



103 COLLEGE ROAD EAST · PRINCETON, NEW JERSEY 08540-6612
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BARBARA L. CANNON
Deputy Executive Director

January 25, 2008

VIA HAND DELIVERY

Honorable Jon S. Corzine
Governor
State House
125 West State Street
P.O. Box 001
Trenton, New Jersey 08625

ATTN: Sonia Frontera, Assistant Counsel
Governor's Authorities Unit

Dear Governor Corzine:

Enclosed please find an original and one copy of the minutes of the meeting of the New Jersey Educational Facilities Authority held on Wednesday, January 23, 2008.

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

Sincerely,

Barbara Cannon
Assistant Secretary

Enclosures



103 COLLEGE ROAD EAST • PRINCETON, NEW JERSEY 08540
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ROGER L. ANDERSON
Executive Director

**MINUTES OF THE MEETING OF THE
NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
HELD AT 103 COLLEGE ROAD EAST, PRINCETON, NEW JERSEY
ON WEDNESDAY, JANUARY 23, 2008**

The meeting was called to order at 10:35 a.m. by Chair Altman. The New Jersey Educational Facilities Authority gave notice of the time, place and date of this meeting via fax on January 14, 2008, 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:

Vivian Altman, Chair
Roger B. Jacobs, Esq.
Felice K. Vazquez, Esq.
R. David Rousseau, Acting State Treasurer (represented by Nancy Style)

AUTHORITY MEMBERS ABSENT:

Laurence M. Downes, Chair, Commission on Higher Education

STAFF PRESENT:

Roger L. Anderson, Executive Director
Barbara L. Cannon, Deputy Executive Director
Mary Jane Darby, Director of Project Management
Donald Uyhazi, Controller
Sheryl Stitt, Director of Communications
Katherine Newell, Esq., Senior Advisor
Marie Mueller, Controller
Kristen Middleton, Assistant Controller
Debra Paterson, Project Manager
Vito Galluccio, Project Manager
Gary Vencius, Senior Accountant
Nichole Doxey, Communications Specialist
Jennifer Zoccali, Project/Communications Assistant
Jamie O'Donnell, Accountant
Denise Carroll, Administrative Assistant
Sheila Toles, Exec. Assistant/Human Resources Specialist

Mr. Anderson introduced Marie Mueller who will assume the position of Controller as of April 1, 2008.

ALSO PRESENT:

Anthony Inverso, Phoenix Advisors, LLC
Benjamin Wolfe, Merrill Lynch & Co., Inc.
Brian Burke, RBC Capital Markets
Eugene Spinelli, UBS Financial Services, Inc.
Glen Rochman, JP Morgan Securities, Inc.
Howard Eichenbaum, Esq., Gluck Walrath, LLP
James Fagan, NW Capital
Katherine Clupper, Public Financial Management, Inc.
Kavin Mistry, Esq., Deputy Attorney General
Kenneth Schneider, Bank of America Securities, LLC
Kent Pieri, Sovereign Bank
Lisa Gorab, Esq., Wilentz, Goldman & Spitzer
Monique Lopez, A.G. Edwards & Sons, Inc./Wachovia
Noreen White, Acacia Financial Group, Inc.
Rebecca Delia, PNC Capital Markets, Inc.
Sonia Frontera, Esq., Governor's Authorities Unit
Thomas Mead, Ramirez & Company, Inc.
Timothy Egan, CitiGroup Global Markets, Inc.
William Mayer, DeCotiis, Fitzpatrick, Cole & Wisler, LLP

ITEMS OF DISCUSSION

1. Approval of the Minutes of the Meeting of December 12, 2007

The minutes of the meeting of December 12, 2007 were hand delivered to Governor Jon S. Corzine under the date of December 14, 2007. Mr. Jacobs moved that the minutes of the meeting be approved as presented; the motion was seconded by Ms. Style and passed unanimously.

2. Approval of the Minutes of the Special Meeting of December 6, 2007

The minutes of the meeting of December 6, 2007 were hand delivered to Governor Jon S. Corzine under the date of December 6, 2007. Ms. Style moved that the minutes of the meeting be approved as presented; the motion was seconded by Mr. Jacobs and passed. Ms. Altman abstained from the vote.

3. Approval of the Minutes of the Executive Session of February 28, 2007

The minutes of the meeting of February 28, 2007 were delivered via United Parcel Service to Governor Jon S. Corzine under the date of November 28, 2007. Ms. Vazquez moved that the minutes of the meeting be approved as presented; the motion was seconded by Ms. Style and passed unanimously.

4. Report on Pending Projects

Ms. Darby, Director of Project Management, reported that there are several projects for which various colleges and universities have requested Authority financing. Ms. Darby briefly described the projects and reported that the projects are under review and at various stages of development.

A summary of the projects to be financed, together with estimated financing amounts and proposed sale dates, is appended as Exhibit I.

5. **Market Update – Phoenix Advisors, LLC**

Mr. Inverso provided the members with a market update report that included commentary on current market conditions.

Mr. Inverso and Ms. Darby also provided commentary on the sub-prime mortgage crisis as it relates to the municipal bond insurers to date.

