

NEW ISSUE



\$137,935,000
DORMITORY AUTHORITY
OF THE STATE OF NEW YORK
COLUMBIA UNIVERSITY
REVENUE BONDS, SERIES 2012A

Dated: Date of Delivery

Due: October 1, as shown on the inside cover

Payment and Security: The Columbia University Revenue Bonds, Series 2012A (the "Series 2012A Bonds"), are special obligations of the Dormitory Authority of the State of New York (the "Authority"), payable solely from, and secured by a pledge of (i) certain payments to be made under the Amended and Restated Loan Agreement, dated as of September 1, 2011 (the "Loan Agreement"), between The Trustees of Columbia University in the City of New York (the "University") and the Authority, and (ii) all funds and accounts (except the Arbitrage Rebate Fund and any fund established for the payment of the Purchase Price of Option Bonds tendered for purchase) established under the Authority's Columbia University Revenue Bond Resolution, adopted September 27, 2000, as supplemented and amended (the "Resolution"), and the Series 2012A Resolution Authorizing the Issuance of a Series of Columbia University Revenue Bonds, adopted April 25, 2012 (the "Series 2012A Resolution").

The Loan Agreement is a general, unsecured obligation of the University and requires the University to pay, in addition to the fees and expenses of the Authority and the Trustee, amounts sufficient to pay, when due, the principal, Sinking Fund Installments, if any, Purchase Price and Redemption Price of and interest on all Bonds issued under the Resolution, including the Series 2012A Bonds.

The Series 2012A Bonds will not be a debt of the State of New York (the "State") nor will the State be liable thereon. The Authority has no taxing power.

Description: The Series 2012A Bonds will be issued as fully registered bonds in denominations of \$5,000 or any integral multiple thereof. Interest (due October 1, 2012 and each April 1 and October 1 thereafter) will be payable by check or draft mailed to the registered owners of the Series 2012A Bonds at their addresses as shown on the registration books held by the Trustee or, at the option of a holder of at least \$1,000,000 in principal amount of Series 2012A Bonds, by wire transfer to the holder of such Series 2012A Bonds, each as of the close of business on the fifteenth day of the month next preceding an interest payment date. The principal or Redemption Price of the Series 2012A Bonds will be payable at the principal corporate trust office of Manufacturers and Traders Trust Company, Buffalo, New York, the Trustee and Paying Agent or, with respect to Redemption Price, at the option of a holder of at least \$1,000,000 in principal amount of Series 2012A Bonds, by wire transfer to the holders of such Series 2012A Bonds as more fully described herein.

The Series 2012A Bonds will be issued initially under a Book-Entry Only System, registered in the name of Cede & Co., as nominee for The Depository Trust Company ("DTC"). Individual purchases of beneficial interests in the Series 2012A Bonds will be made in book-entry form (without certificates). So long as DTC or its nominee is the registered owner of the Series 2012A Bonds, payments of the principal, Redemption Price of and interest on the Series 2012A Bonds will be made directly to DTC or its nominee. Disbursement of such payments to DTC participants is the responsibility of DTC and disbursement to beneficial owners is the responsibility of DTC participants. See "PART 3 - THE SERIES 2012A BONDS - Book-Entry Only System" herein.

Tax Exemption: In the opinion of Bond Counsel, under existing law and assuming compliance with the tax covenants described herein, and the accuracy of certain representations and certifications made by the Authority and the University described herein, interest on the Series 2012A Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"). Bond Counsel is also of the opinion that such interest is not treated as a preference item in calculating the alternative minimum tax imposed under the Code with respect to individuals and corporations. Bond Counsel is further of the opinion that, by virtue of the Act, interest on the Series 2012A Bonds is exempt from personal income taxes of the State of New York and its political subdivisions. See "PART 11 - TAX MATTERS" herein regarding certain other tax considerations.

The Series 2012A Bonds are offered when, as, and if issued and received by the Underwriters. The offer of the Series 2012A Bonds may be subject to prior sale, or withdrawn or modified at any time without notice. The offer is subject to the approval of legality by Nixon Peabody LLP, New York, New York, Bond Counsel, and to certain other conditions. Certain legal matters will be passed upon for the University by its General Counsel and by Hawkins Delafield & Wood LLP, New York, New York. Certain legal matters will be passed upon for the Underwriters by their counsel, Winston & Strawn LLP, New York, New York. The Authority expects to deliver the Series 2012A Bonds in definitive form in New York, New York, on or about June 7, 2012.

J.P. Morgan
Lebenthal & Co., LLC
Ramirez & Co., Inc.

BofA Merrill Lynch
Loop Capital Markets LLC

Goldman, Sachs & Co.
Morgan Stanley
Roosevelt & Cross Incorporated

\$137,935,000
DORMITORY AUTHORITY OF THE STATE OF NEW YORK
COLUMBIA UNIVERSITY REVENUE BONDS, SERIES 2012A

<u>Due</u> <u>October 1</u>	<u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>CUSIP</u> <u>Number</u>¹
2018	\$ 2,000,000	3.00%	1.07%	649906E26
2018	1,645,000	4.00	1.07	649906E75
2018	8,000,000	5.00	1.07	649906F41
2019	2,000,000	3.00	1.31	649906E34
2019	3,360,000	4.00	1.31	649906E83
2019	8,000,000	5.00	1.31	649906F58
2020	500,000	3.00	1.60	649906E42
2020	1,175,000	4.00	1.60	649906E91
2020	22,190,000	5.00	1.60	649906F66
2021	37,060,000	5.00	1.79	649906F25
2022	2,110,000	3.00	1.92	649906E67
2022	49,895,000	5.00	1.92	649906F33

¹ CUSIP data herein are provided by Standard & Poor's, CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. CUSIP numbers have been assigned by an independent company not affiliated with the Authority and are included solely for the convenience of the holders of the Series 2012A Bonds. The Authority is not responsible for the selection or uses of these CUSIP numbers, and no representation is made as to their correctness on the Series 2012A Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of the Series 2012A Bonds.

No dealer, broker, salesperson or other person has been authorized by the Authority, the University or the Underwriters to give any information or to make any representations with respect to the Series 2012A Bonds, other than the information and representations contained in this Official Statement. If given or made, any such information or representations must not be relied upon as having been authorized by the Authority, the University or the Underwriters.

This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor may there be a sale of the Series 2012A Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

Certain information in this Official Statement has been supplied by the University and other sources that the Authority believes are reliable. Neither the Authority nor the Underwriters guarantee the accuracy or completeness of such information, and such information is not to be construed as a representation of the Authority or of the Underwriters.

The University has reviewed the parts of this Official Statement describing the University, the 2012A Project, the Refunding Plan, the Estimated Sources and Uses of Funds and Appendix B. It is a condition to the sale of and the delivery of the Series 2012A Bonds that the University certify to the Underwriters and the Authority that, as of the date of this Official Statement and of delivery of the Series 2012A Bonds, such parts do not contain any untrue statements of a material fact and do not omit to state a material fact necessary in order to make the statements made therein, in the light of the circumstances under which the statements are made, not misleading. The University makes no representation as to the accuracy or completeness of any other information included in this Official Statement.

The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

References in this Official Statement to the Act, the Resolution, the Series 2012A Resolution, the Series 2012A Bond Series Certificate and the Loan Agreement do not purport to be complete. Refer to the Act, the Resolution, the Series 2012 Resolution, the Series 2012A Bond Series Certificate and the Loan Agreement for full and complete details of their provisions. Copies of the Act, the Resolution, the Series 2012 Resolution, the Series 2012A Bond Series Certificate and the Loan Agreement are on file with the Authority and the Trustee.

The order and placement of material in this Official Statement, including its appendices, are not to be deemed a determination of relevance, materiality or importance, and all material in this Official Statement, including its appendices, must be considered in its entirety.

Under no circumstances will the delivery of this Official Statement or any sale made after its delivery create any implication that the affairs of the Authority and the University have remained unchanged after the date of this Official Statement.

IN CONNECTION WITH THE OFFERING OF THE SERIES 2012A BONDS, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICES OF THE SERIES 2012A BONDS AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

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DORMITORY AUTHORITY - STATE OF NEW YORK
PAUL T. WILLIAMS, JR. – PRESIDENT

515 BROADWAY, ALBANY, N.Y. 12207
ALFONSO L. CARNEY, JR. – CHAIR

OFFICIAL STATEMENT RELATING TO
\$137,935,000
DORMITORY AUTHORITY
OF THE STATE OF NEW YORK
COLUMBIA UNIVERSITY
REVENUE BONDS, SERIES 2012A

PART 1 - INTRODUCTION

Purpose of the Official Statement

The purpose of this Official Statement, including the cover page and appendices, is to provide information about the Authority and the University, in connection with the offering by the Authority of \$137,935,000 principal amount of its Columbia University Revenue Bonds, Series 2012A (the “Series 2012A Bonds”).

The following is a brief description of certain information concerning the Series 2012A Bonds, the Authority and the University. A more complete description of such information and additional information that may affect decisions to invest in the Series 2012A Bonds is contained throughout this Official Statement, which should be read in its entirety. Certain terms used in this Official Statement are defined in Appendix A hereto.

Purpose of the Issue

The Series 2012A Bonds are being issued to (i) pay the Costs of the 2012A Project, (ii) refund certain Outstanding Bonds of the Authority issued for the benefit of the University and (iii) pay certain Costs of Issuance of the Series 2012A Bonds. See “PART 5 - THE 2012A PROJECT,” “PART 6 - THE REFUNDING PLAN” and “PART 7 - ESTIMATED SOURCES AND USES OF FUNDS.”

Authorization of Issuance

The Series 2012A Bonds will be issued pursuant to the Resolution, the Series 2012 Resolution and the Act. In addition to the issuance of the Series 2012A Bonds, the Resolution authorizes the issuance of additional Series of Bonds to pay costs of one or more projects, to pay the Costs of Issuance of such Series of Bonds and to refund all or a portion of Outstanding Bonds or other notes or bonds of the Authority issued for the benefit of the University. The Bonds permitted to be issued under the Resolution include Capital Appreciation Bonds, Deferred Income Bonds, Option Bonds and Variable Interest Rate Bonds. All Bonds issued under the Resolution rank on a parity with each other and are secured equally and ratably with each other.

The Authority

The Authority is a public benefit corporation of the State, created for the purpose of financing and constructing a variety of public-purpose facilities for certain educational, governmental and not-for-profit institutions. See “PART 8 - THE AUTHORITY.”

The University

The University is a private, non-sectarian, non-profit institution of higher education chartered by the State Legislature. The University has two campuses in New York City, its main campus in Morningside Heights and its Health Sciences campus in Washington Heights. See “PART 4 - THE UNIVERSITY” and “Appendix B - Financial Statements of Columbia University and Independent Auditors’ Report.”

The Series 2012A Bonds

The Series 2012A Bonds are dated their date of delivery and bear interest from such date (payable October 1, 2012 and on each April 1 and October 1 thereafter) at the rates and will mature at the times set forth on the inside cover page of this Official Statement. See “PART 3 - THE SERIES 2012A BONDS - Description of the Series 2012A Bonds.”

Payment of the Series 2012A Bonds

The Series 2012A Bonds and all other Bonds issued under the Resolution are special obligations of the Authority payable solely from the Revenues which consist of certain payments to be made by the University under the Loan Agreement, which payments are pledged and assigned to the Trustee. The Loan Agreement is a general, unsecured obligation of the University. See “PART 2 - SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2012A BONDS - Payment of the Series 2012A Bonds.”

Security for the Series 2012A Bonds

The Series 2012A Bonds are secured equally with all other Bonds which have been and may be issued under the Resolution by the pledge of the Revenues, the proceeds of the Bonds and, except as otherwise provided in the Resolution, all funds and accounts established by the Resolution and any Series Resolution other than the Arbitrage Rebate Fund and any fund established for the payment of the Purchase Price of Option Bonds tendered for purchase.

The Loan Agreement is a general, unsecured obligation of the University. No security interest in any revenues or assets of the University has been granted by the University to the Authority under the Loan Agreement. However, the University has granted security interests in certain revenues and assets of the University to secure certain of the University’s outstanding indebtedness other than the Bonds. In addition, the University may incur additional indebtedness or other obligations secured by a lien and pledge of revenues of the University without granting to the Authority any security interest in any revenues to secure the University’s obligations under the Loan Agreement. See “PART 2 - SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2012A BONDS - Security for the Series 2012A Bonds” and “ - Issuance of Additional Bonds” and “PART 4 - THE UNIVERSITY - ANNUAL FINANCIAL STATEMENT INFORMATION - Outstanding Indebtedness; Existing Liens.”

The Series 2012A Bonds will not be a debt of the State nor will the State be liable thereon. The Authority has no taxing power. Neither the State nor the Authority has any responsibility to make payments with respect to the Series 2012A Bonds except for the Authority’s responsibility to make payments from moneys received from the University pursuant to the Loan Agreement and from amounts held in the funds and accounts under the Resolution and pledged therefor.

The 2012A Project

A portion of the proceeds from the Series 2012A Bonds will be used to refinance existing debt that financed earlier capital projects and to finance various construction and renovation projects throughout the Columbia University system. See “PART 5 - THE 2012A Project” for a description of the most significant components of the 2012A Project.”

PART 2 - SOURCES OF PAYMENT AND SECURITY FOR THE SERIES 2012A BONDS

Set forth below is a narrative description of certain contractual provisions relating to the sources of payment of and security for the Series 2012A Bonds. These provisions have been summarized and this description does not purport to be complete. Reference should be made to the Act, the Loan Agreement, the Resolution, the Series 2012A Resolution and the Series 2012A Bond Series Certificate. Copies of the Act, the Loan Agreement, the Resolution, the Series 2012A Resolution and the Series 2012A Bond Series Certificate are on file with the Authority and the Trustee. See also “Appendix C - Summary of Certain Provisions of the Loan Agreement” and “Appendix D - Summary of Certain Provisions of the Resolution” for a more complete statement of the rights, duties and obligations of the parties thereto.

