or rates per annum as shall hereafter be determined by an Authorized Officer upon the sale thereof. Any Authorized Officer also is authorized to accept terms and conditions relating to the 2011 Series B Bonds required as a condition to issuance thereof as such Authorized Officer deems necessary and appropriate with the advice of Bond Counsel and the Attorney General of the State. Any such terms and conditions modifying the terms of this 2011 Series B Series Resolution shall be set forth in a Certificate of Determination delivered by an Authorized Officer.

Section 2.04. Denominations, Numbers and Letters. The 2011 Series B Bonds shall be issuable in fully registered form in denominations of \$5,000 each or any integral multiple thereof. Unless the Authority shall otherwise direct, each maturity of the 2011 Series B Bonds

shall be numbered separately from one-upwards preceded by the letter R and a letter or letters designating the year of maturity. In the event that the 2011 Series B Bonds are issued in two sub-series, each maturity of each sub-series of the 2011 Series B Bonds shall be numbered separately from one upwards preceded by the letter R and a letter or letters designating the year of maturity.

At the direction of an Authorized Officer, "CUSIP" identification numbers will be imprinted on the 2011 Series B Bonds, but such numbers shall not constitute a part of the contract evidenced by the 2011 Series B Bonds, and any error or omission with respect thereto shall not constitute cause for refusal of any purchaser to accept delivery of and pay for the 2011 Series B Bonds. In addition, failure on the part of the Authority to use such CUSIP numbers in any notice to holders of the 2011 Series B Bonds shall not constitute an event of default or any similar violation of the Authority's contract with such holders.

Section 2.05. Redemption of 2011 Series B Bonds. (a) *Optional Redemption.* (i) The 2011 Series B Bonds, or a sub-series thereof, as the case may be, shall be subject to redemption prior to maturity at the option of the Authority upon the consent of the University or by operation of the Redemption Fund, as a whole or in part at any time (if less than all of the 2011 Series B Bonds Outstanding of any maturity shall be called for redemption, such 2011 Series B Bonds to be so redeemed shall be selected by the Trustee by lot or in any customary manner of selection as determined by the Trustee), on the dates and at the redemption price (expressed as a percentage of the principal amount to be redeemed), plus interest accrued to the redemption date, as set forth in the Certificate of Determination; provided, however, that any such redemption price shall not exceed 103%.

(ii) Redemption of any of the 2011 Series B Bonds shall otherwise be effected in accordance with Article III of the Resolution.

(b) *Mandatory Sinking Fund Redemption.* At the option of the successful bidder for the 2011 Series B Bonds, consecutively maturing serial 2011 Series B Bonds bearing the same interest rate may be converted to term 2011 Series B Bonds maturing in the final year of such particular consecutive series. Such term 2011 Series B Bonds shall be subject to mandatory redemption by lot, prior to maturity, at a redemption price equal to 100% of the principal amount to be redeemed, plus interest accrued to the redemption date, from moneys deposited in the Sinking Fund Account established for the 2011 Series B Bonds within the Debt Service Fund established under this 2011 Series B Series Resolution. The principal amount of the 2011 Series B Bonds otherwise required to be redeemed may be reduced by the principal amount of such 2011 Series B Bonds theretofore delivered to the Trustee by the Authority in lieu of cash payments under the Agreement or purchased by the Trustee out of moneys in the Sinking Fund Account in the Debt Service Fund established under this 2011 Series B Series Resolution that have not theretofore been applied as a credit against any Sinking Fund Installment.

Section 2.06. Notice of Redemption. When 2011 Series B Bonds are to be redeemed as provided herein, the Trustee shall give notice of such redemption by mailing a copy of such notice as provided in the Resolution, and such mailing shall be a condition precedent to such redemption. Failure of any holder of any 2011 Series B Bonds to receive such notice or any

defect therein shall not affect the validity of the proceedings for the redemption of 2011 Series B Bonds.

Section 2.07. Appointment of Trustee, Bond Registrar and Paying Agent. The Trustee, Bond Registrar and Paying Agent for the 2011 Series B Bonds shall be The Bank of New York Mellon, Woodland Park, New Jersey. Such appointment shall be evidenced by a certificate signed by an Authorized Officer and filed in the office of the Authority and delivered to the Trustee.

Section 2.08. Additional Duties of Trustee. The Trustee shall perform such other duties imposed upon it by this 2011 Series B Series Resolution or any assignments to the Trustee of the Agreement. The Authority may assign the Agreement to the Trustee, and the Trustee may hold such document, for the benefit of the holders of the 2011 Series B Bonds, the Outstanding Parity Bonds and any Additional Parity Bonds.

Section 2.09. Places of Payment and Paying Agents. The principal or Redemption Price of the 2011 Series B Bonds shall be payable upon surrender at the principal corporate trust office of the Trustee. Interest on the 2011 Series B Bonds will be paid by check mailed by the Trustee to the holders thereof at their addresses as they appear on the registration books of the Authority, except that in the case of such holder of \$1,000,000 or more in aggregate principal amount of 2011 Series B Bonds, upon the written request of such holder to the Trustee, specifying the account or accounts to which such payment shall be made, payment of interest shall be made by wire transfer of immediately available funds. Any such request shall remain in effect until revoked or revised by such holder by an instrument in writing delivered to the Trustee. However, so long as the 2011 Series B Bonds are held in book-entry form pursuant to Section 2.13 hereof, the provisions of Section 2.13 shall govern the payment of the principal or Redemption Price of and interest on the 2011 Series B Bonds. For purposes of this Section 2.09, interest is payable to the holder thereof who is such holder at the close of business on the record date for such interest, which shall be the fifteenth (15th) day (whether or not a business day) of the calendar month next preceding an interest payment date.

Section 2.10. Authentication. The 2011 Series B Bonds shall bear thereon a certificate of authentication, in substantially the form set forth in Section 2.14 hereof, manually executed by the Trustee or by any authenticating agent of the Trustee approved by the Authority. Only such 2011 Series B Bonds as shall bear thereon such certificate of authentication shall be entitled to any right or benefit under the Resolution, and no 2011 Series B Bonds shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by the Trustee or by any authenticating agent of the Trustee approved by the Authority. Such certificate of the Trustee shall be conclusive evidence that the 2011 Series B Bond so authenticated has been duly authenticated and delivered under the Resolution and that the holder thereof is entitled to the benefits of the Resolution and this 2011 Series B Series Resolution.

Section 2.11. Transfer of 2011 Series B Bonds. Each 2011 Series B Bond shall be transferable only upon the books of the Authority, which shall be kept for that purpose at the principal corporate trust office of the Trustee, as Bond Registrar, by the holder thereof in person or by his attorney duly authorized in writing, upon surrender thereof together with a written instrument of transfer satisfactory to the Trustee duly executed by the holder or his duly

authorized attorney and the payment of a charge sufficient to reimburse the Authority or the Trustee for any tax, fee or other governmental charge required to be paid with respect to such transfer. Upon the transfer of any 2011 Series B Bond, the Authority shall issue in the name of the transferee a new 2011 Series B Bond or Bonds, in the same aggregate principal amount and maturity as the surrendered 2011 Series B Bond or Bonds.

Section 2.12. Regulations with Respect to Transfers. In all cases in which the privilege of transferring 2011 Series B Bonds is exercised, the Authority shall execute and the Trustee shall authenticate and deliver 2011 Series B Bonds in accordance with the provisions of the Resolution and this 2011 Series B Series Resolution. All 2011 Series B Bonds surrendered in any such transfer shall forthwith be canceled by the Trustee. Neither the Authority nor the Trustee shall be obliged to make any such transfer of 2011 Series B Bonds during (a) the period between the fifteenth (15th) day (whether or not a business day) of the calendar month next preceding an interest payment date on the 2011 Series B Bonds and said interest payment date, (b) the period between the forty-fifth (45th) day (whether or not a business day) next preceding the date of selection of 2011 Series B Bonds to be redeemed and said date of selection, or (c) the period between the date of selection of 2011 Series B Bonds to be redeemed and the mailing of any notice of redemption.