6. **Report on the Sale of NJEFA Revenue Bonds, Saint Peter's College Issues, 2007 Series G and I (Taxable/Convertible), In the Amount of \$39,901,927**

Ms. Darby described the various components of the 2007 Series G and I (taxable/convertible) transactions on behalf of Saint Peter's College. The proceeds for the 2007 Series G bonds are being used for the tax-exempt advance refunding of a designated portion of the Authority's outstanding 1998 Series B bonds issued on behalf of Saint Peter's College; the defeasance of a loan in the amount of \$9 million made to Saint Peter's College by Merrill Lynch Mortgage Lending, Inc.; the refunding of a loan in the amount of \$3.2 million made to Saint Peter's College by North Fork Bank; and certain costs of issuance. The financing for the 2007 Series G transaction was structured as variable rate direct purchase swapped to a fixed rate of 4.12% with a final maturity of July 1, 2027.

The proceeds for the 2007 Series I bonds are being used to provide funds to finance the taxable advance refunding of a designated portion of the Authority's outstanding 1998 Series B bonds issued on behalf of Saint Peter's College; and certain costs of issuance. The financing for the 2007 Series I transaction was structured as taxable fixed rate direct purchase with an option to convert to tax-exempt fixed rate within one year after issuance, an interest rate of 5.61% and a final maturity of January 1, 2013.

Both issues were priced on December 21, 2007 and successfully closed on December 28, 2007.

A copy of the Bond Sale Summary for these issues is appended as Exhibit II.

7. **Report on the Execution of a Swap Agreement Relating to NJEFA Revenue Bonds, The Richard Stockton College of New Jersey Issue, Series 2008 A**

Ms. Darby reported that in December 2007 the Authority, on behalf of The Richard Stockton College of New Jersey, entered into two forward starting swaps with UBS Financial Services, Inc. and Morgan Stanley, respectively, for a combined notional amount of just over \$100 million in order to lock in rates for the College's second phase of financing. Ms. Darby reported that under the swaps, which will begin on July 1, 2008, the College will pay a fixed rate of 3.39% and will receive the SIFMA index through January 1, 2011 and 68% of one month LIBOR thereafter.

8. **Approval of Resolution Authorizing and Approving Execution of a Right of Way Agreement on Behalf of Ramapo College of New Jersey**

Mr. Anderson reported that in connection with the Authority's issuance of the Series 2001 E bonds for Ramapo College of New Jersey, the Authority acquired, and then leased to the

College, certain property on the College's campus in Bergen County. He advised that in order to provide service to the College's facility on that property, the College requested that the Authority grant a Right of Way across a portion of the property to Rockland Electric Company to install and maintain various pieces of equipment on the property at Rockland's own expense.

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

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
AUTHORIZING AND APPROVING EXECUTION OF A RIGHT OF WAY AGREEMENT
ON BEHALF OF RAMAPO COLLEGE OF NEW JERSEY

The motion was seconded by Ms. Style and passed unanimously.

The adopted resolution is appended as Exhibit III.

9. **Approval of Resolution Consenting to Entry into a Lease and Option Between the Board of Trustees of the New Jersey Institute of Technology and Omnipoint Communications, Inc.**

Mr. Anderson reported that the Authority entered into a mortgage with the New Jersey Institute of Technology in connection with the Series 2004 B bonds in April 2004. The mortgage includes the GITC Building on NJIT's campus, and the Institute requests consent to grant a lease to Omnipoint Communications, Inc., allowing Omnipoint, at its own expense, to erect and maintain communications equipment on the roof of the GITC Building. He reported that the antenna facilities will be used for the transmission and reception of radio communication signals and for the installation, operation, maintenance, repair, removal or replacement of antennas and required related facilities and recommended approval of the resolution consenting to entry into a Rooftop Lease with Option Agreement with Omnipoint Communications, Inc.

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

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
CONSENTING TO ENTRY INTO A LEASE AND OPTION BETWEEN THE NEW
JERSEY INSTITUTE OF TECHNOLOGY AND OMNIPPOINT COMMUNICATIONS, INC.

The motion was seconded by Ms. Style and passed unanimously.

The adopted resolution is appended as Exhibit IV.

10. **Approval of Resolution Authorizing Renewal of the Standby Bond Agreement Relating to the NJEFA Revenue Bonds, The College of New Jersey Issue, Series 1999 A**

Ms. Newell reported that The College of New Jersey's Standby Bond Purchase Agreement expires on April 25, 2008 and that The Bank of Nova Scotia, New York Agency, has offered to extend the term of the Agreement to April 25, 2011. She advised that the College requested that the Authority accept the Bank's offer of renewal and that the Bank had provided an amendment to the Standby Agreement reflecting the terms of the renewal. The Authority, the Trustee, the Agent and the Bank are parties to the amendment and the bonds are insured by Ambac Assurance Corporation. Ambac Financial Services, LP is a party to a

Liquidity Assurance Agreement and an Interest Rate Swap Agreement each dated April 26, 1999 relating to the bonds.