Payment of the Series 2012A Bonds

The Series 2012A Bonds and all other Bonds which have been and may be issued under the Resolution will be special obligations of the Authority. The principal, Sinking Fund Installments, if any, and Redemption Price of and interest on the Series 2012A Bonds and all other Bonds issued under the Resolution are payable solely from the Revenues, which consist of payments to be made by the University pursuant to the Loan Agreement on account of the principal, Sinking Fund Installments, if any, and Redemption Price of and interest on the Bonds. The Revenues and the right to receive them have been pledged to the Trustee for the benefit of the Bondholders.

The Loan Agreement is a general, unsecured obligation of the University. The Loan Agreement obligates the University to make payments to satisfy the principal, Sinking Fund Installments, if any, and Redemption Price of and interest on Outstanding Series 2012A Bonds. Payments made by the University in respect of the principal or interest on the Series 2012A Bonds are to be made on the fifth Business Day immediately preceding each date on which such principal or interest is payable, in each case in an amount equal to the principal or interest coming due on such date. The Loan Agreement also obligates the University to pay, at least five Business Days prior to a redemption date or purchase date of Bonds called for redemption or contracted to be purchased in lieu of redemption, the amount, if any, required to pay the purchase price or Redemption Price of such Bonds. See “PART 3 - THE SERIES 2012A BONDS – Special Redemption.”

The Authority has directed the University, and the University has agreed, to make such payments directly to the Trustee. Such payments are to be applied by the Trustee to the payment of the principal and Redemption Price of and interest on the Series 2012A Bonds.

Security for the Series 2012A Bonds

The Series 2012A Bonds are secured equally with all other Bonds which have been and may be issued under the Resolution by the pledge of the Revenues, the proceeds of the Bonds and, except as otherwise provided in the Resolution, all funds and accounts established by the Resolution and any Series Resolution other than the Arbitrage Rebate Fund and any fund established for the payment of the purchase price of Option Bonds tendered for purchase.

The Series 2012A Bonds will not be a debt of the State nor will the State be liable thereon. The Authority has no taxing power. Neither the State nor the Authority has any responsibility to make payments with respect to the Series 2012A Bonds except for the Authority’s responsibility to make payments from moneys received from the University pursuant to the Loan Agreement and from amounts held in the funds and accounts under the Resolution and pledged therefor.

The Loan Agreement and the obligation of the University to make payments under the Loan Agreement are general, unsecured obligations of the University. The obligations of the University to make payments or cause the same to be made under the Loan Agreement are complete and unconditional and the amount, manner and time of making such payments are not to be decreased, abated, postponed or delayed for any cause or by reason of the happening or non-happening of any event, irrespective of any defense or any right of set-off, recoupment or counterclaim which the University may otherwise have against the Authority, the Trustee or any Bondholder for any cause whatsoever.

No security interest in any revenues or assets of the University has been granted by the University to the Authority under the Loan Agreement. However, the University has granted security interests in certain revenues and assets of the University to secure certain of the University’s outstanding indebtedness other than the Bonds. See “PART 4 - THE UNIVERSITY - ANNUAL FINANCIAL STATEMENT INFORMATION - Outstanding Indebtedness; Existing Liens,” for a description of such indebtedness of the University secured by certain pledged revenues. In addition, the University may incur certain additional indebtedness or other obligations secured by a lien and pledge of revenues of the University without granting to the Authority any security interest in any revenues to secure the University’s obligations under the Loan Agreement. See “Appendix C - Summary of Certain Provisions of the Loan Agreement.” In the event of a default under any debt instrument secured by such pledged revenues, the holder or trustee under such debt instrument (including the Authority) will have the right to collect a portion or all of such pledged revenues, and apply the revenues so collected to the payment of amounts due under such debt instrument. Any revenues so collected and applied will not be available for satisfying any of the University’s obligations under the Loan Agreement.

Events of Default and Acceleration

The following are events of default under the Resolution: (i) a default in the payment of the principal, Sinking Fund Installment, if any, or Redemption Price of or interest on any Bond; (ii) the Authority defaults in the due and punctual performance of the tax covenants contained in the Resolution, and, as a result thereof, the interest on Bonds of a Series shall no longer be excludable from gross income under the Code; (iii) a default by the Authority in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the Bonds or in the Resolution or any Series Resolution on the part of the Authority to be performed and the continuance of such default for 30 days after written notice specifying such default and requiring the same to be remedied shall have been given to the Authority by the Trustee, which may give such notice in its discretion and shall give such notice at the written request of the Holders of not less than 25% in principal amount of the Outstanding Bonds; or (iv) an event of default under the Loan Agreement shall have been declared and is continuing and all sums payable by the University under the Loan Agreement have been declared immediately due and payable

(unless such declaration has been annulled). Unless otherwise specified above, an event of default under the Loan Agreement is not an event of default under the Resolution.

The Resolution provides that if an event of default (other than as described in clause (ii) of the preceding paragraph) occurs and continues, the Trustee may, and upon the written request of Holders of not less than 25% in principal amount of the Bonds Outstanding, by notice in writing to the Authority, is to declare the principal of and interest on all of the Bonds Outstanding to be due and payable at the expiration of 30 days after such notice is given. At the expiration of 30 days from the giving of such notice, such principal and interest will become immediately due and payable. The Trustee, with the written consent of the Holders of not less than 25% in principal amount of Bonds not yet due by their terms and then Outstanding, will annul such declaration and its consequences under the terms and conditions specified in the Resolution with respect to such annulment.

Notwithstanding any other provision of the Resolution to the contrary, upon the Authority's failure to comply with the covenant described in subclause (ii) of the first paragraph under this heading, upon the direction of the Holders of not less than 25% in principal amount of the Outstanding Bonds of the Series affected thereby, the Trustee is to exercise the rights and remedies provided to the Bondholders under the Resolution. However, the Resolution provides that in no event may the Trustee, whether or not it is acting at the direction of the Holders of 25% or more in principal amount of the Outstanding Bonds of the Series affected thereby, declare the principal of such Series of Bonds, and the interest accrued thereon, to be due and payable immediately as a result of the Authority's failure to comply with such covenant.

The Resolution provides that the Trustee is to give notice in accordance with the Resolution of each event of default known to the Trustee to the Holders of the Bonds within 30 days after knowledge of the occurrence thereof unless such default has been remedied or cured before the giving of such notice. However, except in the case of default in the payment of the principal, Sinking Fund Installment, if any, or Redemption Price of, or interest on, any of the Bonds, the Trustee is protected in withholding such notice thereof from the Holders if the Trustee in good faith determines that the withholding of such notice is in the best interests of the Holders of the Bonds.

Issuance of Additional Bonds

In addition to the Bonds currently Outstanding under the Resolution and the Series 2012A Bonds, the Resolution authorizes the issuance of other Series of Bonds to finance one or more projects and for other specified purposes including to refund Outstanding Bonds or other notes or bonds of the Authority issued on behalf of the University. The Bonds which may be issued include Fixed Interest Rate Bonds, Capital Appreciation Bonds, Deferred Income Bonds, Option Bonds and Variable Interest Rate Bonds.

General

The Series 2012A Bonds will not be a debt of the State nor will the State be liable thereon. The Authority has no taxing power. The Authority has never defaulted in the timely payment of principal or sinking fund installments of or interest on its bonds or notes. See "PART 8 - THE AUTHORITY."

PART 3 - THE SERIES 2012A BONDS

Set forth below is a narrative description of certain provisions relating to the Series 2012A Bonds. These provisions have been summarized and this description does not purport to be complete. Reference should be made to the Resolution and the Loan Agreement, copies of which are on file with the Authority and the Trustee. See also "Appendix C - Summary of Certain Provisions of the Loan Agreement" and "Appendix D - Summary of Certain Provisions of the Resolution" for a more complete description of certain provisions of the Series 2012A Bonds.

General

The Series 2012A Bonds will be issued pursuant to the Resolution. The Series 2012A Bonds will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), pursuant to DTC's Book-Entry Only System. Purchases of beneficial interests in the Series 2012A Bonds will be made in book-entry form, without certificates. So long as DTC or its nominee, Cede & Co., is the registered owner of the Series 2012A Bonds, payments of the principal and Redemption Price of and interest on the Series 2012A Bonds will be made by the Trustee directly to Cede & Co. Disbursement of such payments to the DTC Participants (as hereinafter defined) is the responsibility of DTC and disbursement of such payments to the Beneficial Owners of the Series 2012A Bonds is the responsibility of the DTC Participants and the Indirect Participants (as hereinafter defined). If at any time the Book-Entry Only System is discontinued for the Series 2012A Bonds, the Series 2012A Bonds will be exchangeable for fully registered Series 2012A Bonds in any authorized denominations of the same maturity without charge except the payment of any tax, fee or other governmental charge to be paid with respect to such exchange, subject to the conditions and restrictions set forth in

the Resolution. See “ - Book-Entry Only System” and “Appendix D - Summary of Certain Provisions of the Resolution.”

Description of the Series 2012A Bonds

The Series 2012A Bonds will be dated the date of their delivery and bear interest from such date (payable October 1, 2012 and on each April 1 and October 1 thereafter) at the rates set forth on the inside cover page of this Official Statement.

The Series 2012A Bonds will be issued as fully registered bonds in denominations of \$5,000 or any integral multiple thereof.

Interest on the Series 2012A Bonds will be payable in immediately available funds by check or draft mailed to the registered owners or, at the option of the registered owner of at least \$1,000,000 of Series 2012A Bonds, by wire transfer to the wire transfer address within the continental United States to which the registered owner has instructed the Trustee to make such payment at least five days prior to the interest payment date. If the Series 2012A Bonds are not registered in the name of DTC or its nominee, Cede & Co., the principal and Redemption Price of the Series 2012A Bonds will be payable in lawful money of the United States of America at the principal corporate trust office of Manufacturers and Traders Trust Company, Buffalo, New York, the Trustee and Paying Agent.

For a more complete description of the Series 2012A Bonds, see “Appendix D - Summary of Certain Provisions of the Resolution.”

Special Redemption

The Series 2012A Bonds are subject to redemption prior to maturity at the election of the Authority, in whole or in part on any interest payment date, at a redemption price equal to 100% of the principal amount of the Series 2012A Bonds or portions thereof to be redeemed, plus accrued interest to the redemption date (i) from proceeds of a condemnation or insurance award, which proceeds are not used to repair, restore or replace the Project to which such proceeds relate, and (ii) from unexpended proceeds of the Series 2012A Bonds upon the abandonment of all or a portion of the Project due to a legal or regulatory impediment.

Selection of Bonds to be Redeemed

In the case of redemption of the Series 2012A Bonds, the Authority will select the maturities of the Series 2012A Bonds to be redeemed. If less than all of the Series 2012A Bonds of a maturity are to be redeemed, the Series 2012A Bonds of such maturity to be redeemed will be selected by the Trustee, by lot, using such method of selection as the Trustee shall consider proper in its discretion.

Notice of Redemption

The Trustee is to give notice of the redemption of the Series 2012A Bonds in the name of the Authority, by first-class mail, postage prepaid, not less than 30 days nor more than 60 days prior to the redemption date to the registered owners of any Series 2012A Bonds to be redeemed, at their last known addresses appearing on the registration books of the Authority not more than ten Business Days prior to the date such notice is given. Each notice of redemption will state, in addition to any other condition, that the redemption is conditioned upon the availability on the redemption date of sufficient money to pay the Redemption Price of the Series 2012A Bonds to be redeemed. The failure of any owner of a Series 2012A Bond to be redeemed to receive notice of redemption will not affect the validity of the proceedings for the redemption of such Series 2012A Bond.

If on the redemption date money for the redemption of the Series 2012A Bonds of like maturity to be redeemed, together with interest thereon to the redemption date, are held by the Trustee so as to be available for payment of the redemption price, and if notice of redemption has been mailed, then interest on the Series 2012A Bonds of such maturity will cease to accrue from and after the redemption date and such Series 2012A Bonds will no longer be considered to be Outstanding.

For a more complete description of the redemption and other provisions relating to the Series 2012A Bonds, see “Appendix D - Summary of Certain Provisions of the Resolution.” Also see “Book-Entry Only System” below for a description of the notices of redemption to be given to Beneficial Owners of the Series 2012A Bonds when the Book-Entry Only System is in effect.

Book-Entry Only System

The Depository Trust Company (“DTC”), New York, New York, will act as securities depository for the Series 2012A Bonds. The Series 2012A Bonds will be issued as fully-registered securities in the name of Cede & Co. (DTC’s partnership nominee), or such other name as may be requested by an authorized representative of DTC.

One fully-registered Series 2012A Bond certificate will be issued for each maturity of the Series 2012A Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Series 2012A Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2012A Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2012A Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners, however, are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2012A Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2012A Bonds, except in the event that use of the book-entry system for the Series 2012A Bonds is discontinued.

To facilitate subsequent transfers, all Series 2012A Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2012A Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2012A Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2012A Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of the Series 2012A Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2012A Bonds, such as redemptions, tenders, defaults, and proposed amendments to the documents relating to the Series 2012A Bonds. For example, Beneficial Owners of Series 2012A Bonds may wish to ascertain that the nominee holding the Series 2012A Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices will be sent to DTC. If less than all of the Bonds within a maturity of the Series 2012A Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Series 2012A Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Authority as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2012A Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and redemption premium, if any, of and interest payments on the Series 2012A Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's

practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Authority or the Trustee on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Underwriters, the Trustee or the Authority, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, redemption premium, if any, and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Authority or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Series 2012A Bonds at any time by giving reasonable notice to the Authority and the Trustee. Under such circumstances, in the event that a successor depository is not obtained, the Series 2012A Bond certificates are required to be printed and delivered.

The Authority may decide to discontinue use of the system of book-entry only transfers through DTC (or a successor securities depository). In that event, the Series 2012A Bond certificates will be printed and delivered to DTC.

For every transfer and exchange of Series 2012A Bonds, the Beneficial Owner may be charged a sum sufficient to cover any tax, fee or other governmental charge that may be imposed in relation thereto.