Section 2.13. Book-Entry Bonds. (i) Except as provided in subsection (iii) of this Section 2.13, the registered owner of all of the 2011 Series B Bonds shall be DTC, and the 2011 Series B Bonds shall be registered in the name of Cede & Co., as nominee for DTC. Payment of semiannual interest for any 2011 Series B Bond registered as of each record date in the name of Cede & Co. shall be made by wire transfer of same day funds to the account of Cede & Co. on the interest payment date for the 2011 Series B Bonds at the address indicated on the record date for Cede & Co. in the registration books of the Authority kept by the Trustee.

(ii) The 2011 Series B Bonds shall be initially issued in the form of separate, single, authenticated, fully-registered bonds in the amount of each separate stated maturity of the 2011 Series B Bonds. Upon initial issuance, the ownership of such 2011 Series B Bonds shall be registered in the registration books of the Authority kept by the Trustee in the name of Cede & Co., as nominee for DTC. The Trustee and the Authority may treat DTC (or its nominee) as the sole and exclusive owner of the 2011 Series B Bonds registered in its name for the purposes of payment of the principal or Redemption Price of or interest on the 2011 Series B Bonds, selecting the 2011 Series B Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Bondholders under the Resolution, registering the transfer of 2011 Series B Bonds, obtaining any consent or other action to be taken by Bondholders and for all other purposes whatsoever; and neither the Trustee nor the Authority shall be affected by any notice to the contrary. Neither the Trustee nor the Authority shall have any responsibility or obligation to any DTC participant, any person claiming a beneficial ownership interest in the 2011 Series B Bonds under or through DTC or any DTC participant, or any other person who is not shown on the registration books of the Trustee as being a Bondholder with respect to the accuracy of any records maintained by DTC or any DTC participant; the payment by DTC or any DTC participant of any amount in respect of the principal or Redemption Price of or interest on the 2011 Series B Bonds; any notice that is permitted or required to be given to Bondholders under the Resolution; the selection by DTC or any DTC participant of any person to receive payment in the event of a partial redemption of the 2011 Series B Bonds; or any consent given or

other action taken by DTC as Bondholder. The Paying Agent shall pay all principal of and redemption premium, if any, and interest on the 2011 Series B Bonds only to or "upon the order of" (as that term is used in the Uniform Commercial Code as adopted in the State of New Jersey) Cede & Co., as nominee for DTC, and all such payments shall be valid and effective to satisfy fully and discharge the Authority's obligations with respect to the principal of and redemption premium, if any, and interest on the 2011 Series B Bonds to the extent of the sum or sums so paid. 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 & Co., and subject to the provisions herein with respect to record dates, the words "Cede & Co." in this 2011 Series B Series Resolution shall refer to such new nominee of DTC.

(iii) In the event the Authority determines that it is in the best interest of the beneficial owners of the 2011 Series B Bonds that they be able to obtain definitive 2011 Series B Bonds, the Authority may notify DTC and the Trustee, whereupon DTC will notify DTC participants, of the availability through DTC of definitive 2011 Series B Bonds. In such event, the Authority shall issue and the Trustee shall transfer and exchange definitive 2011 Series B Bonds as requested by DTC and any other Bondholders in appropriate amounts. DTC may determine to discontinue providing its services with respect to the 2011 Series B Bonds at any time by giving reasonable notice to the Authority and the Trustee and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is no successor securities depository), the Authority and the Trustee shall be obligated to deliver definitive 2011 Series B Bonds as described in the Resolution and this 2011 Series B Series Resolution. In the event definitive 2011 Series B Bonds are issued, the provisions of the Resolution shall apply to, among other things, the transfer and exchange of such definitive 2011 Series B Bonds. Whenever DTC requests the Authority and the Trustee to do so, the Authority and the Trustee will cooperate with DTC in taking appropriate action after reasonable notice (a) to make available one or more separate definitive 2011 Series B Bonds to any DTC participant having 2011 Series B Bonds credited to its DTC account or (b) to arrange for another securities depository to maintain custody of definitive 2011 Series B Bonds.

(iv) Notwithstanding any other provision of the Resolution or this 2011 Series B Series Resolution to the contrary, so long as any 2011 Series B Bond is registered in the name of Cede & Co., as nominee for DTC, all payments with respect to the principal of and redemption premium, if any, and interest on such 2011 Series B Bond and all notices with respect to such 2011 Series B Bond shall be made and given to Cede & Co., as nominee for DTC.

(v) In connection with any notice or other communication to be provided to Bondholders pursuant to the 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.

Section 2.14. Form of 2011 Series B Bonds. Subject to the provisions of the Resolution and this 2011 Series B Series Resolution, the form of the 2011 Series B Bonds and the certificate of authentication thereon shall be of substantially the following form and tenor

(bracketed language denotes certain sub-series specific language to be included in the form of the 2011 Series B Bond in the event the 2011 Series B Bonds are issued in two separate sub-series):

(Form of 2011 Series B Bond)

UNITED STATES OF AMERICA

STATE OF NEW JERSEY

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
PRINCETON UNIVERSITY REVENUE BOND
2011 SERIES B[-1/2]

Interest Rate	Maturity Date	Dated Date	CUSIP
_____%	July 1, ____	[July] __, 2011	_____

REGISTERED OWNER: *****CEDE & CO.*****

PRINCIPAL SUM:

The NEW JERSEY EDUCATIONAL FACILITIES 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 (hereinafter called the "Authority"), acknowledges itself indebted and for value received hereby promises to pay to the Registered Owner named above, or its 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 stated above and 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, in which case from [July] __, 2011, or unless the date of authentication hereof is between a record date for such interest, which shall be the fifteenth (15th) 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 initially on [January] 1, 2012 and semiannually thereafter on the first day of July and January of each year. Payment of the interest on this Bond shall be paid by check 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 Bond Registrar hereinafter mentioned, at the close of business on the record date for such interest, which shall be the fifteenth (15th) day (whether or not a business day) of the calendar month next preceding such interest payment date, except that in the case of such registered owner of \$1,000,000 or more in aggregate principal amount of 2011 Series B Bonds, upon the written request of such registered owner to the Trustee, specifying the account or accounts to which such payment shall be made, payment of interest shall be made by wire transfer of immediately available funds to such registered owner. Any such request shall remain in effect until revoked or revised by such holder by an instrument in writing delivered to the Trustee. However, so long as the 2011 Series

B[-1/2] Bonds (as hereinafter defined) are held in book-entry form pursuant to the Resolution (as hereinafter defined), the provisions of the Resolution governing such book-entry form shall govern repayment of the principal of and redemption premium, if any, and interest on the 2011 Series B[-1/2] Bonds. 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" and "Bond Registrar").

This Bond is one of a duly authorized issue of bonds of the Authority designated "New Jersey Educational Facilities Authority Princeton University Revenue Bonds, 2011 Series B[-1/2]" (hereinafter called the "2011 Series B[-1/2] Bonds"), which has been duly issued by the Authority under and pursuant to the laws of the State of New Jersey, particularly the New Jersey Educational Facilities Authority Law (being Chapter 72A of Title 18A, Education Law, of the New Jersey Statutes, as amended and supplemented) (hereinafter called the "Act"), and pursuant to the Princeton University Revenue Bond Resolution, adopted by the Authority on February 16, 1999 (the "General Resolution"), as amended and supplemented, and the 2011 Series B Series Resolution, adopted by the Authority on May 24, 2011 (such resolutions being sometimes hereinafter collectively called the "Resolution"). [The 2011 Series B[-1/2] Bonds are being issued simultaneously with the Authority's New Jersey Educational Facilities Authority Princeton University Revenue Bonds, 2011 Series B[-1/2]" (hereinafter called the "2011 Series B[-1/2] Bonds", and collectively with the 2011 Series B[-1/2], the "2011 Series B Bonds").] 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 Revenues (as defined in the Resolution) equally and ratably with the Outstanding Parity Bonds, all other 2011 Series B Bonds of this issue and any other Additional Bonds to be issued on a parity herewith as permitted by the Resolution. Revenues are defined in the Resolution to include all payments received by the Authority pursuant to loan agreements between the Authority and The Trustees of Princeton University (the "University") to finance any facility permitted by the Resolution or any Applicable Series Resolution. All capitalized terms used but not defined herein shall have the respective meanings assigned to such terms in the Resolution.