Ms. Newell advised that Ambac and AFSLP have each consented to the renewal and the amendment and that the Authority recommended approval of the resolution accepting the Bank's offer of renewal thus extending the term of the Standby Agreement to April 25, 2011.

Ms. Vazquez moved the adoption of the following entitled resolution:

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
AUTHORIZING RENEWAL OF THE STANDBY BOND PURCHASE AGREEMENT
RELATING TO THE AUTHORITY'S REVENUE BONDS, THE COLLEGE OF NEW
JERSEY ISSUE, SERIES 1999 A

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

The adopted resolution is appended as Exhibit V.

11. Report on Operating and Construction Fund Statements

Mr. Uyhazi, Controller, reviewed the Results of Operations and Budget Variance Analysis and reported on the status of construction funds and related investments.

Ms. Style moved that the reports be accepted as presented; the motion was seconded by Ms. Vazquez and passed unanimously.

The reports are appended as Exhibit VI.

12. Legislative Update

Ms. Stitt reported that the new legislative session began on January 8th and that the education committees have been reconstituted. Assemblyman Diegnan is still the Chair of the Assembly Higher Education Committee and Assemblywoman Lampitt is Vice Chair.

Ms. Stitt reported on newly introduced legislation. She also noted that she and Mr. Anderson continue to meet with individual legislative committee members to discuss the Authority's response to the SCI report and amendments to the Authority's statute.

13. Directors' Update

Mr. Anderson reported that a form for the Other Post Employment Benefits (OPEB) trust agreement has been prepared and will be distributed in the near future with an RFP for trustee services. Mr. Anderson expects to have an update at the next meeting.

Mr. Anderson updated the Members on the post issuance tax survey by Bond Logistix at Montclair State University. He advised that the survey has not worked well for various reasons and that the Authority has asked Bond Logistix to conduct the survey at Rider University.

14. Presentation – 2007 Year in Review

The 2007 Year in Review report was postponed until the February 2008 meeting.

15. Executive Session

Ms. Vazquez moved the adoption of a resolution of the Authority permitting an Executive Session for a personnel matter; the motion was seconded by Mr. Jacobs and passed unanimously.

Ms. Style moved that the public session be reconvened; the motion was seconded by Ms. Vazquez and passed unanimously.

16. Next Meeting Date

Chair Altman announced that the next meeting will be on February 27, 2008 at the Authority's office.

She also reminded everyone that Ms. Cannon is in the process of scheduling off-site meetings at Rider University in April and at the College of Saint Elizabeth in September of this year.

Mr. Jacobs moved that the meeting be adjourned at 11:10 a.m.; the motion was seconded by Ms. Vazquez and passed unanimously.

Respectfully submitted,



Barbara Cannon
Assistant Secretary

**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
REPORT ON PENDING PROJECTS
January 23, 2008**

Estimated Size of Estimated Pricing
Issue Date

Project

Institution

Private Institutions

Drew University	Refunding of Certain Existing Indebtedness	\$10 Million	April 2008 (closing)
Seton Hall University	Refunding of Certain Existing Indebtedness	\$35 Million	May 2008
Monmouth University	Construction of a New Residence Hall and the Possible Refinancing of Certain Existing Indebtedness	\$20 Million	On Hold

Public Institutions

The William Paterson University of New Jersey	Renovation and Expansion of the Science Building	\$85 Million	2nd Q. 2008
The Richard Stockton College of New Jersey	Renovation and / or Construction of Campus Center and College Walk and Site and Roadway Improvements	\$100 Million	July 2008
University of Medicine and Dentistry of New Jersey	Refinancing of Certain Existing Indebtedness and Various Renovation, Infrastructure, Utility, and Construction Projects on the University's Campus	TBD	TBD

Programs

Tax-Exempt Leasing Program	Equipment Leasing for Public/Private Colleges/Universities in New Jersey	Varies	Varies
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BOND SALE SUMMARY

Borrower: Saint Peter's College, Jersey City, New Jersey

Issue: 2007 Series G and 2007 Series I (Taxable / Convertible)

Amount:

2007 Series G \$36,053,465.60

2007 Series I \$3,848,461.61

Purpose:

2007 Series G To provide funds to finance: (i) the tax-exempt advance refunding of a designated portion of the Authority's outstanding Revenue Bonds, Saint Peter's College Issue, 1998 Series B (the "1998 Bonds to be Advance Refunded"); (ii) the defeasance of a loan in the amount of \$9 million made to Saint Peter's College by Merrill Lynch Mortgage Lending, Inc. (the "ML Loan"); (iii) the refunding of a loan in the amount of \$3.2 million made to Saint Peter's College by North Fork Bank (the "NF Loan"); and (iv) the payment of certain costs of issuance.

2007 Series I To provide funds to finance: (i) the taxable advance refunding of a designated portion of the Authority's outstanding Revenue Bonds, Saint Peter's College Issue, 1998 Series B (the "1998 Bonds to be Taxably Refunded"); and (ii) the payment of certain costs of issuance.