Unless otherwise noted, certain of the information contained in the preceding paragraphs of this subsection "Book-Entry-Only System" has been extracted from information furnished by DTC. None of the Authority, the University, the Trustee or the Underwriters make any representation as to the completeness or the accuracy of such information or as to the absence of material adverse changes in such information subsequent to the date hereof.

THE AUTHORITY, THE UNIVERSITY, THE TRUSTEE AND THE UNDERWRITERS CANNOT AND DO NOT GIVE ANY ASSURANCES THAT DTC, OR THE DIRECT OR INDIRECT PARTICIPANTS, WILL DISTRIBUTE TO THE BENEFICIAL OWNERS OF THE SERIES 2012A BONDS (1) PAYMENTS OF PRINCIPAL OR REDEMPTION PRICE OF OR INTEREST ON THE SERIES 2012A BONDS, (2) CERTIFICATES REPRESENTING AN OWNERSHIP INTEREST OR OTHER CONFIRMATION OF BENEFICIAL OWNERSHIP INTERESTS IN SERIES 2012A BONDS, OR (3) REDEMPTION OR OTHER NOTICES SENT TO DTC OR CEDE & CO., ITS NOMINEE, AS THE REGISTERED OWNER OF THE SERIES 2012A BONDS, OR THAT THEY WILL DO SO ON A TIMELY BASIS, OR THAT DTC, OR THE DIRECT OR INDIRECT PARTICIPANTS, WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT.

NONE OF THE AUTHORITY, THE UNIVERSITY, THE TRUSTEE OR THE UNDERWRITERS WILL HAVE ANY RESPONSIBILITY OR OBLIGATIONS TO DTC, OR THE DIRECT OR INDIRECT PARTICIPANTS, OR THE PERSONS FOR WHOM THEY ACT AS NOMINEES WITH RESPECT TO THE PAYMENTS TO OR THE PROVIDING OF NOTICE FOR THE DIRECT OR INDIRECT PARTICIPANTS OR THE BENEFICIAL OWNERS. PAYMENTS MADE TO DTC OR ITS NOMINEE SHALL SATISFY THE AUTHORITY'S OBLIGATION UNDER THE ACT AND THE RESOLUTION TO THE EXTENT OF SUCH PAYMENTS.

So long as Cede & Co. is the registered owner of the Series 2012A Bonds, as nominee for DTC, references herein to the Bondholders or registered owners of the Series 2012A Bonds (other than under the caption "PART 11 - TAX MATTERS" herein) means Cede & Co., as aforesaid, and does not mean the Beneficial Owners of the Series 2012A Bonds.

Principal and Interest Requirements

The following table sets forth the amounts, after giving effect to the issuance of the Series 2012A Bonds, required to be paid by the University during each 12-month period ending June 30 of the Bond Years shown for the payment of the principal of and interest on the Series 2012A Bonds, debt service on other outstanding indebtedness of the University and the total debt service on all indebtedness of the University, including the Series 2012A Bonds. See "PART 4 - THE UNIVERSITY - ANNUAL FINANCIAL STATEMENT INFORMATION - Outstanding Indebtedness; Existing Liens."

12-Month Period Ending June 30,	Series 2012A Bonds			Debt Service on Other Outstanding Indebtedness ⁽¹⁾	Total Debt Service ⁽¹⁾
	Principal Payments	Interest Payments	Total Debt Service on Series 2012A Bonds		
2012	\$ —	\$ —	\$ —	\$118,766,693	\$118,766,693
2013	—	5,473,913	5,473,913	123,101,860	128,575,773
2014	—	6,702,750	6,702,750	119,749,556	126,452,306
2015	—	6,702,750	6,702,750	119,009,966	125,712,716
2016	—	6,702,750	6,702,750	113,432,269	120,135,019
2017	—	6,702,750	6,702,750	93,895,844	100,598,594
2018	—	6,702,750	6,702,750	105,657,825	112,360,575
2019	11,645,000	6,439,850	18,084,850	104,473,254	122,558,104
2020	13,360,000	5,879,750	19,239,750	103,313,302	122,553,052
2021	23,865,000	4,996,800	28,861,800	93,691,220	122,553,020
2022	37,060,000	3,484,550	40,544,550	82,009,819	122,554,369
2023	52,005,000	1,279,025	53,284,025	69,269,935	122,553,960
2024	—	—	—	61,567,602	61,567,602
2025	—	—	—	73,072,258	73,072,258
2026	—	—	—	73,114,335	73,114,335
2027	—	—	—	73,138,160	73,138,160
2028	—	—	—	63,207,220	63,207,220
2029	—	—	—	55,159,750	55,159,750
2030	—	—	—	44,868,010	44,868,010
2031	—	—	—	44,869,010	44,869,010
2032	—	—	—	28,580,520	28,580,520
2033	—	—	—	28,565,500	28,565,500
2034	—	—	—	28,573,010	28,573,010
2035	—	—	—	28,573,010	28,573,010
2036	—	—	—	28,580,520	28,580,520
2037	—	—	—	28,565,500	28,565,500
2038	—	—	—	228,573,010	228,573,010
2039	—	—	—	18,573,010	18,573,010
2040	—	—	—	132,510,174	132,510,174
2041	—	—	—	14,478,010	14,478,010
2042	—	—	—	222,672,505	222,672,505
2043	—	—	—	101,913,500	101,913,500

(1) Interest on tax-exempt short-term and variable rate bonds is assumed to accrue at the rate of 3.50% per annum and interest on taxable short-term debt is assumed to accrue at the rate of 5.00%. Figures do not include the Authority's Columbia University Revenue Bonds, Series 2008A maturing in 2013, which are expected to be refunded with a portion of the proceeds of the Series 2012A Bonds, the Authority's Columbia University Revenue Bonds, Series 2002A, which are expected to be redeemed on July 1, 2012, and the Authority's Columbia University Revenue Bonds, Series 2002B and 2003A, which were refunded by taxable bonds issued by the University on May 15, 2012 and will be redeemed on July 1, 2012 and July 1, 2013, respectively.

PART 4 - THE UNIVERSITY

GENERAL INFORMATION

Introduction

The Trustees of Columbia University in the City of New York (“Columbia” or the “University”) is a privately endowed, nonsectarian, non-profit institution of higher education. Known originally as King’s College, the University was founded under a charter which was granted in 1754 by King George II and ratified, amended and confirmed in 1787 by the State Legislature.

Today, the University is one of the largest private institutions of higher education in the United States, with a full-time faculty of approximately 3,586 and a student body of approximately 22,734 full-time and 5,487 part-time students. Instruction and research are carried out in 16 component schools located at two primary sites in New York City (the “City”) and several additional sites outside the City. The University is formally affiliated with several neighboring institutions, including Barnard College, Teachers College and Union Theological Seminary.

The University offers degree and certificate programs through 16 faculties and schools, consisting of Columbia College, its original school, the School of General Studies (a liberal arts college for non-traditional students), and the 14 professional or specialized divisions whose programs supplement the liberal arts curricula. The University offers bachelor’s degrees in 109 subject areas, master’s degrees in 216 subject areas, doctoral degrees in 121 academic fields, and 39 certificate programs.

The University’s professional and specialized divisions include the College of Physicians and Surgeons founded in 1767 (the second oldest medical school in the country and the first to grant an M.D. degree), the School of Law founded in 1858, the Fu Foundation School of Engineering and Applied Science founded in 1864, the Graduate School of Arts and Sciences founded in 1820 and the Graduate School of Business founded in 1916. The University’s College of Physicians and Surgeons and its School of Nursing, Joseph L. Mailman School of Public Health and School of Dental Medicine, together with New York-Presbyterian Hospital (Columbia-Presbyterian campus) and the New York State Psychiatric Institute, which is maintained by the New York State Department of Mental Hygiene, comprise the Columbia University Medical Center.

The University is a member of numerous professional associations, including the Association of American Universities, and is accredited by the Middle States Commission on Higher Education. In addition, ten of its professional schools hold separate accreditation from their respective professional associations.

University Properties

The main campus of the University, located in Morningside Heights (in the Borough of Manhattan), contains 88 buildings with approximately 7.2 million gross square feet of floor area. Its central core on 32 acres is bounded by 120th Street on the north, Amsterdam Avenue on the east, 114th Street on the south and Broadway on the west, with an eastern annex bounded by 118th Street on the north, Morningside Drive on the east, and 116th Street on the south.

The Medical Center campus, with approximately 5.0 million gross square feet, is the other primary campus of the University and is located in Washington Heights (in the Borough of Manhattan). The University also maintains approximately 8 million gross square feet of off-campus housing and commercial space near these two campuses. Other facilities, including research, academic, administration and athletic/recreation facilities, are located in the greater New York area and in Paris, France. These include:

- Lamont-Doherty Earth Observatory, which occupies 26 major buildings in the academic plant on approximately 155 acres in Rockland County, New York and provides research facilities in the earth sciences;
- Baker Field, the main outdoor athletic and recreation area for the University, which occupies nearly 26 acres at Broadway and 218th Street in New York City;
- Nevis Laboratories, a high-energy physics research facility located on 68 acres in Westchester County, New York; and
- Reid Hall, a four-building academic facility in Paris, France.

The University has commenced construction of its new Manhattanville campus, just north of the Morningside Heights main campus, which consists primarily of the four large blocks from 129th to 133rd Streets, between Broadway and Twelfth Avenue, as well as several properties on the east side of Broadway from 131st to 134th Streets. The comprehensive plan for this site moves away from past ad-hoc growth of University buildings and is expected to provide, over the next quarter-century, more than 6.8 million square feet of space for teaching,

research, and housing for University affiliates. It will also provide pedestrian-friendly streets and new publicly accessible open spaces, to connect West Harlem to the new Hudson River waterfront park. The University commenced site preparation and construction activity in 2010 and is in the construction phase of the site's first building, The Jerome L. Greene Science Center, future home of the Mind Brain Behavior Initiative. The University has acquired or contractually controls approximately 85% of the 17-acre site that makes up the Manhattanville campus. It currently occupies one renovated building (615 West 131st Street, known as "Studebaker") and temporary space in other buildings. See "ANNUAL FINANCIAL STATEMENT INFORMATION - Future Facilities" below.

Governance

The University is governed by a 24-member Board of Trustees. Responsibilities of the Trustees include selecting the President and approving all faculty and senior administrative appointments, as well as monitoring the University's budget, controls and financial reporting and oversight of matters relating to the endowment and University property.

The Committee on Trusteeship is responsible for nominating candidates to fill the Trustee positions, six of whom are nominated after consultation with the Executive Committee of the University Senate and six of whom are nominated in a process coordinated with an alumni nominating committee. Each Trustee serves a six-year term and is eligible for re-election to a second six-year term.

The current members of the Board of Trustees are listed below.

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Rolando Acosta
Justice
NY State Supreme Court,
New York County

Armen A. Avanesians¹
Managing Director
The Goldman Sachs Group, Inc.

Lee C. Bollinger
President
Columbia University

A'Lelia Bundles
Chair and President of the Board
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Lisa Carnoy²
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Circuit

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Vikram Pandit³
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Managing Partner
Boies, Schiller & Flexner LLP

Kyriakos Tsakopoulos
President and CEO
AKT Development Corp.
AKT Investments, Inc.

Faye Wattleton
Managing Director
Alvarez and Marsal

¹ Goldman, Sachs & Co., a division of The Goldman Sachs Group, Inc., is one of the Underwriters of the Series 2012A Bonds.

² Merrill Lynch, Pierce, Fenner & Smith Incorporated, a division of Bank of America Merrill Lynch, is one of the Underwriters of the Series 2012A Bonds.

³ Citigroup, through its minority participation in the joint venture Morgan Stanley Smith Barney ("MSSB"), may receive compensation in connection with the Series 2012A Bonds through MSSB's distribution agreement with Morgan Stanley & Co. LLC, one of the Underwriters of the Series 2012A Bonds.

Administration

The President of the University is appointed by the University's Board of Trustees and, as chief executive officer, is principally responsible for administration of the University. All other principal executive officers of the University are nominated by the President and appointed by the Trustees. The principal executive officers of the University are listed below:

<u>Name</u>	<u>Position</u>
Lee C. Bollinger	President
John H. Coatsworth	Provost
Robert Kasdin	Senior Executive Vice President
Jane E. Booth	General Counsel
Jerome Davis	Secretary of the University
Lee Goldman	Executive Vice President for Health and Biomedical Sciences/ Dean of the Faculties of Health Sciences and of Medicine
Maxine F. Griffith	Executive Vice President for Government and Community Affairs/ Special Advisor for Campus Planning
Joseph A. Ienuso	Executive Vice President for University Facilities
Michael Purdy	Executive Vice President for Research
Jeffrey F. Scott	Executive Vice President of Student and Administrative Services
David M. Stone	Executive Vice President for Communications
Anne R. Sullivan	Executive Vice President for Finance/Chief Financial Officer
Fred Van Sickle	Executive Vice President for Development and Alumni Relations

Lee C. Bollinger, President. Mr. Bollinger became the nineteenth President of Columbia University in 2002, after serving as President of the University of Michigan. One of the country's leading First Amendment scholars, he has taught and written on freedom of speech and press for over thirty years. President Bollinger currently is a member of the Columbia Law School faculty where this past fall he taught a course, *A Free Press for a Global Society*, focused on issues he addresses in his most recent work, *Uninhibited, Robust, and Wide-Open, A Free Press for a New Century*. Among his many academic and professional associations, President Bollinger serves as chair of the Board of the Federal Reserve Bank of New York, as a director of the Washington Post Company, and as a member of the Pulitzer Prize Board. He is a fellow of both the American Academy of Arts and Sciences and the American Philosophical Society. In recognition of his pivotal role in the twin 2003 Supreme Court case decisions which clarified and upheld affirmative action in higher education, President Bollinger received the National Humanitarian Award, the NAACP's National Equal Justice Award, and the Clark Kerr Award – the highest honor conferred by the faculty of the University of California, Berkeley. Additionally, he has received numerous honorary degrees from universities in the U.S. and abroad.