This Bond is one of a total authorized issue of \$ _____, all of like date and tenor except as to number, interest rate, maturity date, denomination and redemption provisions, issued to obtain funds to finance: (i) in whole or in part, the costs of the acquisition, construction, renovation and installation of certain capital assets to be located at the University's main campus in Princeton, New Jersey, at its Forrestal Campus in Plainsboro, New Jersey, or at its administrative building at 701 Carnegie Center in West Windsor, New Jersey consisting of (a) the renovation and repair of various University buildings and other facilities, including utility systems, roads, grounds and parking, (b) the purchase of capital equipment for academic departments and administrative and supporting units, and (c) the construction of academic, administrative and/or student related capital facilities; and (ii) the payment of certain costs incidental to the sale and issuance of the 2011 Series B Bonds, through a loan to the University and for other purposes provided by the Resolution, to which Resolution reference is hereby made for a description of the funds, revenues and charges pledged thereunder, the nature and extent of the security thereby created, and the rights, limitations of rights, obligations, duties and immunities of the Authority, the Trustee and the registered owners of the 2011 Series B Bonds. Certified copies of the Resolution are on file in the principal corporate trust office of the Trustee and in the office of the Authority.

As provided in the Resolution, Bonds of the Authority may be issued from time to time pursuant to one or more series resolutions in various principal amounts, may mature at different times, may bear interest at different rates and may otherwise vary as provided in the Resolution. The aggregate principal amount of Bonds that may be issued is not limited except as provided in the Resolution, and all Bonds issued and to be issued as permitted by the Resolution are and will be equally secured by the pledge and covenants made therein except as otherwise expressly provided or permitted in the Resolution.

The Resolution provides that Additional Parity Bonds may be issued thereunder to provide additional funds for certain purposes including to finance the costs of certain other facilities for the University and that refunding bonds may be issued to refund Outstanding Bonds under the Resolution. All Additional Parity Bonds and refunding bonds shall be issued pursuant to series resolutions and shall be secured by an equal charge and lien on, and shall be payable equally from, the Revenues. The 2011 Series B Bonds have been issued as provided in Section 2.05 of the General Resolution.

[The 2011 Series B[-1/2] Bonds maturing on or before July 1, 20__ are not subject to optional redemption prior to maturity. The 2011 Series B[-1/2] Bonds maturing on or after July 1, 20__ are subject to redemption prior to maturity on or after July 1, 20__ at the option of the Authority upon the consent of the University or by operation of the Redemption Fund, as a whole or in part at any time (if less than all of the 2011 Series B[-1/2] Bonds outstanding of any maturity shall be called for redemption, such 2011 Series B[-1/2] Bonds to be so redeemed shall be selected by the Trustee by lot or in any customary manner of selection as determined by the Trustee), at a redemption price equal to [100]% of the principal amount to be redeemed, plus interest accrued to the redemption date.]

[The 2011 Series B[-1/2] Bonds maturing on July 1, 20__ shall be retired by Sinking Fund Installments as hereinafter described, which shall be accumulated in the Sinking Fund Account, at a redemption price equal to 100% of the principal amount to be redeemed, plus interest accrued to the redemption date. The Sinking Fund Installments shall be sufficient to redeem the principal amount of the 2011 Series B[-1/2] Bonds on July 1 in each of the years and in the principal amounts as follows:

<u>Year</u>	<u>Principal Amount</u>
-------------	-------------------------

\$

*

*Final maturity.

The 2011 Series B[-1/2] Bonds maturing on July 1, 20__ shall be retired by Sinking Fund Installments as hereinafter described, which shall be accumulated in the Sinking Fund Account, at a redemption price equal to 100% of the principal amount to be redeemed, plus interest accrued to the redemption date. The Sinking Fund Installments shall be sufficient to redeem the principal amount of the 2011 Series B[-1/2] Bonds on July 1 in each of the years and in the principal amounts as follows:

Year Principal Amount

\$

*

*Final maturity.]

Redemption of any of the 2011 Series B[-1/2] Bonds shall otherwise be effected in accordance with the Resolution.

In the event this 2011 Series B[-1/2] Bond shall be called for redemption, notice of such redemption shall be mailed, postage prepaid, not less than thirty (30) days prior to the redemption date, to the registered owners of any 2011 Series B[-1/2] Bonds to be redeemed at their last address appearing on the registration books of the Authority kept by the Bond Registrar, and such mailing shall be a condition precedent to such redemption. Failure of any registered owner of any 2011 Series B[-1/2] Bond to receive such notice, or any defect therein, shall not affect the validity of the proceedings for the redemption of the 2011 Series B[-1/2] Bonds. Notice of redemption having been mailed as aforesaid, the 2011 Series B[-1/2] Bonds so called for redemption, on the date specified in such notice, shall become due and payable at the applicable Redemption Price herein provided, and from and after the date so fixed for redemption, interest on the 2011 Series B[-1/2] Bonds so called for redemption shall cease to accrue and be payable.

In case an event of default (as defined in the Resolution) shall occur, the principal of this 2011 Series B[-1/2] Bond may be declared due and payable in the manner and with the effect provided in the Resolution.

The 2011 Series B[-1/2] Bonds are special and limited obligations of the Authority payable from the Revenues, and neither the State of New Jersey nor any political subdivision thereof, other than the Authority, shall be obligated to pay the principal of or interest on the 2011 Series B[-1/2] Bonds except from the Revenues, and neither the faith and credit nor the taxing power of the State of New Jersey or any political subdivision thereof is pledged to the payment of the principal of or interest on the 2011 Series B[-1/2] Bonds. The Authority has no taxing power.

No recourse shall be had for the payment of the principal of or interest on this 2011 Series B[-1/2] Bond against any member, employee or other officer of the Authority or against any person executing this 2011 Series B[-1/2] Bond, all of such liability, if any, being hereby expressly waived and released by every registered owner of this 2011 Series B[-1/2] Bond by the acceptance hereof and as a part of the consideration hereof, as provided in the Resolution.

The Resolution contains provisions permitting the Authority, with the consent of the registered owners of not less than 66-2/3% in aggregate principal amount of the Outstanding Parity Bonds, the 2011 Series B Bonds and any Additional Parity Bonds outstanding, evidenced as provided in the Resolution, to adopt supplemental resolutions modifying any of the provisions of the Resolution, any supplemental resolution or the 2011 Series B Bonds or releasing the

Authority from any of the obligations, covenants, agreements, limitations, conditions or restrictions therein contained; provided, however, that no such supplemental resolution shall: (i) change any terms of redemption of the 2011 Series B[-1/2] Bonds or the due date of principal or interest on the 2011 Series B[-1/2] Bonds or make any reduction in the principal or Redemption Price of or interest on any 2011 Series B[-1/2] Bond, without the consent of the registered owner of each 2011 Series B[-1/2] Bond so affected; or (ii) reduce the aforesaid percentage of bonds the consent of the registered owners of which is required for any such supplemental resolution, without the consent of the registered owners of all of said bonds then outstanding.

The 2011 Series B Bonds are issuable in the form of fully registered bonds, without coupons, in denominations of \$5,000 each or any integral multiple thereof. This 2011 Series B Bond is transferable as provided in the Resolution, only upon the books of the Authority kept for that purpose at the above-mentioned office of the Bond Registrar, by the registered owner hereof in person or by his duly authorized attorney, upon surrender of this 2011 Series B Bond together with a written instrument of transfer satisfactory to the Bond Registrar duly executed by the registered owner or by his duly authorized attorney, and thereupon a new registered 2011 Series B Bond or Bonds in the same aggregate principal amount shall be issued to the transferee in exchange therefor as provided in the Resolution and upon payment of the charges therein prescribed. The Authority, the Bond Registrar and any paying agent may deem and treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or Redemption Price hereof and interest due hereon and for all other purposes.