Structure:

2007 Series G Variable Rate, Swapped to Fixed Rate, Direct Purchase

2007 Series I Taxable Fixed Rate with Option to Convert to Tax-Exempt Fixed Rate within One Year After Issuance

Final Maturity:

2007 Series G July 1, 2027

2007 Series I January 1, 2013

Swap Rate:

2007 Series G 4.12%

Interest Rate:

2007 Series I 5.61%

Pricing: December 21, 2007

Closing: December 28, 2007

Professionals on the Transaction:

Bond Counsel:	Gluck Walrath LLP
Authority's Counsel:	Attorney General of New Jersey
Borrower's Counsel:	Schumann, Hanlon, Doherty, McCrossin & Paolino
Borrower's Special Counsel:	Cozen O'Connor
Purchaser:	North Fork Bank, a division of Capital One, N.A.
Purchaser's Counsel:	DeCotiis, FitzPatrick, Cole & Wisler LLP
Authority's Financial Advisor:	Phoenix Advisors, LLC
Borrower's Financial Advisor:	NW Financial Group, LLC
Trustee/Escrow Agent:	The Bank of New York
Trustee/Escrow Agent's Counsel:	McManimon & Scotland, LLC
Master Trustee:	North Fork Bank, a division of Capital One, N.A.
Swap Advisor:	PFM Asset Management LLC
Swap Provider:	North Fork Bank, a division of Capital One, N.A.
Verification Agent:	Causey Demgen & Moore Inc.
Bidding Agent:	Grant Street Group

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY AUTHORIZING AND APPROVING EXECUTION OF A
RIGHT OF WAY AGREEMENT ON BEHALF OF RAMAPO COLLEGE OF
NEW JERSEY**

- WHEREAS,** The New Jersey Educational Facilities Authority (the "Authority") has outstanding its Revenue Bonds, Ramapo College of New Jersey Issue, Series 2001 E (the "2001 E Bonds") which were issued, *inter alia*, to finance certain facilities for Ramapo College of New Jersey (the "College"); and
- WHEREAS,** Repayment of the 2001 E Bonds is secured by the Lease and Agreement dated as of July 1, 2001 (the "Agreement") by and between the Authority and the Board of Trustees of Ramapo College of New Jersey; and
- WHEREAS,** Pursuant to the Agreement, the Authority leases a parcel of real property to the College within Lot 3, Block 18 in the Township of Mahwah, County of Bergen (the "Real Property"); and
- WHEREAS,** In order to provide service to the College's facility financed with proceeds of the 2001 E Bonds, Rockland Electric Company (the "Electric Company") requires a Grant of Right of Way across a portion of the Real Property (the "Right of Way"), as indicated on the appended Exhibit A, permitting the Electric Company to install and maintain necessary equipment in order to provide such service; and
- WHEREAS,** The College has requested that the Authority, as owner of the Real Property, to provide the Right of Way to the Electric Company; and
- WHEREAS,** The Authority has determined that it is necessary, advisable and appropriate to provide the Right of Way to the Electric Company.

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

Section 1. Authorization and Approval of Grant of Right of Way and Taking of All Necessary Action Related Thereto.

The Authority hereby authorizes and approves the grant of the Right of Way to the Electric Company and authorizes the Executive Director to execute the instrument granting the Right of Way in substantially the form presented to the Authority at this meeting and authorizes any Assistant Secretary to attest such instrument. The Authority further hereby authorizes and directs the Executive Director to undertake any and all actions necessary, advisable or appropriate to implement the Right of Way including, without limitation, the execution and delivery of any and all documents or instruments, and the taking of such action and the execution of any and all such documents or instruments shall be conclusive evidence of the approval thereof by the Executive Director of its necessity, advisability or appropriateness.

Section 2. Effective Date.

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

___Mr. Jacobs__ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by ___Ms. Style__ and upon roll call the following members voted:

AYE: Vivian Altman
Roger B. Jacobs
Felice K. Vazquez
R. David Rousseau (represented by Nancy Style)

NAY: None

ABSTAIN: None

ABSENT: Laurence M. Downes (represented by Kevin J. Collins)

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

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY CONSENTING TO ENTRY INTO A LEASE WITH
OPTION BETWEEN THE NEW JERSEY INSTITUTE OF
TECHNOLOGY AND OMNIPOINT COMMUNICATIONS, INC.**

WHEREAS, in connection with the issuance by the New Jersey Educational Facilities Authority (the "Authority") of Revenue Bonds, New Jersey Institute of Technology, Series 2004 B, the New Jersey Institute of Technology (the "Public College"), as Mortgagor, and the Authority, as Mortgagee, entered into a Mortgage dated as of April 1, 2004 (the "Mortgage"); and

WHEREAS, the real property known as the GITC Building, NJIT Campus, Newark, New Jersey, Block 397, Lot 14 on the Tax Maps of the City of Newark (the "Premises") forms a portion of the property subject to the Mortgage; and