John H. Coatsworth, Provost. Dr. Coatsworth is the Provost of Columbia University, as well as Professor of International and Public Affairs and of History. A leading scholar of Latin American economic and international history, Dr. Coatsworth was Dean of the School of International and Public Affairs prior to becoming Provost. Before joining Columbia, Dr. Coatsworth served as the Monroe Gutman Professor of Latin American Affairs at Harvard University and the founding director of Harvard's David Rockefeller Center for Latin American Studies. Prior to his work at Harvard, he was a member of the faculty at the University of Chicago and has held academic posts at several international universities. Dr. Coatsworth is a member of the American Academy of the Arts and Sciences, the Council on Foreign Relations, the Board of Directors of the Tinker Foundation and numerous professional associations. He is also the former president of the American Historical Association and Latin American Studies Association and has served on the editorial boards of scholarly journals. In 1986, Dr. Coatsworth was awarded the John Simon Guggenheim Foundation Fellowship. He has served as Senior Fulbright Lecturer three times and has received numerous research and institutional grants from public agencies and private foundations. Dr. Coatsworth received his B.A. in History from Wesleyan University, and his M.A. and Ph.D. in Economic History from the University of Wisconsin-Madison.

Robert Kasdin, Senior Executive Vice President. Mr. Kasdin was appointed Senior Executive Vice President of Columbia University in March 2002 and assumed his responsibilities as of September 1, 2002. Prior to joining Columbia University, he served as the Executive Vice President and Chief Financial Officer of the University of Michigan. Before his service at the University of Michigan, he was the Treasurer and Chief Investment Officer for The Metropolitan Museum of Art in New York City, and the Vice President and General

Counsel for Princeton University Investment Company. He started his career as a corporate attorney at Davis Polk & Wardwell. Mr. Kasdin serves on several boards. He is currently on the Board of Trustees at The Dalton School and is the former president of that Board, and a trustee of the National September 11 Memorial & Museum. He serves on the Board of Directors of the Noranda Aluminum Holding Corporation. He is also a member of The Council of Foreign Relations. Mr. Kasdin earned his A.B. from Princeton and his J.D. from Harvard Law School.

Jane E. Booth, General Counsel. Ms. Booth joined the Office of General Counsel in 2002, and assumed the position of General Counsel in March, 2009. Prior to coming to Columbia, she was Chief of the Civil Division at the United States Attorney's Office. Her previous experience also includes heading the Civil Appeals & Law Reform unit of The Legal Aid Society and litigating complex securities and financial matters for Shearson Lehman. Ms. Booth began her career as a law clerk to U.S. District Court Judge Leonard B. Sand. She earned her B.A. from Fordham University, her M.A. from the University of Toronto and her J.D. from Columbia Law School.

Jerome Davis, Secretary of the University. Mr. Davis has served as Secretary of the University since June 2007. Prior to that, he served as Interim Secretary and as Special Assistant to University President Lee C. Bollinger. Before joining Columbia in September 2002, Mr. Davis held several senior level positions in the private sector including Chairman and CEO of Noxtech, President and CEO of Cummins Power Generation, Inc., and Vice President of Chemical Bank. Mr. Davis is a member of the Council on Foreign Relations, the Board of Control of the Eugene Higgins Charitable Trust, and is a former Trustee of Princeton University where he earned his A.B. Mr. Davis also holds an M.A. in Economics from Oxford University and a J.D. from Yale Law School.

Lee Goldman, Executive Vice President for Health and Biomedical Sciences. Dr. Goldman is the Harold and Margaret Hatch Professor and Executive Vice President for Health and Biomedical Sciences at Columbia University, where he also serves as Dean of the Faculties of Health Sciences and Medicine. He received his BA, MD, and MPH degrees from Yale University. After training in medicine (University of California, San Francisco; Massachusetts General Hospital) and cardiology (Yale), he spent 17 years in Boston where he served as Professor of Medicine at Harvard Medical School, Professor of Epidemiology at Harvard School of Public Health, and Vice Chair of the Department of Medicine and later Chief Medical Officer at the Brigham and Women's Hospital. He then moved to the University of California, San Francisco, where he was the Julius R. Krevans Distinguished Professor and Chair of the Department of Medicine and Associate Dean for Clinical Affairs of the School of Medicine. Dr. Goldman's research has focused on the effectiveness and costs of diagnostic and therapeutic strategies.

Maxine F. Griffith, Executive Vice President for Government and Community Affairs and Special Advisor for Campus Planning. Ms. Griffith joined the University in July 2005 with more than 20 years of New York experience and a strong background in government affairs and urban planning. She served as a member of the New York City Planning Commission and participated in two planning projects in West Harlem's Manhattanville neighborhood. While she was a senior fellow for community planning and development at the Regional Plan Association in New York, she worked extensively in minority communities on a variety of issues, including development projects. More recently, Ms. Griffith served as the executive director of the Philadelphia City Planning Commission and secretary (deputy mayor) for strategic planning. Prior to her cabinet-level appointment in Philadelphia, she served in the Clinton administration at the U.S. Department of Housing and Urban Development (HUD), first as the secretary's regional representative for New York and New Jersey and then in Washington as HUD's assistant deputy secretary. Ms. Griffith graduated cum laude from Hunter College in New York and holds a Master of Architecture degree from the University of California, Berkeley. She has taught city planning and urban design at Columbia, New York University and the University of Pennsylvania.

Joseph A. Ienuso, Executive Vice President for University Facilities. Mr. Ienuso joined Columbia University in 1989 and has since held a number of senior administrative roles in Admissions, Financial Aid, Student Services, and Facilities. As part of the Facilities Executive Team since 2001, he is responsible for leading new building design and construction, campus public safety, building and grounds maintenance for academic and administrative departments, and for the University's apartment housing inventory on the Morningside Heights campus. University Facilities is responsible for an operating budget in excess of \$200 million per year, a capital budget in excess of \$1 billion, and the management of more than 240 buildings containing approximately 13 million gross square feet. Mr. Ienuso is also responsible for leading the development of 6.8 million square feet as part of the University's long-term expansion in Manhattanville, the former manufacturing zone in West Harlem. He holds a Master of Business Administration from Columbia University, a Master of Science in Education from St. John's University, and a Bachelor of Science from St. John's University. Mr. Ienuso is Co-Chair of the Board of Directors of Nontraditional Employment for Women (NEW), a nonprofit organization that trains women for skilled jobs in

construction and other blue-collar industries. He is also Secretary of the New York Building Congress and Co-Chair of its Education Task Force.

Michael Purdy, Executive Vice President for Research. Dr. Purdy joined Columbia in 2000 as Director of Lamont-Doherty Earth Observatory and assumed the role of Executive Vice President for Research on February 1, 2011. After receiving his Ph.D. from the University of Cambridge in Marine Geophysics, he joined the Woods Hole Oceanographic Institute (WHOI) in Massachusetts where he built a successful research group specializing in observational ocean bottom seismology. In 1991, Dr. Purdy became Chairman of the Department of Geology and Geophysics at WHOI and gained experience in both national and international marine science planning and administration. He also served as Director of the Division of Ocean Sciences at the National Science Foundation where he established a new multi-disciplinary research program and built several valuable interagency collaborations. Dr. Purdy is author or co-author of over 60 research articles in peer reviewed journals, over 20 other reports and articles, and over 100 published conference abstracts.

Jeffrey F. Scott, Executive Vice President for Student and Administrative Services. Dr. Scott arrived at Columbia in June, 2008 from the Export Import Bank of the United States in Washington, DC where he was Senior Vice President and Chief Financial Officer. Dr. Scott began his career in the Federal Government, serving first as a planner in the Office of the Secretary of Defense, then as budget examiner for international affairs at the Office of Management and Budget. After stints in strategic planning at General Dynamics and Chrysler Corporation, he joined FMC Corporation, ultimately serving as Chief Financial Officer (Europe) and Director General (Russia and CIS). At SCA, a Swedish paper and personal care company, he was Vice President and Chief Financial Officer for the Americas. Dr. Scott graduated magna cum laude from Harvard College, earned a Master in Public Policy from Harvard's Kennedy School of Government, and holds a Doctorate in Education from the University of Pennsylvania.

David M. Stone, Executive Vice President for Communications. Mr. Stone was appointed Executive Vice President for Communications in March 2006. Over the past two decades, Mr. Stone served in state and federal government, worked as a writer, public affairs television producer and communications consultant for a variety of media, education, government and mission-driven organizations. Mr. Stone was an advisor to Princeton University's Policy Research Institute and a consultant on strategic communications and community outreach for the University of Pennsylvania, including the University's civic partnerships in West Philadelphia. Previously, he served as deputy chief of staff and communications director for Pennsylvania Governor Robert P. Casey and United States Senator Harris Woffard. A native New Yorker, Mr. Stone graduated from Princeton University and Harvard Law School.

Anne R. Sullivan, Executive Vice President for Finance/Chief Financial Officer. Ms. Sullivan was appointed Executive Vice President for Finance in October 2007. Before joining Columbia, she served as Senior Associate Dean at the Wharton School at the University of Pennsylvania. Prior to that, Ms. Sullivan served at Columbia University as Assistant Vice President of Administrative Planning and Financial Management. Her previous experience includes a management role in a start-up venture funded by Columbia University and positions in Booz Allen Hamilton's insurance and healthcare practice and Kidder, Peabody, Inc.'s investment banking division. She received her B.A. from the University of Virginia, her MBA from Harvard Business School and a Masters in Public Policy from Harvard's John F. Kennedy School of Government.

Fred Van Sickle, Executive Vice President for University Development and Alumni Relations. Mr. Van Sickle was elected by the Board of Trustees to EVP for University Development and Alumni Relations, effective January 1, 2011. Since joining Columbia in 2002, Mr. Van Sickle has provided leadership for the \$5 billion Columbia Campaign Plus. He previously served as Vice President for Alumni and Development at his alma mater, Lake Forest College, Associate Vice President for Development at the University of Michigan, and Director of Principal Gifts at Princeton University. A Trustee of International House, he holds a doctorate in higher education from the University of Pennsylvania and master's degree from Harvard University.

Hospital Affiliations

Columbia University Medical Center (CUMC), a division of the University, is one of the largest academic medical centers in the United States. It maintains several clinical and education affiliation agreements with other organizations. The most significant affiliation agreements are with New York-Presbyterian Hospital (NYPH), Harlem Hospital, St. Luke's-Roosevelt Hospital Center, and Bassett Medical Center.

Through its affiliation with NYPH, dating back to 1921, the University is part of the largest academic medical center in New York City. University faculty provide instruction and training to approximately 600 medical students and 900 residents and fellows at NYPH and other affiliated teaching hospitals.

NYPH reimburses the University for medical, administrative and technical services provided by University faculty and staff, including the teaching and supervision of medical residents. NYPH also provides funds to the University for faculty and staff salary support and to develop, expand and support certain clinical programs. The University leases or purchases certain facilities and services (outpatient offices, nursing services, telecommunications, etc.) from NYPH, for which the University is invoiced on a monthly basis. The University and NYPH also collaborate to fund joint projects and programs subject to specific agreements.

Each year the University and NYPH negotiate a joint budget that reflects their affiliation agreement. The fiscal year 2011 joint budget was approximately \$188 million. Payments by the University to NYPH for facilities and services for fiscal year 2011 were approximately \$75 million. Revenues received from NYPH are reflected in the consolidated financial statements as a portion of "Patient Care Revenue." Payments to NYPH are reflected as a portion of "Patient Care Expenses."

The University records both receivables from and payables to NYPH on the Balance Sheet. The University has no liability for obligations or debt incurred by NYPH.

On December 31, 2010, the agreement between the New York City Health and Hospital Corporation (HHC) and the University, which governs the University's affiliation with Harlem Hospital, was converted from a clinical and educational affiliation to an academic only affiliation.

Labor Relations

The faculty and administrative officers of the University are not represented by any union. The University has eight unions making up thirteen bargaining units which represent approximately 3,119 of its 17,476 member salaried workforce.

Financial Advisor

The Yuba Group LLC, also known as Yuba Group Advisors (the "Financial Advisor"), has been retained by the University to serve as its financial advisor in connection with the issuance of the Series 2012A Bonds. The following two sentences have been provided by the Financial Advisor. The Financial Advisor is not obligated to make, and has not undertaken, an independent verification of any of the information contained in this Official Statement and makes no guarantee as to the accuracy, completeness or fairness of such information. The Financial Advisor is an independent financial advisory and consulting firm and is not engaged in the underwriting or trading of municipal securities or other negotiable instruments.

OPERATING INFORMATION

Enrollment and Admissions

The University's undergraduate enrollment includes Columbia College, the School of Engineering and Applied Science, the School of Nursing and the School of General Studies. Enrollment during the past five academic years, based on fall registration, is shown below:

ENROLLMENT HEADCOUNT SUMMARY

<u>Academic Year</u>	<u>Undergraduate</u>	<u>Graduate and Professional</u>	<u>Non-Degree</u>	<u>Total</u>
2011-12	8,124	17,943	2,154	28,221
2010-11	7,798	17,424	2,384	27,606
2009-10	7,736	16,498	2,165	26,399
2008-09	7,129	16,112	2,218	25,459
2007-08	6,923	15,731	2,166	24,820

The following table sets forth the number of applications received for full-time admission to the University's undergraduate programs in Columbia College, the number and percentage of those applications accepted and the number and percentage of those accepted who enrolled, for the past five academic years.