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 of New Jersey and the Resolution to exist, to happen and to be performed precedent to and in the issuance of the 2011 Series B Bonds, of which this 2011 Series B Bond is a part, in order to make them the legal, valid and binding, special and limited 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 the issuance of the 2011 Series B Bonds, together with all other indebtedness of the Authority, does not exceed or violate any constitutional, statutory or other limitation relating to the amount of bonded indebtedness prescribed by law for the Authority.

This 2011 Series B[-1/2] Bond shall not be entitled to any benefit under the Resolution or be valid or become obligatory for any purpose until this 2011 Series B[-1/2] 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 Certificate of Authentication hereon.

IN WITNESS WHEREOF, New Jersey Educational Facilities Authority has caused this 2011 Series B[-1/2] Bond to be executed in its name by the manual or facsimile signature of its Chair, Vice Chair or Executive Director and its official common seal (or a facsimile thereof) to be hereunto affixed, imprinted, engraved or otherwise reproduced and attested by the manual or facsimile signature of its Secretary or an Assistant Secretary, all as of the Dated Date.

**NEW JERSEY EDUCATIONAL
FACILITIES AUTHORITY**

[SEAL]

By: _____
Executive Director

ATTEST:

Assistant Secretary

CERTIFICATE OF AUTHENTICATION

This 2011 Series B[-1/2] Bond is one of the 2011 Series B Bonds described in the within-mentioned Resolution.

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

**By: _____
Authorized Signatory**

Date of Authentication: _____

ASSIGNMENT

FOR VALUE RECEIVED, _____
hereby sells, assigns and transfers unto _____
the within 2011 Series B[-1/2] Bond issued by the New Jersey Educational Facilities Authority,
and all rights thereunder, hereby irrevocably appointing
_____ attorney to transfer said 2011 Series B[-1/2]
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 2011 Series B[-1/2] Bond in every particular, without alteration or any change whatsoever.

[End of Form of 2011 Series B Bond]

Section 2.15. Sale of 2011 Series B Bonds. The power to fix the date and place for the sale of all or any part of the 2011 Series B Bonds and other details relating thereto in such manner as he or she shall deem to be in the best interests of the Authority is hereby delegated to any Authorized Officer. A Certificate of Determination of an Authorized Officer awarding the 2011 Series B Bonds shall be final and conclusive as to the purchaser or purchasers thereof, the rates of interest per annum to be borne thereby, the purchase price thereof and any other terms and details relating to the sale and issuance of the 2011 Series B Bonds.

The preparation, publication and distribution of a Preliminary Official Statement and an Official Notice of Sale (in substantially the forms presented to the Authority at the time of adoption hereof, with such changes, omissions, insertions and revisions as any Authorized Officer shall deem necessary or advisable, with the advice of Bond Counsel and the Attorney General of the State) are hereby approved, ratified and confirmed, the preparation and distribution of a final Official Statement for the 2011 Series B Bonds (in substantially the form of the Preliminary Official Statement, with such changes, omissions, insertions and revisions as any Authorized Officer shall deem necessary or advisable, with the advice of Bond Counsel and the Attorney General of the State) are hereby approved, and any Authorized Officer is hereby authorized to sign and deliver to the purchaser or purchasers of the 2011 Series B Bonds the Official Statement in final form acceptable to such Authorized Officer. Any Authorized Officer is hereby authorized, with the advice of Bond Counsel and the Attorney General of the State, to deem the Preliminary Official Statement final within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended, and to provide written evidence relating thereto in form acceptable to Bond Counsel. Any Authorized Officer is hereby authorized and directed to deliver the 2011 Series B Bonds to the purchaser or purchasers 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 officer executing the same.

The 2011 Series B Bonds shall be executed in the name of the Authority by the manual or facsimile signature of its Chair, Vice Chair or Executive Director (or such other Authorized Officer authorized by resolution of the Authority to execute Authority bonds) and its official common seal (or a facsimile thereof) shall be thereunto affixed, imprinted, engraved or otherwise reproduced and attested by the manual or facsimile signature of its Secretary, any Assistant Secretary or any other Authorized Officer or in such other manner as may be permitted by law.

Section 2.16. Continuing Disclosure. Pursuant to Section 27 of the Agreement, the University has undertaken all responsibility for compliance with all continuing disclosure requirements, and the Authority shall have no liability to the holders of the 2011 Series B Bonds or any other person with respect to such disclosure matters. The Trustee shall comply with and carry out all of the obligations imposed on the Trustee under the Continuing Disclosure Agreement and Section 27 of the Agreement. The form of the Continuing Disclosure Agreement presented at this meeting (a copy of which shall be filed with the records of the Authority) is hereby approved. Notwithstanding any other provision of the Resolution and this 2011 Series B Series Resolution, failure of the University to comply with the Continuing Disclosure Agreement shall not be considered an "event of default" under Section 7.01 of the Resolution; however, the Trustee may (and at the request of any Participating Underwriter or the holders of at least twenty-five percent (25%) in aggregate principal amount of 2011 Series B Bonds Outstanding,

the Trustee shall, subject to the provisions of Section 6.02 of the Resolution) or any holder of the 2011 Series B Bonds may take such actions as may be deemed necessary or appropriate, including seeking mandate or specific performance by court order, to cause the University to comply with its obligations under Section 27 of the Agreement or to cause the Trustee to comply with its obligations under this Section 2.16.

Section 2.17. Additional Proceedings. As additional proceedings of the Authority in connection with the sale and delivery of the 2011 Series B Bonds hereby authorized, there is hereby delegated to an Authorized Officer, the power to take the following actions and make the following determinations as to the 2011 Series B Bonds by a Certificate of Determination of an Authorized Officer:

(a) To receive the Official Bid Form pursuant to the Official Notice of Sale and, if such Authorized Officer, with the advice of Bond Counsel and the Attorney General of the State, so determines, to reject any or all submitted Official Bid Forms, so far as permitted by law, to waive any irregularities or informalities in the Official Bid Form for the 2011 Series B Bonds, to postpone the date of the sale of the 2011 Series B Bonds and to exercise any and all rights of the Authority under the Official Notice of Sale. If the Authorized Officer rejects all submitted Official Bid Forms, the Authorized Officer shall also be and is hereby authorized to hold another 2011 Series B Bond sale in accordance with the provisions of this 2011 Series B Series Resolution and, in connection with such additional 2011 Series B Bond sale, to distribute a Notice of Sale, an Official Bid Form and a Preliminary Official Statement in substantially the forms presented to this meeting with such changes and insertions to and omissions from such document forms as may be appropriate upon the advice of Bond Counsel and the Attorney General of the State.

(b) To arrange for the submission of bids electronically utilizing the services of such provider of electronic bidding services and on such terms and conditions as such Authorized Officer, with the advice of Bond Counsel and the Attorney General of the State, shall determine, or, if such Authorized Officer so determines, with the advice of Bond Counsel and the Attorney General of the State, to discontinue any such arrangements prior to the sale of the 2011 Series B Bonds and to require that all bids be submitted by hand delivery.

(c) To award the 2011 Series B Bonds to the successful bidder, or bidders in the event that the 2011 Series B Bonds are to be issued in two separate sub-series, in accordance with the Official Notice of Sale.

(d) To return the Deposits of all unsuccessful bidders delivered to the Authority.

Section 2.18. Authorization of Sub-Series. The Authority hereby authorizes the 2011 Series B Bonds to be issued in two separate sub-series upon the receipt by the Authority of the written request of the University. Such written request of the University shall state the University's determination that it is in the best interest of the University, as it relates to the sale of the 2011 Series B Bonds, for the 2011 Series B Bonds to be issued in two separate sub-series given current market conditions (and any further basis upon which such determination has been made). Upon receipt of such written request, any Authorized Officer is hereby authorized to approve all necessary and appropriate variations, omissions and insertions to the forms of

Preliminary Official Statement, the Loan Agreement and the Continuing Disclosure Agreement relating to the 2011 Bonds being issued in two separate sub-series, and as advised by Bond Counsel and the Attorney General of the State, and the execution and delivery thereof shall be conclusive evidence of such approval.

Any Authorized Officer is also authorized to accept such terms and conditions relating to the issuance of the 2011 Series B Bonds in two separate series as such Authorized Officer deems necessary and appropriate with the advice of Bond counsel and the Attorney General of the State. Any such terms and conditions modifying the terms of this 2011 Series B Series Resolution shall be set forth in a Certificate of Determination delivered by an Authorized Officer.