WHEREAS, the Public College wishes to enter into a Rooftop Lease With Option Agreement (the "Lease") with Omnipoint Communications, Inc., as lessee (the "Lessee"), pursuant to which the Lessee shall have the exclusive right, at its expense, to erect and maintain on 100 square feet of the Premises (the "Leased Premises") improvements, personal property and facilities necessary to operate its communications system described in Exhibit B to the Lease, including radio transmitting and receiving antennas, and related cables and utility lines and a location based system, as such location based system may be required by any county, state or federal agency/department, including, without limitation, additional antenna(s), coaxial cable, base units and other associated equipment (collectively, the "Antenna Facilities"); and

WHEREAS, the Antenna Facilities will be used for the transmission and reception of radio communication signals and for the installation, operation, maintenance, repair, removal or replacement of antennas and required related facilities as described and depicted in Exhibit B to the Lease; and

WHEREAS, the Public College has requested the Authority to consent to the Public College's entry into the Lease with the Lessee; and

WHEREAS, the Public College has determined that it is in the best interests of the Public College to enter into the Lease; and

WHEREAS, the Authority has determined that it advisable and appropriate to provide the consent requested by the Public College;

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

Section 1. Mortgagee's Consent Authorization and Approval of Consent Agreement.

The Authority, as Mortgagee, hereby consents to the entry by the Public College into the Lease with the Lessee and approves the Consent Agreement by and among the Authority, as Mortgagee, the Public College, as Owner, and the Lessee (the "Consent Agreement"), in

substantially the form presented 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 Project Management, Secretary or any Assistant Secretary of the Authority (each an "Authorized Officer") to execute and deliver the Consent Agreement 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 Consent Agreement 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 Consent Agreement 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. Jacobs ___ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by ___ Ms. Style ___ and upon roll call the following members voted:

AYE: Vivian Altman
Roger B. Jacobs
Felice K. Vazquez
R. David Rousseau (represented by Nancy Style)

NAY: None

ABSTAIN: None

ABSENT: Laurence M. Downes (represented by Kevin J. Collins)

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

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY AUTHORIZING RENEWAL OF THE STANDBY BOND
PURCHASE AGREEMENT RELATING TO THE AUTHORITY'S REVENUE
BONDS, THE COLLEGE OF NEW JERSEY ISSUE, SERIES 1999 A**

WHEREAS, in connection with the issuance by the New Jersey Educational Facilities Authority (the "Authority") of \$146,455,000 Revenue Bonds, The College of New Jersey Issue, Series 1999 A (the "Bonds"), the Authority, as Obligor, The Bank of New York, as Trustee (the "Trustee"), The Bank of Nova Scotia, New York Agency, as Agent (the "Agent"), and The Bank of Nova Scotia, New York Agency and The Toronto Dominion Bank, Houston Agency, as the Banks (the "Original Banks") entered into a Standby Bond Purchase Agreement dated as of April 1, 1999 (as amended to reflect the withdrawal of The Toronto Dominion Bank, Houston Agency and extensions of the term thereof, the "Standby Agreement"); and

WHEREAS, the Standby Agreement expires on April 25, 2008 and The Bank of Nova Scotia, New York Agency (the "Bank") has offered to extend the term of the Standby Agreement to April 25, 2011 (the "Renewal"); and

WHEREAS, the Public College has requested the Authority to accept the Bank's offer of Renewal; and

WHEREAS, the Bank has provided an amendment to the Standby Agreement reflecting the terms of the Renewal entitled "Standby Bond Purchase Agreement Amendment No. 2", a copy of which is attached hereto as Exhibit A (the "Amendment"); and

WHEREAS, the Authority, the Trustee, the Agent and the Bank are parties to the Amendment; and

WHEREAS, the Bonds are insured by Ambac Assurance Corporation ("Ambac") and Ambac Financial Services, LP ("AFSLP") is a party to a Liquidity Assurance Agreement and an Interest Rate Swap Agreement each dated April 26, 1999 relating to the Bonds; and

WHEREAS, Section 8.08 of the Standby Agreement and Section 4.16 (c) of the Trust Indenture dated as of April 1, 1999 between the Authority and the Trustee relating to the Bonds require the consent of Ambac as insurer of the Bonds and of AFSLP as the provider of the Interest Rate Swap Agreement to any renewal of the Standby Agreement; and

WHEREAS, Section 2.1 (b) of the Liquidity Assurance Agreement and Section 6.1 (d) (iii) of the Interest Rate Swap Agreement each require the consent of AFSLP to any amendment to the documents relating to the Bonds; and

WHEREAS, Ambac and AFSLP have each consented to the Renewal and the Amendment;
and

WHEREAS, the Authority has determined that it is advisable and appropriate to accept the Bank's offer of Renewal thus extending the term of the Standby Agreement to April 25, 2011 under the terms and conditions set forth in the Amendment;

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

Section 1. Approval of Renewal and Amendment; Authorization of Execution and Delivery of the Amendment.

The Authority hereby approves the Renewal and the Amendment in substantially the form attached hereto as Exhibit A and hereby authorizes and directs the Chair, Vice Chair, Executive Director, Deputy Executive Director, Director of Project Management, Secretary or any Assistant Secretary of the Authority (each an "Authorized Officer") to execute and deliver the Amendment 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.