COLUMBIA COLLEGE ADMISSIONS STATISTICS

<u>Academic Year</u>	<u>Applications</u>	<u>Acceptances</u>	<u>Acceptance Rate (Selectivity)</u>	<u>New Enrollment</u>	<u>Yield</u>
2011-12	29,279	1,873	6.4%	1,140	60.8%
2010-11	21,748	1,805	8.3	1,096	60.7
2009-10	21,273	1,902	8.9	1,155	60.7
2008-09	19,119	1,783	9.3	1,061	59.5
2007-08	18,081	1,647	9.1	1,016	61.7

Columbia College implemented the Common Application for fall 2011, resulting in a 35% increase in applications from the prior year. For the class entering in fall 2012, Columbia College received 25,834 applications, a decrease of 12% over fall 2011. The acceptance rate for the class entering in fall 2012 is 6.9%, continuing to make Columbia College among the most highly selective schools in the Ivy League.

Columbia College draws matriculants from all 50 states of the nation and nearly 100 countries. As Columbia's applicant pool has grown over the past five years, the enrolled population has become more geographically and demographically diverse, and the University offers one of the most diverse student bodies in the world.

Tuition and Fees

Tuition accounts for approximately one-fifth of the University's total operating revenues. The table below indicates tuition rates and student charges for Columbia College undergraduate students for the past five academic years:

COLUMBIA COLLEGE STUDENT CHARGES

	<u>Academic Years</u>				
	<u>2007-08</u>	<u>2008-09</u>	<u>2009-10</u>	<u>2010-11</u>	<u>2011-12</u>
Tuition	\$35,516	\$37,470	\$39,296	\$41,160	\$43,088
Mandatory Fees	<u>1,707</u>	<u>1,856</u>	<u>2,020</u>	<u>2,144</u>	<u>2,202</u>
Tuition and Mandatory Fees	\$37,223	\$39,326	\$41,316	\$43,304	\$45,290
Room and Board	<u>9,938</u>	<u>9,980</u>	<u>10,228</u>	<u>10,572</u>	<u>11,020</u>
Total Undergraduate Term Bill	<u>\$47,162</u>	<u>\$49,305</u>	<u>\$51,544</u>	<u>\$53,876</u>	<u>\$56,310</u>

For the 2011-12 academic year, the undergraduate term bill (including tuition and mandatory fees, as noted above, as well as room and board) is \$56,310, which represents a 4.5% increase over the prior year. Housing and food services are classified as auxiliary enterprises in the University's financial statements and are considered separate cost centers. Dormitory and board charges are determined so that substantially all auxiliary enterprise costs, including related debt service, are expected to be recovered from related fees or charges.

Tuition for the Graduate School of Arts and Sciences for the 2011-12 academic year is \$40,556. Full-time tuition in other graduate and professional schools of the University varies from a low of \$35,352 in the School of Social Work to a high of \$55,868 for students enrolled in the Graduate School of Business. Graduate tuition rates in academic year 2011-12 represent increases ranging from 3.0% to 7.3% over the previous year.

Financial Aid

The University's admissions and financial aid policies are designed to enable the most qualified students to attend the University, regardless of their financial circumstances. Since 1974, decisions regarding admission to Columbia College and the undergraduate classes of the School of Engineering and Applied Science have been made without regard to financial need, and student packages have been made available to meet the needs of every undergraduate student admitted to those schools.

In 2008, the University announced an enhanced undergraduate financial aid program for Columbia College and the School of Engineering and Applied Science effective for incoming and continuing students beginning with the academic year 2008-09. The program eliminated loans for all College and Engineering undergraduate students receiving financial aid, and replaced the loans with University grants; it provided that families with incomes below \$60,000 would be exempt from contribution and for families with incomes between \$60,000 and \$100,000, parental contribution would be reduced.

Across all schools, in fiscal year 2011, the University provided \$282.1 million in financial aid grants and students received approximately \$25 million in tuition waivers through the University's tuition exemption program. In addition, undergraduate, graduate and professional school students finance their education through Federal and State grants, loans and employment; in fiscal year 2011 this amount totaled \$322 million.

COLUMBIA UNIVERSITY FINANCIAL AID GRANTS

<u>Fiscal Year</u>	<u>Amounts (in thousands)</u>
2011	\$282,102
2010	260,410
2009	237,918
2008	207,479
2007	186,256

Faculty

Total current full-time faculty members at the University number 3,586, of which approximately 20% are tenured. The majority of the University's faculty is appointed within one of the three principal academic ranks: professor, associate professor and assistant professor. Salaries and fringe benefits paid in these ranks are competitive with comparable institutions both regionally and nationally.

The following table sets forth the faculty profile for each of the last five academic years.

FACULTY PROFILE

Academic Year	Full-time Faculty	Part-time* Faculty	Total Faculty	Full-time Equivalent Faculty**	Percent of Total Faculty Tenured
2011-12	3,586	1,434	5,020	4,064	20%
2010-11	3,704	1,201	4,905	4,104	20
2009-10	3,630	1,224	4,854	4,038	20
2008-09	3,546	1,053	4,599	3,897	20
2007-08	3,570	1,083	4,653	3,931	19

*Salaried only; does not include part-time unsalaried faculty or graduate students.

** Calculated as one (1) for each full-time faculty member and one-third (1/3) for each part-time faculty member.

ANNUAL FINANCIAL STATEMENT INFORMATION

University Finances

The tables that follow are based on the audited financial statements of the University for the fiscal years 2007 through 2011, and should be read in conjunction with the audited financial statements of the University and related footnotes as of June 30, 2011 included in Appendix B to this Official Statement.

Balance Sheet

The following table provides a summary of the University's assets, liabilities and net assets as of June 30, 2007 through 2011:

Summary of Balance Sheet Information					
As of June 30,					
(in thousands)					
	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Total Assets	\$11,504,462	\$11,800,307	\$10,439,766	\$11,107,054	\$13,507,438
Total Liabilities	<u>2,351,019</u>	<u>2,631,176</u>	<u>2,710,192</u>	<u>2,607,759</u>	<u>2,845,132</u>
Total Net Assets	<u>\$ 9,153,443</u>	<u>\$ 9,169,131</u>	<u>\$ 7,729,574</u>	<u>\$ 8,499,295</u>	<u>\$10,662,306</u>
Comprised of:					
Unrestricted	\$ 6,695,615	\$ 6,496,155	\$ 5,102,757	\$ 5,747,265	\$ 4,763,715
Temporarily Restricted	778,726	854,310	711,372	730,964	3,726,513
Permanently Restricted	<u>1,679,102</u>	<u>1,818,666</u>	<u>1,915,445</u>	<u>2,021,066</u>	<u>2,172,078</u>
Total Net Assets	<u>\$ 9,153,443</u>	<u>\$ 9,169,131</u>	<u>\$ 7,729,574</u>	<u>\$ 8,499,295</u>	<u>\$10,662,306</u>

At June 30, 2011, the University had \$131.7 million of conditional pledges and gifts that had been received but not yet recognized (per GAAP) due to the conditional nature of those commitments.

On September 17, 2010, the State of New York became the 48th state to adopt a version of the Uniform Prudent Management of Institutional Funds Act (NYPMIFA). NYPMIFA removes previous restrictions on spending the principal of endowment gifts and establishes a detailed prudence standard governing appropriations from endowment funds. Applicable FASB guidance requires the reclassification of earnings on endowment funds from unrestricted net assets to temporarily restricted net assets until such earnings have been appropriated for spending. As a result of NYPMIFA, an accounting adjustment of \$1.7 billion was made in fiscal year 2011 to reclassify certain net assets previously classified as "unrestricted" to "temporarily restricted."

Statement of Activities

The following table provides a summary of the revenues and support, expenses and other changes in net assets for each of the fiscal years ended June 30, 2007 through 2011. Operating income (Change in Net Assets from Operating Activities) of \$800.3 million provided a 24.4% margin on operating revenues (Total Revenues and Support) of \$4.1 billion in fiscal year 2011.

Condensed Statement of Activities For the year ended June 30, (in thousands)

	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Revenues and Support					
Tuition and fees, net financial aid	\$ 542,093	\$ 568,433	\$ 610,235	\$ 670,341	\$ 724,436
Government grants and contracts	615,974	667,256	714,381	818,996	882,981
Private gifts, grants and contracts	353,406	401,968	352,787	327,082	990,116
Patient care revenues	663,466	705,938	757,005	785,506	807,092
Investment income and gains utilized	335,102	379,957	427,986	412,284	392,859
Other sources	<u>312,226</u>	<u>310,450</u>	<u>362,149</u>	<u>293,900</u>	<u>317,612</u>
Total revenues and support	<u>\$2,822,267</u>	<u>\$3,034,002</u>	<u>\$3,224,543</u>	<u>\$3,308,109</u>	<u>\$4,115,096</u>
Expenses					
Instruction, research and educational administration	\$1,374,933	\$1,473,067	\$1,573,350	\$1,654,344	\$1,748,390
Patient care expenses	606,356	648,893	677,829	704,363	719,723
Administration, library and plant operations	365,909	427,341	447,115	451,739	488,408
Other	<u>341,157</u>	<u>345,508</u>	<u>365,743</u>	<u>348,042</u>	<u>358,294</u>
Total expenses	<u>\$2,688,355</u>	<u>\$2,894,809</u>	<u>\$3,064,037</u>	<u>\$3,158,488</u>	<u>\$3,314,815</u>
Change in net assets from operating activities	\$ 133,912	\$ 139,193	\$ 160,506	\$ 149,621	\$ 800,281
Change in net assets from non-operating activities	1,240,196	(123,505)	(1,600,063)	620,100	1,362,730
Cumulative effect of change in accounting	<u>(48,680)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total change in net assets	<u>\$1,325,428</u>	<u>\$ 15,688</u>	<u>\$(1,439,557)</u>	<u>\$ 769,721</u>	<u>\$2,163,011</u>

Patient Care Revenues and Expenses

Patient Care Revenues accounted for approximately 20% of fiscal year 2011 revenues, up 3% from the prior year. In fiscal year 2011, medical faculty practice revenues of \$532 million were the largest component of Patient Care Revenues, followed by revenue from affiliation agreements at \$243 million. The largest component of Patient Care Expenses is physician compensation. All physicians are employees of Columbia University.

Patient care revenues and expenses are not directly comparable in fiscal years 2010 and 2011. Fiscal year 2010 figures reflect a full year of Harlem Hospital faculty practice and affiliation activities, whereas fiscal year 2011 figures reflect only six months of activities related to the Harlem Hospital affiliation agreement. The agreement was substantially modified and moved to an academic-only affiliation effective January 1, 2011. Excluding activity related to Harlem Hospital for both years patient care revenues increased 8% in fiscal year 2011 versus fiscal year 2010 and expenses increased 7%.

Government Grants and Contracts

During the fiscal year ended June 30, 2011, the University recorded, through government grants and contracts, revenues of \$883 million, which accounted for approximately 21% of the University's total operating revenues and support of \$4.115 billion for that fiscal year. Indirect costs on government grants and contracts represent the allocation of overhead costs (library, University and departmental administration, operation and maintenance of plant, interest expense, and building and equipment depreciation) to the projects funded by such

grants. Total indirect costs of the University reimbursed from governmental grants and contracts were \$207.7 million in fiscal year 2011 and \$190.8 million in fiscal year 2010. In spring 2008, the University successfully completed negotiations with the federal government for the rate at which it can be reimbursed for facilities and administrative costs (F&A Costs) applicable to federal on-campus research. This indirect cost recovery rate is 60% through fiscal year 2014.

The following table sets forth the revenues from government grants and contracts for each of the five fiscal years ended June 30, 2011. In fiscal year 2011, the National Institutes of Health provided 44% of the annual revenues from government grants and contracts.

GOVERNMENT GRANTS AND CONTRACTS

<u>Fiscal Year</u>	<u>Amount (in thousands)</u>
2011	\$882,981
2010	818,996
2009	714,381
2008	667,256
2007	615,974

The University benefits from research awards under the American Recovery and Reinvestment Act of 2009 (ARRA). In total, the University has received 417 awards totaling \$247 million to be expended over multiple years. Approximately 53% of the total ARRA funds awarded were expended by June 30, 2011.

The University conducts a significant amount of research funded by outside sponsors, primarily the federal government. The University expects that it will continue to receive significant amounts of federal funds supporting research. However, inasmuch as federally sponsored research is obtained through both grants and contracts, it may vary from year to year, and no assurance can be given that it will continue at the levels experienced in recent years.

The costs associated with being a major federal contractor have grown substantially. The cost of compliance with federal regulations, including the application of codes regarding building modifications, the requirements of increased record keeping, and changes in procedures governing the reimbursement of direct and indirect costs of performing sponsored research, has escalated and will continue to require considerable investment of University resources.

Private Gifts and Grants

For the fiscal year ended June 30, 2011, total gifts amounted to \$1.088 billion. The total is comprised of unrestricted private gifts, grants, and contracts of \$302 million, temporarily restricted gifts of \$688 million, and permanently restricted endowment gifts of \$98 million. Temporarily restricted and permanently restricted gifts include both pledges and cash gifts received. Conditional pledges outstanding equaled \$132 million.

In fiscal year 2011, the conditions were met for recognition of two significant pledges to the University with a present value that totaled \$542 million: the John W. Kluge Foundation pledge with a present value of \$308 million and the Jerome L. Greene Foundation pledge with a present value of \$234 million. Both pledges are included in temporarily restricted gift totals.

In December 2010, Columbia announced the expansion of its multi-year capital campaign, originally targeted at \$4 billion to end December 31, 2011. The expanded campaign targets to raise \$5 billion by December 31, 2013. As of June 30, 2011, \$4.3 billion had been committed, representing 86% of the expanded target amount.

According to the Council for Aid to Education, Columbia ranked fifth nationally in fundraising for the second year in a row for fiscal year 2011.

Endowment

The University's endowment is comprised of two major components, the long-term investment portfolio and the Residential Real Estate Portfolio. The University's long-term investment portfolio includes the corpus of permanently restricted gifts as well as reinvested gains and income and board-designated endowments. The distribution from the endowment supports approximately 11% of the University's budget.