ARTICLE III

APPLICATION AND DISBURSEMENT OF 2011 SERIES B BOND PROCEEDS, CERTAIN MONEYS AND REVENUES

Section 3.01. Confirmation of Establishment of Funds. The Authority hereby ratifies and confirms the establishment of the following funds and separate accounts within funds under the Resolution, which funds and accounts shall be held, maintained and applied by the Trustee in accordance with Article IV of the Resolution, except as so provided in this 2011 Series B Series Resolution, for the 2011 Series B Bonds:

Revenue Fund;
Debt Service Fund;
 Interest Account (for the 2011 Series B Bonds);
 Principal Account (for the 2011 Series B Bonds);
 Sinking Fund Account (for the 2011 Series B Bonds);
Rebate Fund; and
Redemption Fund.

In the event that the 2011 Series B Bonds are issued in two separate sub-series, the Trustee may create separate sub-accounts within any of the aforementioned Funds as may be directed in a Certificate of Determination of an Authorized Officer.

Section 3.02. Establishment of Construction Fund. Pursuant to Section 4.01 of the Resolution, the Construction Fund for the 2011 Series B Bonds is hereby created and established to be held by the Trustee and maintained and applied by the Authority.

Section 3.03. Application of 2011 Series B Bond Proceeds and Allocation Thereof. Upon receipt of the proceeds of the 2011 Series B Bonds, including accrued interest thereon, the Authority shall make payments from such moneys as follows: (i) a sum equal to the interest on the 2011 Series B Bonds accruing from their dated date to their date of delivery (if such dated date is not the date of delivery) will be paid to the Trustee for deposit in the Interest Account (for the 2011 Series B Bonds) of the Debt Service Fund, and (ii) the balance of the proceeds shall be deposited in the Construction Fund for payment of the costs of 2011 Project and certain Costs of Issuance.

Section 3.04. Application of Certain Moneys. Upon receipt by the Authority of any moneys for the purpose of paying costs of the 2011 Project pursuant to the Agreement, the Authority shall deposit all such moneys so received in the Construction Fund for the 2011 Project.

Section 3.05. Application of Moneys in Construction Fund. Moneys on deposit in the Construction Fund shall be applied as provided in Section 4.03 of the Resolution.

Section 3.06. Deposit of Revenues and Allocation Thereof. There is established and created by this 2011 Series B Series Resolution an account within the Revenue Fund to be designated the "2011 Series B Revenue Account". Notwithstanding anything in the Resolution

to the contrary, moneys in the 2011 Series B Revenue Account of the Revenue Fund shall be paid to the Trustee on or prior to the fifth 5th day after deposit thereof as follows and in the following order of priority:

First: To the Interest Account of the Debt Service Fund, the amount necessary to equal the unpaid interest to become due on the Bonds Outstanding on the next succeeding semiannual interest payment date.

Second: To the Principal Account of the Debt Service Fund, the amount, if any, necessary to make the amount on deposit in the Principal Account equal to the principal amount becoming due on the Bonds Outstanding on the next succeeding July 1.

Third: To the Sinking Fund Account of the Debt Service Fund, the amount, if any, necessary to make the amount on deposit in the Sinking Fund Account equal to the sinking fund installment, if any, payable on the Bonds Outstanding on the next succeeding July 1.

Fourth: To the Authority, the amounts as are payable to the Authority for (i) any expenditures of the Authority for insurance, fees and expenses of auditing and fees and expenses of the Trustee, all as required by the Resolution and not otherwise paid or caused to be paid or provided for by the University; (ii) all other expenditures reasonably and necessarily incurred by the Authority by reason of its financing of the 2011 Project in accordance with the Loan Agreement, including expenses incurred by the Authority to compel full and punctual performance of all provisions of the Loan Agreement in accordance with the terms thereof; and (iii) the Annual Administrative Fee unless otherwise paid, but only upon receipt by the Trustee from the Authority of a certificate signed by an Authorized Officer stating in reasonable detail the amounts payable to the Authority.

Section 3.07. Investment of Moneys in Construction Fund. For purposes of the 2011 Series B Bonds only, notwithstanding anything contained in Section 4.08 of the Resolution to the contrary, in addition to any investment permitted in Section 4.08 of the Resolution with respect to the Construction Fund, moneys deposited in the Construction Fund may also be invested in (i) the New Jersey Cash Management Fund; and (ii) investment agreements with banks that, at the time such agreement is executed, are rated by Standard & Poor's Rating Group, a division of The McGraw-Hill Companies ("S&P") or Moody's Investors Service ("Moody's") in one of the three highest rating categories assigned by S&P or Moody's (without regard to any refinement or gradation of rating category by numerical modifier or otherwise) or investment agreements with non-bank financial institutions which, (1) all of the unsecured direct long-term debt of either the non-banking financial institution or the related guarantor of such non-bank financial institution that is rated by S&P or Moody's at the time such agreement is executed is rated in one of the three highest rating categories (without regard to any refinement or gradation of rating category by numerical modifier or otherwise) for obligations of that nature; or (2) if such non-bank financial institutions have no outstanding long-term debt that is rated, all of the short-term debt of either the non-banking financial institution or the related guarantor of such non-bank financial institution that is rated by S&P or Moody's in the highest rating category (without regard to any

refinement or gradation of the rating category by numerical modifier or otherwise) assigned to short term indebtedness by S&P or Moody's.

ARTICLE IV

MISCELLANEOUS

Section 4.01. Loan Agreement. The form of the Loan Agreement, by and between the Authority and the University, in the form submitted to the Authority on this date shall be, and the same is, in all respects, hereby authorized, approved and confirmed, and an Authorized Officer is authorized to execute and deliver the Loan Agreement to the University. The Loan Agreement shall be substantially in the form presented to the Authority with all necessary and appropriate variations, omissions and insertions as approved, permitted or required by an Authorized Officer or as advised by Bond Counsel and the Attorney General of the State, and the execution and delivery thereof shall be conclusive evidence of such approval.

Section 4.02. Investment of Proceeds of 2011 Series B Bonds. The Authority will make no use of the proceeds of the 2011 Series B Bonds that would cause the 2011 Series B Bonds to be "arbitrage bonds" within the meaning of Section 148(a) of the Internal Revenue Code of 1986, as amended (the "Code"); and the Authority hereby imposes on itself, on the Trustee and on all officers having custody or control of the proceeds of the 2011 Series B Bonds, throughout the term of the 2011 Series B Bonds, the obligation to comply with the applicable requirements of Section 148(a) of the Code and the Treasury Regulations promulgated thereunder, and all other applicable regulations, so that none of the 2011 Series B Bonds will be or become an arbitrage bond; provided, that the Trustee, in following the directions of the Authority, shall have no responsibility to determine whether such investment is in violation of such regulations.

Section 4.03. Covenant as to Program Investments. In accordance with the requirements applicable to the "program investments" under Treasury Regulations §1.148-1(b), the Authority covenants that it shall require that neither the University nor any person or related persons (within the meaning of Treasury Regulations §1.150-1(b)) shall purchase bonds of the Authority that finance the program in an amount related to the amount of the loan.

Section 4.04. Tax Covenants Relating to Internal Revenue Code of 1986. In order to maintain the exclusion from gross income for federal income tax purposes of interest on the 2011 Series B Bonds, the Authority shall comply with the provisions of the Code applicable to the 2011 Series B Bonds, including, without limitation, the provisions of the Code relating to the computation of the yield on investments of the Gross Proceeds (as defined in the Letter of Instructions) of the 2011 Series B Bonds, reporting of earnings on the Gross Proceeds of the 2011 Series B Bonds, and rebate of excess earnings to the Department of the Treasury of the United States of America. In furtherance of the foregoing, the Authority shall comply with the Letter of Instructions, to be delivered by Bond Counsel at the time the 2011 Series B Bonds are issued, as to compliance with the Code with respect to the 2011 Series B Bonds, as such letter may be amended from time to time, as a source of guidance for achieving compliance with the Code. All of the representations and warranties of the Authority contained in the Arbitrage Certificate and of the University contained in the Representation Letter are incorporated herein by reference with the same force and effect as if set forth in full herein.