The Standby Agreement as amendment by the Amendment is hereby ratified and confirmed. Any and all prior actions taken by the Authority in connection with amendments to the Standby Agreement including without limitation entry into and execution and delivery of the Amendment are hereby ratified, confirmed and approved. The Authorized Officers, are each hereby authorized and directed to undertake any and all actions necessary to effect execution, delivery and performance of the Amendment 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)*.

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

AYE: Vivian Altman
Roger B. Jacobs
Felice K. Vazquez
R. David Rousseau (represented by Nancy Style)

NAY: None

ABSTAIN: None

ABSENT: Laurence M. Downes (represented by Kevin J. Collins)

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

Execution Copy

STANDBY BOND PURCHASE AGREEMENT
Amendment No. 2

This Amendment No. 2, dated as of January 21, 2008 (this "Amendment"), among The Bank of New York, as Trustee (the "Trustee"), New Jersey Educational Facilities Authority (the "Authority"), The Bank of Nova Scotia, New York Agency, as Agent (the "Agent"), and The Bank of Nova Scotia, New York Agency and any other banks party thereto from time to time (collectively the "Banks") to the Standby Bond Purchase Agreement, dated as of April 1, 1999, as amended by Amendment No. 1 thereto, dated as of February 25, 2005 (as so amended, the "Agreement"; defined terms used herein and not otherwise defined shall have the meanings assigned to them therein).

PRELIMINARY STATEMENTS

(1) Pursuant to the Agreement, the Banks have agreed to purchase certain of the Authority's Revenue Bonds, Series 1999A (The College of New Jersey) (the "Bonds") tendered by the holders thereof from time to time.

(2) The parties hereto therefore desire to amend the Agreement to reflect the extension of the Commitment of the Banks, effective as of April 25, 2008 (the "Effective Date"), to purchase Bonds and to reflect certain other amendments.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged by the parties hereto, the Agent, the Banks, the Trustee and the Authority do hereby agree as follows:

Section 1. Amendments to Agreement. Effective on the Effective Date, and subject to the satisfaction of the conditions precedent set forth in Section 2 hereof, the Agreement is hereby amended as follows:

(a) Section 1.01 is amended by inserting the following new definition of the following term in lieu of the existing definition of such term:

"Stated Expiration Date" means the later of (i) April 25, 2011, or if such day is not a Business Day, the next succeeding Business Day and (ii) the last day of any extension of such date pursuant to Section 8.08 hereof, or if such day is not a Business Day, the next succeeding Business Day.

(b) Section 2.05 is amended by deleting subsection (a) thereof and replacing it with the following:

(a) **Commitment Fee.** The Obligor hereby agrees to pay or cause to be paid (subject to and as provided in Section 2.08 hereof) to the Agent on behalf of the Banks a commitment fee with respect to the commitment of the Banks hereunder at the applicable rate (the "Applicable Fee Rate") set forth below for the duration of this Agreement on the

average daily amount of the Available Commitment of the Banks during each period in respect of which payment is to be made, based upon the long-term ratings by S&P and Moody's, respectively, on the Bonds:

Bond Ratings	Applicable Fee Rate
AAA/Aaa or better	30 basis points
AA+/Aa1	45 basis points
AA/Aa2	60 basis points
AA-/Aa3	75 basis points
A+/A1	90 basis points
A/A2	105 basis points
A-/A3	120 basis points

The Applicable Fee Rate shall in each case be based upon the lower rating of the two rating agencies. In addition, the Applicable Fee Rate shall be 150 basis points (1.5%) at any time: (i) either of such Bond ratings is withdrawn or suspended, or (ii) upon the occurrence and during the continuance of an Event of Termination hereunder.

Such commitment fee shall be payable, quarterly in arrears, on the first day (or, if such day is not a Business Day, on the next following Business Day) of each January, April, July and October (commencing July 1, 2008 for the period commencing on April 26, 2008 and ending on July 1, 2008) with respect to the period or portion thereof ending on such fee payment date, and on the last day of the Bank Purchase Period or, if earlier, the date on which the Available Commitment is terminated or reduced to zero. For the purposes of this Section 2.05(a) only, the Available Commitment shall be deemed not to be reduced during any period the Banks' obligations to purchase Bonds has been suspended pursuant to Section 7.02(c) hereof.

Section 2. Conditions of Effectiveness. This Amendment shall become effective when and if (a) counterparts of this Amendment shall have been executed by the Authority, the Agent, the Trustee and the Banks, and consented to by Ambac Assurance Corporation, which execution and delivery by the Authority shall be deemed to constitute a representation and warranty by the Authority that the statements in Section 4(d) hereof are true, (b) the Agent shall have received evidence to the effect that this Amendment has been duly authorized, executed and delivered by the Authority, and (c) the Agent shall have received payment from the Public College of the fees and expenses of its counsel in the amount of \$3,500.