The following table summarizes the endowment at June 30 of each of the years in 2007 through 2011:

**Market Value* of Endowment
At June 30,
(in thousands)**

	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Unrestricted	\$5,130,000	\$5,035,000	\$3,666,000	\$4,124,000	\$2,916,000
Temporarily Restricted	645,000	642,000	491,000	544,000	2,860,000
Permanently Restricted	<u>1,375,000</u>	<u>1,668,000</u>	<u>1,735,000</u>	<u>1,849,000</u>	<u>2,014,000</u>
Total	<u>\$7,150,000</u>	<u>\$7,345,000</u>	<u>\$5,893,000</u>	<u>\$6,517,000</u>	<u>\$7,790,000</u>

*Residential Real Estate portfolio within the Endowment is reflected at cost, net of related liabilities.

Managed Assets

The largest portion of the long-term investment portfolio is managed by Columbia Investment Management Company, L.L.C. (CIMC), a New York limited liability company formed in 2002 by the University to manage the University's investment assets under the supervision of the Committee on Finance of the Trustees of the University, which retains authority and discretion in determining overall investment policy for the University. The University is the sole member of CIMC, and a majority of the Board of CIMC consists of University Trustees or Trustees emeriti.

Assets under CIMC management totaled \$7.6 billion as of June 30, 2011, with a net total return of 23.6% for fiscal year 2011; assets under CIMC management at June 30, 2010 were \$6.5 billion, with a net total return of 17.3% for fiscal year 2010.

Annualized Returns for Periods ended June 30, 2011

	<u>1 Year</u>	<u>3 Years</u>	<u>5 Years</u>	<u>7 Years</u>	<u>10 Years</u>
Columbia Managed Assets	23.6%	6.7%	8.8%	11.4%	9.9%
70/30 S&P 500 Barclays Aggregate Portfolio with Quarterly Rebalancing	22.3%	5.0%	4.5%	5.0%	4.1%

The above mentioned 70/30 S&P 500 Barclays Aggregate Portfolio with Quarterly Rebalancing benchmark represents a portfolio which consists 70% of the Standard and Poor's United States 500 Total Return Index and 30% of the Barclay's Capital Aggregate Bond Index, rebalanced quarterly, and is reflective of a broadly diversified equity and fixed income portfolio.

Asset allocation of the CIMC-managed assets was as follows:

**Asset Allocation (% of Managed Asset Portfolio)
Based on Market Value at June 30,**

	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>
Global equities	29%	23%	23%	20%	23%
Hedge funds	32	29	30	29	30
Fixed income	4	5	4	5	5
Private equity	20	25	24	24	25
Real assets	10	14	15	16	15
Cash	<u>5</u>	<u>4</u>	<u>4</u>	<u>6</u>	<u>2</u>
Total	100%	100%	100%	100%	100%

The valuation of the University's managed asset portfolio is further subject to the continuing effects of volatility, limited liquidity, and pricing issues in certain markets. No assurance can be given as to future investment returns.

See Note 6 to the financial statements of the University included in Appendix B to this Official Statement for more information on components of managed assets included within the University's long-term investments.

Residential Real Estate Portfolio

The Residential Real Estate portfolio, which consists of properties proximate to the Morningside Heights and Washington Heights campuses, provides housing to faculty, staff, and graduate students. Income from the rental properties in the portfolio is used to support operating costs. The Residential Real Estate portfolio is carried at \$359 million, which represents a historical cost value of \$800 million less related liabilities of \$441 million. The portfolio increased by \$14 million or 1.8% between June 30, 2010 and 2011, which reflects the renovation of existing properties. The appraised market value of these properties as of June 30, 2011 was \$1.40 billion.

Capital Expenditures and Budgeting

Columbia has a rolling multi-year capital plan that focuses on the strategic objectives of the University and includes new construction, renovation and major information technology projects. The University's current capital plan incorporates levels of spending that are modestly above average annual historical rates of spending, corresponding with the increased levels of donations that the University has received for capital projects. The proportion of financing from debt is anticipated to be within historical levels. In fiscal year 2011, the University expended \$327 million on capital construction and renovation and acquisition of property. The University's fiscal year 2012 capital budget anticipates expenditures totaling approximately \$400 million.

Future Facilities

The University continues to plan for future development, including new construction and renovation of existing property on the Morningside Heights, Lamont, Baker Field and CU Medical Center campuses, as well as its expansion into the Manhattanville section of West Harlem, just north of the Morningside Heights campus. Expansion and associated expenditures will stretch over a period of several decades. All required public approvals have been received for the University to proceed with the Manhattanville campus expansion. In connection with campus expansion, Columbia has committed additional support for educational, cultural, health care and civic programs involving the University and the local community.

The largest of the currently planned construction projects are the Jerome L. Greene Science Center and adjacent central energy plant. Also planned are completion of the Campbell Sports Center at Baker Field, construction of the Lenfest Center for the Arts in Manhattanville and construction of a new medical education building at the Medical Center. It is anticipated that the University will continue to access the capital markets from time to time to help finance a portion of its future capital costs.

Outstanding Indebtedness; Existing Liens

The long-term debt of the University as of June 30, 2011 totaled \$1.539 billion as shown in the following schedule. A portion of the University's long-term debt is secured by some type of collateral, revenue pledge or other security interest described in footnotes on the next page. Such secured obligations are entitled to payment in full from the collateral or revenues pledged thereto before any payments may be made by the University on its obligations under the Bonds.

The University has authorized a \$150 million taxable commercial paper program that it uses on a revolving basis to bridge finance capital projects and to help manage working capital balances. As of June 30, 2011, there was no taxable commercial paper outstanding, and the University's debt portfolio was 87% fixed rate and 90% tax-exempt. In October 2008, the University entered into a notional \$200 million, 67% LIBOR, fixed-payer swap, to hedge interest rates on variable rate debt, which results in a synthetic fixed rate on an additional 13% of the current debt portfolio (\$197 million underlying variable debt in fiscal year 2011). The market value of the swap as of June 30, 2011 was a \$39 million liability. Under the swap agreement with counterparty Goldman Sachs Mitsui Marine Derivative Products, L.P., the University is not required to post collateral at its current ratings levels.

The following table presents a summary of the outstanding indebtedness of the University as of June 30, 2011:

	Final Interest Rates ⁽¹⁾	Balance Outstanding Maturity Date	(in thousands)
Authority Revenue Bonds			
Series 2011A	3.00%-5.00%	2042	\$ 300,000
Series 2009A	Variable, 0.04%-0.27%	2039	117,000
Series 2008A	4.00%-5.00%	2038	282,715
Series 2006A	4.75%-5.25%	2031	203,220
Series 2006B	3.50%-5.25%	2022	143,265
Series 2004A2	5.00%	2014	35,380
Series 2004B	4.75%-5.125%	2024	75,345
Series 2004C	5.00%	2029	48,270
Series 2003A	3.50%-5.125%	2024	63,120
Series 2003B	Variable, 0.04%-0.26%	2028	30,000
Series 2002A	5.25%	2014	15,485
Series 2002B	5.00%-5.25%	2024	30,260
Series 2002C	Variable, 0.13%-0.29%	2027	23,300
Series 2000A	5.00%-5.25%	2025	0
Tax-exempt commercial paper, Series 1997 ⁽²⁾	Variable, 0.13%-0.30%	2015	19,095
College and University Education Loan, Series 1993 ⁽³⁾	5.60%-5.65%	2013	1,834
College and University Education Loan, Series 1992 ⁽³⁾	6.80%	2013	1,570
Taxable Medium-Term Notes, Series C	6.53%-7.36%	2022	115,299
Empire State Development Corporation ⁽⁴⁾	Interest free	2029	8,012
Empire State Development Corporation ⁽⁵⁾	Interest free	2015	8,100
Economic Development Corporation ⁽⁵⁾	Interest free	2015	10,000
New Jersey Economic Development Corp. Series 2002	Variable, 0.17%-0.28%	2028	7,890
Taxable commercial paper ⁽⁶⁾	Variable	Various	0
Promissory Note	8.00%	2010	0
Total bonds and notes payable			<u>\$1,539,160</u>

(1) All variable interest rates are based on trading ranges for fiscal year 2011.

(2) The tax-exempt commercial paper notes are secured by a pledge of tuition and student fees and charges in each twelve month period beginning July 1 of each calendar year and ending on June 30 of the succeeding calendar year, paid or payable to the University during such period. Full authorized amount of the tax-exempt commercial paper is \$19 million as of July 1, 2011.

(3) The University is a participant with other colleges and universities in a New York State program to provide funds for student loans to students attending those institutions, or to the parents of such students. The University's share of these issues is secured by a pledge of repayments on the loans and, if necessary, by a portion of tuition and other student fees.

(4) On March 16, 1989, the New York State Empire State Development Corporation ("ESDC," formerly known as the New York State Urban Development Corporation) provided a \$36 million loan to the University through the sale of Federally Taxable Project Revenue Bonds (Columbia University Center for Computers, Microelectronics and Telecommunications), Series 1989, for the construction of the Center for Engineering and Physical Science Research ("CEPSR"). The loan is secured by a mortgage on the CEPSR. The CEPSR is leased by the University to the State of New York and, in turn, subleased to the University. The sublease is secured by a second mortgage on the CEPSR. Under the lease, New York State is required to make rental payments equal to the total annual debt service less the University's annual rental payments under the sublease. Under the sublease, the University is required to make annual rental payments of \$910,697 for 40 years beginning March 1, 1990. Except as otherwise provided in the financing documents, recourse is limited to the CEPSR and the site of the CEPSR through the mortgage granted to ESDC and the second mortgage granted to New York State. The bonds are not obligations or debts of New York State. Rental payments by New York State are subject to annual appropriation by the New York State legislature. If New York State fails to appropriate sufficient funds and the University does not assume responsibility for New York State's payments, bondholders could cause ESDC to foreclose the mortgage securing the ESDC loan to the University.

(5) The New York City Economic Development Corporation ("EDC") and the ESDC have agreements with the University which provided for interest-free loans to the University of \$10.0 million and \$8.1 million, respectively, for Phase I of the Audubon Research Park. These agreements include a long-term lease, from the City of New York to the University, of the land on which Phase I is located. The public parties had the option of calling for repayment of their investment 15 years after completion of construction of the research building, which occurred in April 1995, if non-recourse financing in that amount were available at that time. A call for repayment was made at the 15-year point, but the repayment request has been suspended pending completion of an EDC review of the calculation of payments due under the lease. If the investment has not been repaid, the public parties at their option may call for repayment 20 years after completion of construction. In any event, the investment must be repaid by the University no later than 25 years after completion of construction. Upon repayment by the University of the amount invested by the public parties, the University will have the right to acquire title to the research building site for a nominal sum.

(6) Full authorized amount of taxable commercial paper is \$150 million.

No assurance can be given that additional liens on assets and revenues of the University will not be granted to secure additional obligations of the University.

The University issued \$100 million aggregate principal amount of its taxable bonds on May 15, 2012. In addition to funding new projects, the proceeds of the bonds, together with other moneys, were used to refund the Authority's Columbia University Revenue Bonds, Series 2002B and 2003A. A portion of the Series 2012A Bonds are expected to refund the Authority's Columbia University Revenue Bonds, Series 2008A. The University has

made provision for the redemption of the Authority's Columbia University Revenue Bonds, Series 2002A on July 1, 2012.

Liquidity

The University's total cash and cash equivalents, including that in the investment portfolio, had an unaudited fair market value of approximately \$717 million (daily average) for fiscal year 2011 and totaled \$754 million on December 31, 2011. These cash funds are invested in same day and next day funds, consisting almost entirely of Overnight Repurchase Agreements backed by Treasury/Agency/Agency Mortgage collateral. The composition and amount of the liquid funds varies from time to time depending on market conditions and other factors.

The University has a \$100 million committed operating line of credit with a major financial institution. The University has not drawn down on this facility.

The University has also entered into two \$100 million revolving credit agreements with different major financial institutions to provide additional liquidity in the event of a failed remarketing of its variable rate and short-term obligations. The two year revolving credit agreements are cancelable at the University's discretion and may be terminated by the financial institution in certain circumstances.

Although the University is not obligated to maintain or renew such agreements, it plans to maintain a combination of bank facilities and liquid investments to support its variable rate bonds and commercial paper.

As of December 31, 2011, the University's variable rate debt outstanding was (in thousands):

DASNY Series 2009A	\$117,000
DASNY Series 2003B	30,000
DASNY Series 2002C	23,300
DASNY Tax-Exempt Commercial Paper, Series 1997	19,095
New Jersey Economic Development Corp. Series 2002	7,890
Taxable Commercial Paper	0
Total	<u>\$197,285</u>

Pension Plans

Retirement benefits are provided for full-time faculty and officers under a noncontributory defined contribution plan. Contributions are determined as a percentage of each covered employee's salary, factoring in the age and accrued service of each employee. Charges to expenditures under this plan amounted to \$90.1 million and \$86.7 million for the years ended June 30, 2011 and 2010, respectively.

The University has five noncontributory pension plans (the "pension plans") for supporting staff employees. These plans include defined benefits plans for past service and, in the case of two plans, defined benefit for future service. Two plans provide defined benefits for service prior to January 1, 1976, in one case, and prior to July 1, 1976, in the other. For the two latter plans, future benefits are provided by a defined contribution plan. The fifth plan covers former employees of the Arden Conference Center, which closed in 2005. Four of these plans are subject to collective bargaining agreements. Charges to expenditures under the plans amounted to \$14.3 million and \$8.7 million for the years ended June 30, 2011 and 2010, respectively. For additional information regarding the University's retirement benefits and pension plans, including the value of plan assets and funding status, see Note 13 to the financial statements of the University included in Appendix B to this Official Statement.

Insurance

The University carries insurance on its buildings and their contents with a blanket policy limit of \$1.0 billion per occurrence covering full replacement value for its multiple campus properties. Liability insurance with substantial limits of liability is also purchased to protect the University and its trustees and officers against third-party claims and suits. The University maintains a self-insurance reserve to fund the deductible obligations of its policies.

LITIGATION

From time to time, various claims and suits generally incident to the conduct of the University’s business are pending or may arise against the University. All funds expended in connection with government grants and contracts are subject to audit by government agencies. While the ultimate liability, if any, from such audits, claims and suits is presently not determinable, it should not, in the opinion of counsel and management, have a material effect on the University’s financial position or results of activities.