The Authority may pay requisitions from 2011 Series B Bond proceeds or investment earnings thereon with respect to the Costs of Issuance of the 2011 Series B Bonds only to the extent that the aggregate requisitions paid with such proceeds with respect to the Costs of Issuance do not cause the amount paid for Costs of Issuance with the proceeds of the 2011 Series B Bonds or the investment earnings thereon to exceed two percent (2%) of the "proceeds" of the 2011 Series B Bonds (within the meaning of Section 147(g) of the Code).

The Authority shall not take or permit any action or fail to take any action that would adversely affect the status of the 2011 Series B Bonds as "qualified 501(c)(3) bonds" under Section 145(a) of the Code or otherwise cause the interest on the 2011 Series B Bonds to lose the exclusion from gross income for federal income tax purposes under Section 103 of the Code.

Notwithstanding any other provision of the Resolution and this 2011 Series B Series Resolution to the contrary, the covenants contained in this Section 4.04 shall survive the payment of the 2011 Series B Bonds and the interest thereon, including any payment or discharge thereof pursuant to Section 11.03 of the Resolution, as long as necessary in order to maintain the exclusion from gross income for federal income tax purposes of interest on the 2011 Series B Bonds.

Section 4.05. Authorization to Invest 2011 Series B Bond Proceeds. Any Authorized Officer is authorized to enter into, or direct the Trustee to enter into, one or more agreements to invest the proceeds of the 2011 Series B Bonds as provided in Section 4.08 of the Resolution and Section 3.07 of this 2011 Series B Series Resolution, in the event that such Authorized Officer determines, in consultation with and with the consent of the University, that it is advantageous to the University for the Authority to invest any proceeds of the 2011 Series B Bonds as so provided in Section 4.08 of the Resolution and Section 3.07 of this 2011 Series B Series Resolution.

Section 4.06. Incidental Action. The Authorized Officers are hereby authorized and directed to execute and deliver such other documents, certificates, directions and notices, and to take such other action as may be necessary or appropriate in order to (i) effectuate the delivery of the Preliminary Official Statement, the execution and delivery of Official Statement, the Loan Agreement, and the issuance and sale of the 2011 Series B Bonds, (ii) effectuate the 2011 Project, (iii) implement the DTC book-entry only system for the 2011 Series B Bonds, and (iv) maintain the tax-exempt status of the interest on the 2011 Series B Bonds (including the preparation and filing of any information reports or other documents with respect to the 2011 Series B Bonds as may at any time be required under Section 149 of the Internal Revenue Code of 1986, as amended, and any regulations thereunder).

Section 4.07. Conflict. All resolutions or parts of resolutions or other proceedings in conflict herewith are repealed insofar as such conflict exists.

Section 4.08. Effective Date. This 2011 Series B Series Resolution shall take effect as provided for under the Act.

**DESIGNATION OF BOND COUNSEL BY THE ATTORNEY
GENERAL IN CONSULTATION WITH THE AUTHORITY
FOR THE ISSUANCE OF BONDS ON BEHALF OF
PRINCETON UNIVERSITY**

ADOPTED MAY 24, 2011

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority") was created as a public body corporate and politic of the State of New Jersey pursuant to the New Jersey Educational Facilities Authority Law (being Chapter 72A of Title 18A of the New Jersey Statutes, as amended and supplemented), N.J.S.A. 18A:72A-1 et seq.; and

WHEREAS, Princeton University (the "University") has requested that the Authority begin the process of procuring bond counsel in connection with the issuance of bonds to finance various capital improvements on the University's campus (the "Financing"); and

WHEREAS, the Attorney General distributed a Request for Proposals for Bond Counsel Services dated April 4, 2011 to eleven (11) firms; and

WHEREAS, the Attorney General received responses from eight (8) firms on April 8, 2011; and

WHEREAS, the responsive firms and their respective fees are as follows:

Firm	Fees
Hawkins Delafield & Wood LLP	\$32,500
DeCotiis, FitzPatrick & Cole, LLP	\$35,000
McManimon & Scotland, LLC	\$38,000
Gibbons, PC	\$40,000
Gluck Walratz LLP	\$40,000
McCarter & English, LLP	\$44,500
Obermayer Rebmann Maxwell & Hippel LLP	\$73,000
Windels Marx Lane & Mittendorf, LLP	\$75,000

WHEREAS, the Executive Director recommended to the Attorney General the appointment of McCarter & English based on the following: 1) McCarter has been bond counsel to Princeton for the last 20 years; 2) bonds issued by Princeton are general obligations of the University and as such, bond proceeds can be used on any of the 400 project sites on the campus; and 3) due to the extensive tax analysis required (400 sites), Gary Duescher (McCarter tax attorney) has advised the University on the last 20 transactions; and

WHEREAS, the Attorney General has, on the basis of a competitive process in consultation with the Authority, designated the firm of McCarter & English to act as Bond Counsel to the Authority in connection with the Financing;

NOW, THEREFORE, BE IT RESOLVED:

1. Acknowledgment. The Authority hereby acknowledges the designation by the Attorney General in consultation with the Authority of McCarter & English to act as Bond Counsel to the Authority in connection with the Financing.

2. Authorization of Action. The Chair, Vice-Chair, Executive Director, Project Manager, Secretary or any Assistant Secretary of the Authority, and/or any other person authorized by resolution of the Authority, (each an "Authorized Officer"), is authorized to take any and all action necessary or appropriate to implement this Resolution.

3. Effective Date. This Resolution shall take effect in accordance with the Act.

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
ELECTING OFFICERS FOR THE PERIOD ENDING MAY 31, 2012**

Adopted: May 24, 2011

WHEREAS, the By-Laws of the Authority provide for the annual election by the Authority of a Chair, Vice-Chair, Treasurer, Secretary, Assistant Secretaries and other Officers; and

WHEREAS, the nominations for the Officers were as follows:

_____	Nominated	_____	for Chair
_____	Nominated	_____	for Vice Chair
_____	Nominated	_____	for Treasurer
_____	Nominated	_____	for Secretary
_____	Nominated	_____	for Assistant Treasurer
_____	Nominated	_____	for Assistant Secretary
_____	Nominated	_____	for Assistant Secretary
_____	Nominated	_____	for Assistant Secretary

NOW, THEREFORE, BE IT RESOLVED, that the Authority elects the following individuals to serve in the capacities of Chair, Vice-Chair, Treasurer, Secretary, Assistant Treasurer and Assistant Secretaries for the period ending May 31, 2012:

- | | |
|--------------|-----------------------|
| - Chair | - Assistant Treasurer |
| - Vice-Chair | - Assistant Secretary |
| - Treasurer | - Assistant Secretary |
| - Secretary | - Assistant Secretary |

SECTION 1. In the event that the Election of Officers is not held prior to May 31, 2012, the Officers shall continue to serve in such capacity until their successors are elected.

SECTION 2. This Resolution shall take effect in accordance with the Act.

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY APPOINTING MEMBERS TO THE EVALUATION
COMMITTEE**

Adopted: May 24, 2011

WHEREAS, The Evaluation Committee has been established pursuant to Section 12 of the By-Laws (the "By-Laws") of the New Jersey Educational Facilities Authority (the "Authority"); and

WHEREAS, The By-Laws provide that the Evaluation Committee shall consist of three Members of the Authority elected at the Annual Meeting of the Members of the Authority or as soon as practicable thereafter; and

WHEREAS, Pursuant to Section 12 of the By-Laws, Members of the Audit Committee may also serve on the Evaluation Committee; and

WHEREAS, _____, _____ and _____ are Members of the Authority each of whom is willing to serve on the Evaluation Committee and each of whom meets the criteria of Executive Order No. 122;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY, AS FOLLOWS:

Section 1. The Members of the Authority hereby elect _____, _____ and _____ to serve on the Evaluation Committee in accordance with Section 12 of the By-Laws and Executive Order No. 122.