Section 3. Reference to and Effect on Agreement and the Pledge Agreement, Etc.; Representations and Warranties. (a) Upon the effectiveness of this Amendment, each reference in the Agreement to "this Agreement," "hereunder", "hereof", "herein" or words of like import referring to the Agreement, and each reference in the Related Documents to the Agreement, shall mean and be a reference to the Agreement as amended hereby.

(b) Except as specifically amended above, the Agreement shall remain in full force and effect and is hereby ratified and confirmed. For the avoidance of doubt, the commitment fee set forth in Section 2.05(a) shall continue to be 0.30% per annum (30 bps).

(c) The execution, delivery and effectiveness of this Amendment shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of the Banks under the Agreement, or constitute a waiver of any provision of the Agreement.

(d) As of the date of this Amendment, the Authority represents and warrants to the Banks that:

(i) the Authority has duly authorized, executed and delivered this Amendment;

(ii) no authorization or approval or other action by, and no notice to or filing with, any governmental authority or regulatory agency is required for the due execution, delivery and performance by the Authority of this Amendment, except such as have been duly obtained or made and are in full force and effect;

(iii) this Amendment is the legal, valid and binding obligation of the Authority enforceable against it in accordance with its terms;

(iv) the representations and warranties made by the Authority in the Agreement are correct on and as of such date as though made on and as of such date with references therein to the Agreement to mean the Agreement as amended by this Amendment;

(v) no event has occurred and is continuing, or would result from the execution, delivery and performance of this Amendment by the Authority, that constitutes an Event of Default or would constitute an Event of Default but for the requirement that notice be given or time elapse or both; and

(vi) since the date of execution of the Agreement, there has been no material adverse change in the financial condition or operations of the Authority.

Section 4. Execution in Counterparts. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same instrument.

Section 5. Headings. Section headings in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Amendment for any other purpose.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized with effect from the date first above written.

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY

By: _____
Name:
Title:

THE BANK OF NOVA SCOTIA,
New York Agency, as Agent and as a Bank

By: _____
Name: William R. Collins
Title: Managing Director

THE BANK OF NEW YORK,
as Trustee

By: _____
Name:
Title:

ACKNOWLEDGED:

THE BOARD OF TRUSTEES OF THE COLLEGE OF NEW JERSEY

By: _____
Name:
Title:

CONSENTED TO:

AMBAC ASSURANCE CORPORATION

By: _____
Name:
Title:

AMBAC FINANCIAL SERVICES, L.P.

By: _____
Name:
Title:

**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
2007 BUDGET VARIANCE ANALYSIS
FOR TWELVE MONTHS ENDED DECEMBER 31, 2007**

Executive Summary

The NJEFA concluded 2007 with net operating income in the amount of \$1,703,910, based on revenues of \$4,263,699 and expenses of \$2,559,789. As a result, net operating income is higher than budgeted by \$664,738. This difference is a result of greater than expected revenues in the amount of \$121,615 and less than anticipated expenses in the amount of \$543,123.

Revenues

The \$121,615 favorable variance for revenues is primarily the result of greater than anticipated bond issuance activity and positive market conditions affecting investments.

Expenses

Operating expenditures for the year were favorable as compared to budget by \$543,123. Salaries and Employee Benefits were a combined \$210,842 less than budgeted, primarily due to prior staff vacancies. Attorney General Fees were \$77,282 less than budgeted because actual billings are less than that of the Legal Services Cost Projection Agreement. Rent expense was higher than budgeted for the year due to increased escalations in landlord operating expenses. The remaining line items display mostly positive deviations, at a savings to the Authority.

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
ACTUAL vs. BUDGET REPORT
DECEMBER 2007

	12 Months Ended		
	December 31, 2007		
	<u>Actual</u>	<u>Budget</u>	<u>Variance</u>
<u>Operating Revenues</u>			
Annual Administrative Fees	\$ 3,010,279	\$ 3,105,084	\$ (94,805)
Initial Fees	813,922	650,000	163,922
Investment Income	439,498	387,000	52,498
	<u>\$ 4,263,699</u>	<u>\$ 4,142,084</u>	<u>\$ 121,615</u>
<u>Operating Expenses</u>			
Salaries	\$ 1,241,641	\$ 1,378,560	\$ 136,919
Employee Benefits	323,467	397,390	73,923
Office of The Governor	16,148	49,000	32,852
Office of The Attorney General	110,000	187,282	77,282
Sponsored Programs	16,250	25,000	8,750
Telephone	21,672	22,000	328
Gasoline & Auto Maintenance	9,993	8,000	(1,993)
Rent	302,554	283,000	(19,554)
Utilities	15,602	15,180	(422)
Postage	5,781	6,500	719
Office Supplies & Expenses	44,430	40,000	(4,430)
Travel & Official Receptions	25,146	36,000	10,854
Staff Training & Tuition Reimbursement	20,759	20,000	(759)
Insurance	59,784	70,000	10,216
Annual Report & Newsletters	32,255	50,000	17,745
Public Relations	-	5,000	5,000
Electronic Communication Program	-	50,000	50,000
Professional Services	137,891	215,000	77,109
Dues & Subscriptions	63,157	68,000	4,843
Maintenance of Equipment	29,241	38,000	8,759
Depreciation	84,018	89,000	4,982
Contingency	-	50,000	50,000
	<u>2,559,789</u>	<u>3,102,912</u>	<u>543,123</u>
Operating Income	<u>\$ 1,703,910</u>	<u>\$ 1,039,172</u>	<u>\$ 664,738</u>