PART 5 - THE 2012A PROJECT

Proceeds from the sale of the Series 2012A Bonds are being used to refinance existing debt that financed earlier capital projects and to finance various design, construction and renovation projects throughout the University system, including reimbursement of expenditures for:

Hammer Health Sciences, William Black and Physician & Surgeon buildings – Repair and modernization of antiquated infrastructure, vivarium systems and security systems to improve efficiency and enhance regulatory compliance.

Manhattanville Infrastructure projects – Site preparation including abatement and demolition of above grade structures, slurry wall construction, and relocation and upgrade of utility lines.

Jerome L. Greene Science Center – Site preparation, foundation and infrastructure work for the Jerome L. Greene Science Center, including abatement and demolition of above grade structures, procurement and installation of equipment for the central energy plant servicing the Jerome L. Greene Science Center; construction of 10 story, 350,000 square feet research building for the study of mind, brain and behavior.

Pupin Hall – Upgrade of existing space to create new dry laboratory for cosmology.

ColumbiaDoctors Medical Center in midtown Manhattan – renovation of new space for the midtown relocation of ColumbiaDoctors, the faculty medical practice of the University’s College of Physicians & Surgeons; construction of clinical examination and patient care spaces.

Residential Real Estate – Renovation, restoration, upgrade and maintenance of residential real estate that houses students, faculty and University affiliates on and near the Morningside campus.

Other renovations, improvements, maintenance and upgrades of University-owned academic buildings, dormitories, laboratories and infrastructure.

PART 6 - THE REFUNDING PLAN

A portion of the proceeds of the Series 2012A Bonds will be used to pay at maturity the Authority’s Outstanding Columbia University Revenue Bonds, Series 2008A, maturing July 1 2013 (the “Refunded Bonds”). Such portion of the proceeds will be set aside and held in trust for payment of the principal of and interest on the Refunded Bonds due on or before their maturity date or will be used to acquire non-callable direct obligations of the United States of America maturing on or before such maturity date, the principal of and interest on which will be applied to pay the principal of and interest on the Refunded Bonds due on or before their maturity date.

PART 7 - ESTIMATED SOURCES AND USES OF FUNDS

The estimated sources and uses of funds are as follows:

Sources of Funds

Principal Amount of Series 2012A Bonds	\$137,935,000
Net Original Issue Premium	<u>36,183,498</u>
Total Sources	<u>\$174,118,498</u>

Uses of Funds

Deposit to Construction Fund	\$85,000,000
Refunding Escrow.....	88,304,928
Costs of Issuance.....	462,710
Underwriters’ Discount.....	<u>350,860</u>
Total Uses	<u>\$174,118,498</u>

PART 8 - THE AUTHORITY

Background, Purposes and Powers

The Authority is a body corporate and politic constituting a public benefit corporation. The Authority was created by the Act for the purpose of financing and constructing a variety of facilities for certain independent colleges and universities and private hospitals, certain not-for-profit institutions, public educational institutions including The State University of New York, The City University of New York and Boards of Cooperative Educational Services (“BOCES”), certain school districts in the State, facilities for the Departments of Health and Education of the State, the Office of General Services, the Office of General Services of the State on behalf of the Department of Audit and Control, facilities for the aged and certain judicial facilities for cities and counties. The Authority is also authorized to make and purchase certain loans in connection with its student loan program. To carry out this purpose, the Authority was given the authority, among other things, to issue and sell negotiable bonds and notes to finance the construction of facilities of such institutions, to issue bonds or notes to refund outstanding bonds or notes and to lend funds to such institutions.

On September 1, 1995, the Authority through State legislation (the “Consolidation Act”) succeeded to the powers, duties and functions of the New York State Medical Care Facilities Finance Agency (the “Agency”) and the Facilities Development Corporation (the “Corporation”), each of which will continue its corporate existence in and through the Authority. Under the Consolidation Act, the Authority has also acquired by operation of law all assets and property, and has assumed all the liabilities and obligations, of the Agency and the Corporation, including, without limitation, the obligation of the Agency to make payments on its outstanding bonds, and notes or other obligations. Under the Consolidation Act, as successor to the powers, duties and functions of the Agency, the Authority is authorized to issue and sell negotiable bonds and notes to finance and refinance mental health services facilities for use directly by the New York State Department of Mental Hygiene and by certain voluntary agencies. As such successor to the Agency, the Authority has acquired additional authorization to issue bonds and notes to provide certain types of financing for certain facilities for the Department of Health, not-for-profit corporations providing hospital, medical and residential health care facilities and services, county and municipal hospitals and nursing homes, not-for-profit and limited profit nursing home companies, qualified health maintenance organizations and health facilities for municipalities constituting social services districts. As successor to the Corporation, the Authority is authorized, among other things, to assume exclusive possession, jurisdiction, control and supervision over all State mental hygiene facilities and to make them available to the Department of Mental Hygiene, to provide for construction and modernization of municipal hospitals, to provide health facilities for municipalities, to provide health facilities for voluntary non-profit corporations, to make its services available to the State Department of Correctional Services, to make its services available to municipalities to provide for the design and construction of local correctional facilities, to provide services for the design and construction of municipal buildings, and to make loans to certain voluntary agencies with respect to mental hygiene facilities owned or leased by such agencies.

The Authority has the general power to acquire real and personal property, give mortgages, make contracts, operate dormitories and other facilities and fix and collect rentals or other charges for their use, contract with the holders of its bonds and notes as to such rentals and charges, make reasonable rules and regulations to assure the maximum use of facilities, borrow money, issue negotiable bonds or notes and provide for the rights of their holders and adopt a program of self-insurance.

In addition to providing financing, the Authority offers a variety of services to certain educational, governmental and not-for-profit institutions, including advising in the areas of project planning, design and construction, monitoring project construction, purchasing of furnishings and equipment for projects, designing interiors of projects and designing and managing projects to rehabilitate older facilities. In succeeding to the powers, duties and functions of the Corporation as described above, the scope of design and construction services afforded by the Authority has been expanded.

Outstanding Indebtedness of the Authority (Other than Indebtedness Assumed by the Authority)

At March 31, 2012, the Authority had approximately \$44.3 billion aggregate principal amount of bonds and notes outstanding, excluding indebtedness of the Agency assumed by the Authority on September 1, 1995 pursuant to the Consolidation Act. The debt service on each such issue of the Authority's bonds and notes is paid from moneys received by the Authority or the trustee from or on behalf of the entity having facilities financed with the proceeds from such issue or from borrowers in connection with its student loan program.

The Authority's bonds and notes include both special obligations and general obligations of the Authority. The Authority's special obligations are payable solely from payments required to be made by or for the account of the institution for which the particular special obligations were issued or from borrowers in connection with its student loan program. Such payments are pledged or assigned to the trustees for the holders of respective special obligations. The Authority has no obligation to pay its special obligations other than from such payments. The Authority's general obligations are payable from any moneys of the Authority legally available for the payment of such obligations. However, the payments required to be made by or for the account of the institution for which general obligations were issued generally have been pledged or assigned by the Authority to trustees for the holders of such general obligations. The Authority has always paid the principal of and interest on its special and general obligations on time and in full.

The total amounts of the Authority bonds and notes (excluding debt of the Agency assumed by the Authority on September 1, 1995 pursuant to the Consolidation Act) outstanding at March 31, 2012 were as follows:

	<u>Bonds Issued</u>	<u>Bonds Outstanding</u>	<u>Notes Outstanding</u>	<u>Bonds and Notes Outstanding</u>
Public Programs				
State University of New York Dormitory Facilities.....	\$ 2,738,656,000	\$ 1,364,250,000	\$ 0	\$ 1,364,250,000
State University of New York Educational and Athletic Facilities.....	16,185,382,999	6,868,294,624	0	6,868,294,624
Upstate Community Colleges of the State University of New York.....	1,644,630,000	664,175,000	0	664,175,000
Senior Colleges of the City University of New York.....	11,126,291,762	3,693,833,213	0	3,693,833,213
Community Colleges of the City University of New York.....	2,590,993,350	547,566,787	0	547,566,787
BOCES and School Districts.....	3,279,181,208	2,439,090,000	0	2,439,090,000
Judicial Facilities.....	2,161,277,717	668,012,717	0	668,012,717
New York State Departments of Health and Education and Other.....	7,400,435,000	4,822,440,000	0	4,822,440,000
Mental Health Services Facilities.....	8,662,585,000	4,070,455,000	0	4,070,455,000
New York State Taxable Pension Bonds.....	773,475,000	0	0	0
Municipal Health Facilities Improvement Program.....	<u>1,146,845,000</u>	<u>719,200,000</u>	<u>0</u>	<u>719,200,000</u>
Totals Public Programs.....	<u>\$ 57,709,753,036</u>	<u>\$ 25,857,317,341</u>	<u>\$ 0</u>	<u>\$ 25,857,317,341</u>
Non-Public Programs				
Independent Colleges, Universities and Other Institutions.....	\$ 20,658,539,952	\$ 10,708,659,444	\$ 78,095,000	\$ 10,786,754,444
Voluntary Non-Profit Hospitals.....	15,421,259,309	7,052,570,000	0	7,052,570,000
Facilities for the Aged.....	2,030,560,000	613,645,000	0	613,645,000
Supplemental Higher Education Loan Financing Program.....	<u>95,000,000</u>	<u>0</u>	<u>0</u>	<u>0</u>
Totals Non-Public Programs.....	<u>\$ 38,205,359,261</u>	<u>\$ 18,374,874,444</u>	<u>\$ 78,095,000</u>	<u>\$ 18,452,969,444</u>
Grand Totals Bonds and Notes.....	<u>\$ 95,915,112,297</u>	<u>\$ 44,232,191,785</u>	<u>\$ 78,095,000</u>	<u>\$ 44,310,286,785</u>

Outstanding Indebtedness of the Agency Assumed by the Authority

At March 31, 2012, the Agency had approximately \$183.6 million aggregate principal amount of bonds outstanding, the obligations as to all of which have been assumed by the Authority. The debt service on each such issue of bonds is paid from moneys received by the Authority (as successor to the Agency) or the trustee from or on behalf of the entity having facilities financed with the proceeds from such issue.

The total amounts of the Agency’s bonds (which indebtedness was assumed by the Authority on September 1, 1995) outstanding at March 31, 2012 were as follows:

<u>Public Programs</u>	<u>Bonds Issued</u>	<u>Bonds Outstanding</u>
Mental Health Services Improvement Facilities.....	\$ 3,817,230,725	\$ _____ 0
<u>Non-Public Programs</u>	<u>Bonds Issued</u>	<u>Bonds Outstanding</u>
Hospital and Nursing Home Project Bond Program.....	\$ 226,230,000	\$ 2,035,000
Insured Mortgage Programs	6,625,079,927	178,175,000
Revenue Bonds, Secured Loan and Other Programs.....	<u>2,414,240,000</u>	<u>3,440,000</u>
Total Non-Public Programs.....	<u>\$ 9,265,549,927</u>	<u>\$ 183,650,000</u>
Total MCFFA Outstanding Debt.....	<u>\$ 13,082,780,652</u>	<u>\$ 183,650,000</u>

Governance

The Authority carries out its programs through an eleven-member board, a full-time staff of approximately 660 persons, independent bond counsel and other outside advisors. Board members include the Commissioner of Education of the State, the Commissioner of Health of the State, the State Comptroller or one member appointed by him or her who serves until his or her successor is appointed, the Director of the Budget of the State, one member appointed by the Temporary President of the State Senate, one member appointed by the Speaker of the State Assembly and five members appointed by the Governor, with the advice and consent of the Senate, for terms of three years. The Commissioner of Education of the State, the Commissioner of Health of the State and the Director of the Budget of the State each may appoint a representative to attend and vote at Authority meetings. The members of the Authority serve without compensation, but are entitled to reimbursement of expenses incurred in the performance of their duties.

The Governor of the State appoints a Chair from the members appointed by him or her and the members of the Authority annually choose the following officers, of which the first two must be members of the Authority: Vice-Chair, Secretary, Treasurer, Assistant Secretaries and Assistant Treasurers.

The current members of the Authority are as follows:

ALFONSO L. CARNEY, JR., *Chair*, New York.

Alfonso L. Carney, Jr. was appointed as a Member of the Authority by the Governor on May 20, 2009. Mr. Carney is a principal of Rockwood Partners, LLC, which provides medical and legal consulting services in New York City. Consulting for the firm in 2005, he served as Acting Chief Operating Officer and Corporate Secretary for the Goldman Sachs Foundation in New York where, working with the President of the Foundation, he directed overall staff management of the foundation, and provided strategic oversight of the administration, communications and legal affairs teams, and developed selected foundation program initiatives. Prior to this, Mr. Carney held several positions with Altria Corporate Services, Inc., most recently as Vice President and Associate General Counsel for Corporate and Government Affairs. Prior to that, Mr. Carney served as Assistant Secretary of Philip Morris Companies Inc. and Corporate Secretary of Philip Morris Management Corp. For eight years, Mr. Carney was Senior International Counsel first for General Foods Corporation and later for Kraft Foods, Inc. and previously served as Trade Regulation Counsel, Assistant Litigation Counsel and Federal Government Relations Counsel for General Foods, where he began his legal career in 1975 as a Division Attorney. Mr. Carney is a trustee of Trinity College, the University of Virginia Law School Foundation, the Riverdale Country School and the Virginia Museum of Fine Arts in Richmond. In addition, he is a trustee of the Burke Rehabilitation Hospital in White Plains. Mr. Carney holds a Bachelors degree in Philosophy from Trinity College and a Juris Doctor degree from the University of Virginia School of Law. His current term expires on March 31, 2013.

JOHN B. JOHNSON, JR., *Vice-Chair*, Watertown.