Section 2. This Resolution supersedes all prior resolutions to the extent inconsistent herewith and with the By-Laws and shall take effect in accordance with the provisions of the Act.

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY APPOINTING MEMBERS TO THE AUDIT COMMITTEE**

Adopted: May 24, 2011

- WHEREAS,** The Audit Committee has been established pursuant to Section 12 of the By-Laws (the "By-Laws") of the New Jersey Educational Facilities Authority (the "Authority"); and
- WHEREAS,** The By-Laws provide that the Audit Committee shall consist of the Treasurer of the State of New Jersey (the "State Treasurer"), the Treasurer of the Authority (if the Authority's Treasurer is a Member of the Authority), the Chair (if the Treasurer is not a Member of the Authority), and a Member of the Authority with significant financial experience elected at the Annual Meeting of the Members of the Authority or as soon thereafter as practicable; and
- WHEREAS,** Pursuant to Section 12 of the By-Laws, _____ is a member of the Audit Committee by virtue of his election as Treasurer of the Authority; and
- WHEREAS,** Pursuant to Section 12 of the By-Laws, the State Treasurer is a member of the Audit Committee *ex officio* and has designated Steven Petrecca, Assistant State Treasurer to serve as his representative on the Audit Committee; and
- WHEREAS,** Pursuant to Section 12 of the By-Laws, since the Treasurer is a Member of the Authority it is necessary to elect a Member of the Authority with significant financial experience to serve on the Audit Committee; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY, AS FOLLOWS:

- Section 1.** The Members of the Authority hereby elect _____ to serve on the Audit Committee in accordance with Section 12 of the By-Laws and Executive Order No. 122.
- Section 2.** This Resolution supersedes all prior resolutions to the extent inconsistent herewith and with the By-Laws and shall take effect in accordance with the provisions of the Act.

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY FOR THE ADOPTION OF ANNUAL NOTICE OF MEETINGS

Adopted: May 24, 2011

WHEREAS: The Authority desires to adopt an annual notice of meetings consistent with the requirements of the Open Public Meetings Law, N.J.S.A. 10:4-1 et seq.; and

WHEREAS: The adoption of regular meetings will enable the Authority to comply with the provisions of N.J.S.A. 10:4-18 which outlines requirements for dissemination of the notice of schedule adoption to the general public for inspection; and

WHEREAS: The Authority has determined that all notices for any regular, special or emergency meeting of the Authority be published in the Newark Star Ledger and The Times.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY AS FOLLOWS:

SECTION 1. The Authority hereby adopts the following schedule of meetings for the period June 28, 2011 through May 22, 2012.

SECTION 2. The New Jersey Educational Facilities Authority announces in accordance with the "Open Public Meetings Law," N.J.S.A. 10:4-1 et seq., that it will hold regular meetings, open to the public at 9:00 a.m. for the period June 28, 2011 through May 22, 2012, on the following specific dates:

June 28, 2011	December 27, 2011
July 26, 2011	January 24, 2012
August 23, 2011	February 28, 2012
September 27, 2011	March 27, 2012
October 25, 2011	April 24, 2012
November 22, 2011	May 22, 2012

Unless otherwise provided, meetings will be held at the offices of the New Jersey Educational Facilities Authority, 103 College Road East in Princeton, New Jersey.

SECTION 3. In accordance with the By-Laws, the Authority may conduct a special meeting of the members consistent with the provisions of N.J.S.A. 10:4-9.

SECTION 4. This resolution shall take effect in accordance with the Act.

**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
2011 BUDGET VARIANCE ANALYSIS
FOR FOUR MONTHS ENDED APRIL 30, 2011**

Executive Summary

The NJEFA concluded the first four months of 2011 with net operating income in the amount of \$108,332, based on revenues of \$1,149,159 and expenses of \$1,040,827. As a result, net operating income is higher than budgeted by \$69,153. This difference is a result of less than budgeted expenses in the amount of \$149,279 partially offset by less than expected revenues in the amount of \$80,037.

Revenues

Revenues were below budget for the first four months of the year primarily due to lower than expected Initial Fee Income.

Expenses

Operating expenditures for the first four months of the year were favorable as compared to budget by \$149,190. Most of the line items display positive deviations and are primarily the result of timing.

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
ACTUAL vs. BUDGET REPORT
APRIL 2011

	Month Ended April 30, 2011			Four Months Ended April 30, 2011		
	<u>Actual</u>	<u>Budget</u>	<u>Variance</u>	<u>Actual</u>	<u>Budget</u>	<u>Variance</u>
<u>Operating Revenues</u>						
Annual Administrative Fees	\$279,924	\$279,924	\$ -	\$ 1,119,696	\$ 1,119,696	\$ -
Initial Fees	7,183	26,250	(19,067)	22,183	105,000	(82,817)
Investment Income	<u>2,579</u>	<u>1,125</u>	<u>1,454</u>	<u>7,280</u>	<u>4,500</u>	<u>2,780</u>
	<u>\$ 289,686</u>	<u>\$ 307,299</u>	<u>\$ (17,613)</u>	<u>\$ 1,149,159</u>	<u>\$ 1,229,196</u>	<u>\$ (80,037)</u>
<u>Operating Expenses</u>						
Salaries	\$ 144,933	\$ 168,106	\$ 23,173	\$ 447,487	\$ 503,138	\$ 55,651
Employee Benefits	30,583	38,004	7,421	273,133	288,590	15,457
Provision for Post Ret. Health Benefits	12,500	12,500		50,000	50,000	-
Office of The Governor	1,500	1,500	-	6,000	6,000	-
Office of The Attorney General	4,667	4,667	-	18,668	18,668	-
Sponsored Programs	-	1,250	1,250	-	5,000	5,000
Telephone	1,518	2,208	690	4,815	8,832	4,017
Gasoline & Auto Maintenance	-	1,555	1,555	646	5,065	4,419
Rent	18,184	19,667	1,483	72,737	78,668	5,931
Utilities	1,687	1,792	105	6,747	7,168	421
Postage	280	527	247	846	1,781	935
Office Supplies & Expenses	2,503	3,864	1,361	8,236	12,092	3,856
Travel & Official Receptions	930	2,209	1,279	2,273	6,827	4,554
Staff Training & Tuition Reimbursement	589	2,345	1,756	984	7,235	6,251
Insurance	2,873	2,873	-	9,755	11,492	1,737
Annual Report & Newsletters	900	2,417	1,517	3,330	9,668	6,338
Public Relations	-	750	750	-	3,000	3,000
Professional Services	4,267	400	(3,867)	72,699	98,500	25,801
Dues & Subscriptions	2,801	3,542	741	28,869	24,293	(4,576)
Data Processing	3,500	4,000	500	10,500	12,000	1,500
Maintenance of Equipment	1,467	3,667	2,200	5,770	14,668	8,898
Depreciation	4,333	4,333	-	17,332	17,332	-
Contingency	-	-	-	-	-	-
	<u>\$ 240,015</u>	<u>\$ 282,176</u>	<u>\$ 42,161</u>	<u>\$ 1,040,827</u>	<u>\$ 1,190,017</u>	<u>\$ 149,190</u>
Net Operating Income	<u>\$ 49,671</u>	<u>\$ 25,123</u>	<u>\$ 24,548</u>	<u>\$ 108,332</u>	<u>\$ 39,179</u>	<u>\$ 69,153</u>

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
 REPORT ON PENDING PROJECTS
 May 24, 2011

<u>Institution</u>	<u>Project</u>	<u>Estimated Size of Issue</u>	<u>Estimated Pricing Date</u>
<u>Private Institutions</u>			
Seton Hall University	Refunding of Certain Existing Indebtedness	\$45 Million	May 2011
Drew University	Reissuance	\$12 Million	May 2011
Princeton University	Acquisition, Construction, Renovation, Installation and Repair of Various Academic, Athletic, Residential and Administrative Facilities on the Main Campus and Forrestal Campus	\$250 Million	June 2011
<u>Public Institutions</u>			
Rowan University	Refunding of Certain Existing Indebtedness	\$30.045 Million	May 11, 2011
Montclair State University	Construction of Two New Academic Buildings and Related Capital Improvements	\$119 Million	June 2011
Thomas Edison State College	Replacement of The State Library's Shelving System and the Acquisition and Installation of Equipment (Equipment Lease Financing)	\$1 Million	July 2011



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BOND SALE SUMMARY

Borrower: Ramapo College of New Jersey, Mahwah, New Jersey

Issue: Series 2011 A

Amount: \$19,090,000

Purpose: To provide funds to finance: (i) the current refunding of all or a portion of the Authority's outstanding Series 1998 G, Series 1998 H, Series 2001 D, Series 2002 H, Series 2002 I and Series 2002 J bonds issued on behalf of the College; (ii) in whole or in part, the costs of renovating the Robert A. Scott Student Center, through repairs and replacement of the existing mechanical, plumbing, electrical and ceiling grid infrastructure and the acquisition and installation of materials to modernize the Center and improve energy efficiency; and (iii) the payment of certain costs of issuance.