New Jersey Educational Facilities Authority
 Summary of Construction Funds
 As of December 31, 2007

<u>Private</u>		<u>Institution</u>	<u>Issue</u>	<u>Description</u>	<u>Bond Proceeds</u>	<u>Net Disbursed</u>	<u>Balance</u>	<u>% Complete</u>
	Stevens Institute of Technology	2004 Series B	Student Residence Conversion	\$ 12,281,959.45	\$ (10,746,636.08)	\$ 1,535,323.37	87%	
	Seton Hall University	2005 Series C	Science Center/Student Housing	56,906,973.36	(48,697,229.79)	8,209,743.57	86%	
	Institute for Advanced Study	2006 Series C	Biology Bldg. & Renovations	19,939,000.00	(7,990,233.36)	11,948,766.64	40%	
	Princeton University	2006 Series D	Renovations/Capital Equipment	75,000,000.00	(46,532,380.29)	28,467,619.71	62%	
	College of Saint Elizabeth	2006 Series K	Perf. Arts Center, Renovations	13,943,570.20	(11,478,411.88)	2,465,158.32	82%	
	Rider University	2007 Series C	Student Housing, Parking & Improv.	21,013,907.29	(316,467.00)	20,697,440.29	2%	
	Drew University	2007 Series D	Student Housing & Renovations	25,314,969.30	(1,412,353.35)	23,902,615.95	6%	
	Georgian Court University	2007 Series D	Wellness Center, Bookstore	11,327,709.22	(4,915,416.99)	6,412,292.23	43%	
	Princeton University	2007 Series E	Construction & Major Maintenance	329,363,288.30	(75,310,428.97)	254,052,859.33	23%	
	Sub Total			\$ 565,091,377.12	\$ (207,399,557.71)	\$ 357,691,819.41		
<u>Public</u>								
	The College of New Jersey	Series 1999 A	Academic Buildings	\$ 54,996,856.58	\$ (34,164,363.35)	\$ 20,832,493.23	62%	
	The College of New Jersey	Series 2002 D	Library & Various Renovations	137,126,158.84	(84,385,699.42)	52,740,459.42	62%	
	New Jersey City University	Series 2003 A	Various Projects	45,779,798.13	(41,546,618.65)	4,233,179.48	91%	
	Rowan University	Series 2004 C	Academic Building, Various Projects	57,850,090.45	(49,187,827.69)	8,662,262.76	85%	
	New Jersey City University	Series 2005 A	Various Capital Improvements	21,348,611.31	(15,496,266.73)	5,852,344.58	73%	
	Richard Stockton College of New Jersey	Series 2005 C	Various Projects & Renovations	25,824,484.04	(18,217,455.55)	7,607,028.49	71%	
	Kean University	Series 2005 B	Various Projects & Renovations	91,383,145.08	(25,655,335.07)	65,727,810.01	28%	
	Ramapo College of New Jersey	Series 2006 D	Science Bldg., Parking & Renov.	48,962,668.44	(41,708,783.70)	7,253,884.74	85%	
	Montclair State University	Series 2006 A	Rec. Center, Parking & Renovations	99,691,116.44	(20,992,943.60)	78,698,172.84	21%	
	Richard Stockton College of New Jersey	Series 2006 F	Housing V, Various Projects	50,675,855.72	(25,238,846.15)	25,437,009.57	50%	
	Rowan University	Series 2006 G	Various Renovations	46,527,357.07	(9,030,639.67)	37,496,717.40	19%	
	Rowan University	Series 2006 H	Property Acquisition, Renovations	19,797,386.13	(2,080,651.41)	17,716,734.72	11%	
	Kean University	Series 2007 D	2 Residence Halls, Dining, Parking	124,287,050.02	(4,024,437.53)	120,262,612.49	3%	
	Richard Stockton College of New Jersey	Series 2007 G	Housing V, Various Upgrades & Renov	40,242,421.65	(413,432.62)	39,828,989.03	1%	
	Sub Total			\$ 864,492,999.90	\$ (372,143,301.14)	\$ 492,349,698.76		
<u>Other Programs</u>								
	Public Library Grant Program	Series 2002 A	Library Grants	\$ 45,380,714.58	\$ (44,862,464.28)	\$ 518,250.30	99%	
	Capital Improvement Fund	Series 2002 A	Capital Improvements	195,287,675.00	(190,871,849.39)	4,415,825.61	98%	
	Equipment Leasing Fund	Series 2003 A	Equipment Leasing	13,343,279.40	(13,276,267.23)	67,012.17	99%	
	Sub Total			\$ 254,011,668.98	\$ (249,010,580.90)	\$ 5,001,088.08		
	Grand Total			\$ 1,683,596,046.00	\$ (828,553,439.75)	\$ 855,042,606.25		