Structure: Negotiated Sale, Fixed Rate

Final Maturity: July 1, 2021

True Interest Cost: 3.325%

Net Present Value Savings: \$424,713 / 3.69%

Bond Ratings: A2 - Moody's Investors Service
A- - Standard & Poor's Rating Services

Pricing: April 27, 2011

Closing: May 10, 2011

Professionals on the Transaction:

Bond Counsel:	DeCotiis, FitzPatrick & Cole, LLP
Authority's Counsel:	Attorney General of the State of New Jersey
Senior Manager:	Bank of America Merrill Lynch
Co-Manager:	Siebert Brandford Shank & Co., LLC
Underwriters' Counsel:	Cozen O'Connor
Trustee:	US Bank, National Association
Trustee's Counsel:	McElroy, Deutsch, Mulvaney & Carpenter, LLP
Escrow Agent:	The Bank of New York Mellon
Escrow Agent's Counsel:	Hawkins, Delafield & Wood, LLP
Verification Agent:	Mercadien, P.C.

Bond Transactions from 1/09 - 12/10						
	Montclair State University Series 2008 J \$27,545,000 1/15/2009	UMDNJ Series 2009 B \$258,075,000 4/15/2009	Princeton Theological Seminary 2009 Series B \$14,435,000 4/30/2009	Kean University Series 2009 A \$179,380,000 6/24/2009	The College of New Jersey Series 2010 A & B \$44,500,000 1/6/2010	Princeton University 2010 Series B \$250,000,000 1/20/2010 (Competitive)
Bond Counsel	DeCotiis	Gibbons	McManimon	McCarter	Gluck Walrath	McCarter
Senior Manager	Morgan Stanley	Morgan Stanley	RBC	Citi	Morgan Stanley	JP Morgan
Co-Senior Manager	-	Citi	-	RBC/Wachovia	-	-
Co-Manager(s)	Roosevelt & Cross Siebert	BofA/PNC/Powell Ramirez/RBC Roosevelt & Cross Merrill Lynch Wachovia	-	Cabrera Fidelity Piper Jaffray	Lebenthal Raymond James	-
Selling Group	-	Acacia	Phoenix	-	Phoenix	PFM
Financial Advisor	US Bank	US Bank	BONY	US Bank	US Bank	BONY
Trustee	-	BONY	BONY	US Bank	-	-
Escrow Agent	-	Causey	Causey	Causey	-	-
Verification Agent	-	Causey	Causey	Causey	-	-
Printer	ImageMaster	ImageMaster	ImageMaster	Imagemaster	Imagemaster	ImageMaster
Rating Agency	Moody's/Fitch	Moody's/Fitch	Moody's/S&P	Moody's/S&P	Moody's/Fitch/S&P	Moody's/S&P
Auditor	O'Connor Davies	Price Waterhouse	O'Connor Davies	Wiss	KPMG	Deloitte & Touche
LOC Bank	-	-	-	-	-	-
Remarketing Agent	-	-	-	-	-	-
Swap / Investment Advisor	-	PFM	-	PFM	-	-
Borrower's Counsel	-	McElroy	Drinker Biddle	-	-	-
Underwriters' Counsel	Ballard Spahr	Hawkins	Wilentz	Parker McCay	Cozen O'Connor	-
Trustee's Counsel	McManimon	McManimon	Hawkins	McManimon	McElroy	McManimon
Escrow Agent's Counsel	-	McManimon	Hawkins	McManimon	-	-
LOC Bank's Counsel	-	Edwards Angell	-	Riker	-	-
Remarketing Agent's Counsel	-	-	-	-	-	-
Borrower's Financial Advisor	-	-	-	-	-	Prager Sealy

Bond Transactions from 1/09 - 12/10						
	Princeton Theological Seminary 2010 Series A \$68,785,000 2/3/2010	New Jersey City University Series 2010 F & G \$42,375,000 8/25/2010	New Jersey Institute of Technology Series 2010 H & I \$71,415,000 11/3/2010	Seton Hall University 2008 Series D Remarketing \$48,850,000 11/15/2010	Passaic County Community College Series 2010 C \$13,635,000 12/1/2010	
Bond Counsel	DeCotis	McCart	Gluck Wilarth	Wilentz	Gibbons	
Senior Manager	Jefferies	Citi	Morgan Stanley	-	RBC	
Co-Senior Manager	RBC	-	-	-	-	
Co-Manager(s)	BB&T Jackson Securities NW Financial	JP Morgan Ramirez Wells Fargo	Fidelity Raymond James Rice Financial	-	-	
Selling Group	-	-	-	-	-	
Financial Advisor	Phoenix	Phoenix	-	-	-	
Trustee	BONY	BONY	BONY	BONY	US Bank	
Escrow Agent	-	BONY	US Bank	-	-	
Verification Agent	-	Causey	BondResource Partners	-	-	
Printer	ImageMaster	ImageMaster	ImageMaster	ImageMaster	ImageMaster	
Rating Agency	Moody's/S&P	Moody's/Fitch	Moody's/S&P	Moody's/S&P	Moody's	
Auditor	O'Connor Davies	KPMG	KPMG	Grant Thornton	& Doria	
LOC Bank	-	-	-	TD Bank	-	
Remarketing Agent	-	-	-	Citi	-	
Swap / Investment Advisor	-	-	-	-	-	
Borrower's Counsel	Drinker Biddle	-	-	Connell Foley	-	
Underwriters' Counsel	McManimon	Wolff & Samson	Drinker Biddle	-	-	
Trustee's Counsel	Hawkins	McManimon	McManimon	McManimon	McElroy	
Escrow Agent's Counsel	-	McManimon	McManimon	-	-	
LOC Bank's Counsel	-	-	-	Hill Wallack	-	
Remarketing Agent's Counsel	-	-	-	McElroy	-	
Borrower's Financial Advisor	-	Acacia	-	-	-	

Direct Purchases / Leases from 1/09 - 12/10							
	Seton Hall University 2009 Equipment Lease \$3,371,289 5/27/2009	Seton Hall University 2009 Series C \$7,955,000 11/13/2009	Kean University 2010 Equipment Lease \$10,000,000 6/10/2010	Thomas Edison State College 2010 Equipment Lease \$700,000 9/14/2010	Drew University 2010 Series C \$15,580,000 11/15/2010	Centenary College 2010 Series D \$13,974,000 12/15/2010	
Bond Counsel	Gibbons	McCarter	Gibbons	Gibbons	McManimon	McManimon	
Purchaser	-	Capital One	-	-	TD Bank	TD Bank	
Lessor	TD Bank	-	TD Bank	Bank of America	-	-	
Financial Advisor	-	-	-	-	PFM	-	
Trustee	-	-	-	-	BONY	-	
Escrow Agent	-	-	-	-	BONY	-	
Verification Agent	-	Causey	-	-	Causey	-	
Borrower's Counsel	Connell Foley	Connell Foley	-	-	Boyar Suozzo	Boyar Suozzo	
Purchaser's Counsel	-	McManimon	-	-	Hill Wallack	Hill Wallack	
Lessor's Counsel	Duane Morris	-	Parker McCay	Susan Ariel (In-house Counsel)	-	-	
Trustee / Escrow Agent's Counsel	-	-	-	-	Hawkins	-	