John B. Johnson, Jr. was appointed as a Member of the Authority by the Governor on June 20, 2007. Mr. Johnson is Chairman of the Board and Chief Executive Officer of the Johnson Newspaper Corporation, which publishes the Watertown Daily Times, Batavia Daily News, Malone Telegram, Catskill Daily Mail, Hudson Register Star, Ogdensburg Journal, Massena-Potsdam Courier Observer, seven weekly newspapers and three shopping newspapers. He is director of the New York Newspapers Foundation, a member of the Development Authority of the North Country and the Fort Drum Regional Liaison Committee, a trustee of Clarkson University and president of the Bugbee Housing Development Corporation. Mr. Johnson has been a member of the American Society of Newspaper Editors since 1978, and was a Pulitzer Prize juror in 1978, 1979, 2001 and 2002. He holds a Bachelor's degree from Vanderbilt University, and Master's degrees in Journalism and Business Administration from the Columbia University Graduate School of Journalism and Business. Mr. Johnson was awarded an Honorary Doctor of Science degree from Clarkson University. Mr. Johnson's term expires on March 31, 2013.

JACQUES JIHA, Ph.D., *Secretary*, Woodbury.

Jacques Jiha was appointed as a Member of the Authority by the Governor on December 15, 2008. Mr. Jiha is the Executive Vice President / Chief Operating Officer & Chief Financial Officer of Earl G. Graves, Ltd./Black Enterprise, a multi-media company with properties in print, digital media, television, events and the internet. He is a member of the Investment Advisory Committee of the New York Common Retirement Fund and a member of the Board of Directors of Ronald McDonald House of New York. Previously, Mr. Jiha served as Deputy Comptroller for Pension Investment and Public Finance in the Office of the New York State Comptroller. As the state's chief investment officer, he managed the assets of the NY Common Retirement Fund, valued at \$120 billion, and was also in charge of all activities related to the issuance of New York State general obligation bonds, bond anticipation notes, tax and revenue anticipation notes, and certificates of participation. Mr. Jiha was the Co-Executive Director of the New York State Local Government Assistance Corporation (LGAC) in charge of the sale of refunding bonds, the ratification of swap agreements, and the selection of financial advisors and underwriters. Prior thereto, Mr. Jiha was Nassau County Deputy Comptroller for Audits and Finances. He also worked for the New York City Office of the Comptroller in increasingly responsible positions: first as Chief Economist and later as Deputy Comptroller for Budget. Earlier, Mr. Jiha served as Executive Director of the New York State Legislative Tax Study Commission and as Principal Economist for the New York State Assembly Committee on Ways and Means. He holds a Ph.D. and a Master's degree in Economics from the New School University and a Bachelor's degree in Economics from Fordham University. His term expired on March 31, 2011 and by law he continues to serve until a successor shall be chosen and qualified.

CHARLES G. MOERDLER, Esq., New York.

Charles Moerdler was appointed as a Member of the Authority by the Governor on March 16, 2010. Mr. Moerdler is a founding partner in the Litigation Practice of the law firm Stroock & Stroock & Lavan LLP. His areas of practice include defamation, antitrust, securities, real estate, class actions, health care, international law, labor law, administrative law and zoning. By appointment of the Appellate Division, First Department, Mr. Moerdler serves as Vice Chair of the Committee on Character and Fitness and as a Member of the Departmental Disciplinary Committee. He served as Commissioner of Housing and Buildings of the City of New York, as a real estate and development consultant to New York City Mayor John Lindsay, as a member of the City's Air Pollution Control Board, and as Chairman and Commissioner of the New York State Insurance Fund. Mr. Moerdler currently serves on the Board of Directors of the New York City Housing Development Corporation as well as the Metropolitan Transportation Authority and is a member of the New York City Board of Collective Bargaining. He holds a Bachelors of Arts degree from Long Island University and a Juris Doctor degree from Fordham University. His term expired on March 31, 2012 and by law he continues to serve until a successor shall be chosen and qualified.

BERYL L. SNYDER, J.D., New York

Ms. Snyder was appointed as a member of the Authority by the Governor on June 15, 2011. She is currently a principal in HBJ Investments, LLC, an investment company where her duties include evaluation and analysis of a wide variety of investments in, among other areas: fixed income, equities, alternative investments and early stage companies. Previously, she was Vice President, General Counsel and a Director of Biocraft Laboratories, Inc. and a Director of Teva Pharmaceuticals. Ms. Snyder serves as a Board member of the Beatrice Snyder Foundation, the Roundabout Theater, the Advisory Committee of the Hospital of Joint Diseases and the Optometric Center of New York, where she also serves on the Investment Committee. She holds a Bachelor of Arts degree in

History from Vassar College and a Juris Doctor degree from Rutgers University. Her current term expires on August 31, 2013.

SANDRA M. SHAPARD, Delmar.

Ms. Shapard was appointed as a Member of the Authority by the State Comptroller on January 21, 2003. Ms. Shapard served as Deputy Comptroller for the Office of the State Comptroller from January, 1995 until her retirement in 2001, during which time she headed the Office of Fiscal Research and Policy Analysis and twice served as Acting First Deputy Comptroller. Previously, Ms. Shapard held the positions of Deputy Director and First Deputy Director for the New York State Division of Budget, from 1991 to 1994, and Deputy Assistant Commissioner for Transit for the State Department of Transportation, from 1988 to 1991. She began her career in New York State government with the Assembly in 1975 where, over a thirteen year period, she held the positions of Staff Director of the Office of Counsel to the Majority, Special Assistant to the Speaker, and Deputy Director of Budget Studies for the Committee on Ways and Means. Ms. Shapard also served as Assistant to the County Executive in Dutchess County. A graduate of Mississippi University for Women, Ms. Shapard received a Masters of Public Administration from Harvard University, John F. Kennedy School of Government, where she has served as visiting lecturer, and has completed graduate work at Vanderbilt University.

GERARD ROMSKI, Esq., Mount Kisco.

Mr. Ronski was appointed as a Member of the Authority by the Temporary President of the State Senate on June 8, 2009. He is Counsel and Project Executive for “Arverne By The Sea,” where he is responsible for advancing and overseeing all facets of “Arverne by the Sea,” one of New York City’s largest mixed-use developments located in Queens, NY. Mr. Ronski is also of counsel to the New York City law firm of Bauman, Katz and Grill LLP. He formerly was a partner in the law firm of Ross & Cohen, LLP (now merged with Duane Morris, LLP) for twelve years, handling all aspects of real estate and construction law for various clients. He previously served as Assistant Division Chief for the New York City Law Department’s Real Estate Litigation Division where he managed all aspects of litigation arising from real property owned by The City of New York. Mr. Ronski is a member of the Urban Land Institute, Council of Development Finance Agencies, the New York State Bar Association, American Bar Association and New York City Bar Association. He previously served as a member of the New York City Congestion Mitigation Commission and the Board of Directors for the Bronx Red Cross. Mr. Ronski holds a Bachelor of Arts degree from the New York Institute of Technology and a Juris Doctor degree from Brooklyn Law School.

ROMAN B. HEDGES, Ph.D., Delmar.

Dr. Hedges was appointed as a Member of the Authority by the Speaker of the State Assembly on February 24, 2003. Dr. Hedges serves on the Legislative Advisory Task Force on Demographic Research and Reapportionment. He is the former Deputy Secretary of the New York State Assembly Committee on Ways and Means. Dr. Hedges previously served as the Director of Fiscal Studies of the Assembly Committee on Ways and Means. He was an Associate Professor of Political Science and Public Policy at the State University of New York at Albany where he taught graduate and undergraduate courses in American politics, research methodology, and public policy. Dr. Hedges holds a Doctor of Philosophy and a Master of Arts degree from the University of Rochester and a Bachelor of Arts degree from Knox College.

JOHN B. KING, JR., J.D., Ed.D., Commissioner of Education of the State of New York, Slingerlands; ex-officio.

Dr. John B. King, Jr., was appointed by the Board of Regents to serve as President of the University of the State of New York and Commissioner of Education on July 15, 2011. As Commissioner of Education, Dr. King serves as chief executive officer of the State Education Department and as President of the University of the State of New York, which is comprised of public and non-public elementary and secondary schools, public and independent colleges and universities, libraries, museums, broadcasting facilities, historical repositories, proprietary schools and services for children and adults with disabilities. Dr. King is also responsible for licensing, practice and oversight of numerous professions. Dr. King previously served as Senior Deputy Commissioner for P-12 Education at the New York State Education Department. Prior thereto, Dr. King served as a Managing Director with Uncommon Schools. Prior to this, Dr. King was Co-Founder and Co-Director for Curriculum & Instruction of Roxbury Preparatory Charter School and prior to that, Dr. King was a teacher in San Juan, Puerto Rico and Boston, Massachusetts. He holds a Bachelor of Arts degree in Government from Harvard University, a Master of Arts degree in Teaching of Social Studies from Teachers College, Columbia University, a Juris Doctor degree from Yale Law School and a Doctor of Education degree in Educational Administrative Practice from Teachers College, Columbia University.

NIRAV R. SHAH, M.D., M.P.H., *Commissioner of Health, Albany; ex-officio.*

Nirav R. Shah, M.D., M.P.H., was appointed Commissioner of Health on January 24, 2011. Prior to his appointment he served as Attending Physician at Bellevue Hospital Center, Associate Investigator at the Geisinger Center for Health Research in central Pennsylvania, and Assistant Professor of Medicine at the NYU Langone Medical Center. Dr. Shah is an expert in use of systems-based methods, a leading researcher in use of large scale clinical laboratories and electronic health records and he has served on the editorial boards of various medical journals. He is a graduate of Harvard College, received his medical and master of public health degrees from Yale School of Medicine, was a Robert Wood Johnson Clinical Scholar at UCLA and a National Research Service Award Fellow at NYU.

ROBERT L. MEGNA, *Budget Director of the State of New York, Albany; ex-officio.*

Mr. Megna was appointed Budget Director on June 15, 2009. He is responsible for the overall development and management of the State's fiscal policy, including overseeing the preparation of budget recommendations for all State agencies and programs, economic and revenue forecasting, tax policy, fiscal planning, capital financing and management of the State's debt portfolio, as well as pensions and employee benefits. Mr. Megna previously served as Commissioner of the New York State Department of Taxation and Finance, responsible for overseeing the collection and accounting of more than \$90 billion in State and local taxes, the administration of State and local taxes, including New York City and the City of Yonkers income taxes and the processing of tax returns, registrations and associated documents. Prior to this he served as head of the Economic and Revenue Unit of the New York State Division of the Budget where he was responsible for State Budget revenue projections and the development and monitoring of the State Financial Plan. Mr. Megna was Assistant Commissioner for Tax Policy for the Commonwealth of Virginia. He also served as Director of Tax Studies for the New York State Department of Taxation and Finance and as Deputy Director of Fiscal Studies for the Ways and Means Committee of the New York State Assembly. Mr. Megna was also an economist for AT&T. He holds Masters degrees in Public Policy from Fordham University and Economics from the London School of Economics.

The principal staff of the Authority is as follows:

PAUL T. WILLIAMS, JR. is the President and chief executive officer of the Authority. Mr. Williams is responsible for the overall management of the Authority's administration and operations. He most recently served as Senior Counsel in the law firm of Nixon Peabody LLP. Prior to working at Nixon Peabody, Mr. Williams helped to establish a boutique Wall Street investment banking company. Prior thereto, Mr. Williams was a partner in, and then of counsel to, the law firm of Bryan Cave LLP. He was a founding partner in the law firm of Wood, Williams, Rafalsky & Harris, which included a practice in public finance and served there from 1984-1998. Mr. Williams began his career as an associate at the law firm of Walker & Bailey in 1977 and thereafter served as a counsel to the New York State Assembly. Mr. Williams is licensed to practice law in the State of New York and holds professional licenses in the securities industry. He holds a Bachelor's degree from Yale University and a Juris Doctor degree from Columbia University School of Law.

MICHAEL T. CORRIGAN is the Vice President of the Authority, and assists the President in the administration and operation of the Authority. Mr. Corrigan came to the Authority in 1995 as Budget Director, and served as Deputy Chief Financial Officer from 2000 until 2003. He began his government service career in 1983 as a budget analyst for Rensselaer County, and served as the County's Budget Director from 1986 to 1995. Immediately before coming to the Authority, he served as the appointed Rensselaer County Executive for a short period. Mr. Corrigan holds a Bachelor's degree in Economics from the State University of New York at Plattsburgh and a Master's degree in Business Administration from the University of Massachusetts.

PORTIA LEE is the Managing Director of Public Finance and Portfolio Monitoring. She is responsible for supervising and directing Authority bond issuance in the capital markets, through financial feasibility analysis and financing structure determination for Authority clients; as well as implementing and overseeing financing programs, including interest rate exchange and similar agreements; overseeing the Authority's compliance with continuing disclosure requirements and monitoring the financial condition of existing Authority clients. Ms. Lee previously served as Senior Investment Officer at the New York State Comptroller's Office where she was responsible for assisting in the administration of the long-term fixed income portfolio of the New York State Common Retirement Fund, as well as the short-term portfolio, and the Securities Lending Program. From 1995 to 2005, Ms. Lee worked at Moody's Investors Service where she most recently served as Vice President and Senior Credit Officer in the Public Finance Housing Group. In addition, Ms. Lee has extensive public service experience working for over 10

years in various positions in the Governor's Office, NYS Department of Social Services, as well as the New York State Assembly. She holds a Bachelor's degree from the State University of New York at Albany.

PAUL W. KUTEY is the Chief Financial Officer of the Authority. Mr. Kutey oversees and directs the activities of the Office of Finance and Information Services. He is responsible for supervising the Authority's investment program, accounting functions, operation, maintenance and development of computer hardware, software and communications infrastructure; as well as the development and implementation of financial policies, financial management systems and internal controls for financial reporting. Previously, Mr. Kutey was Senior Vice President of Finance and Operations for AYCO Company, L.P., a Goldman Sachs Company, where his responsibilities included finance, operations and facilities management. Prior to joining AYCO Company, he served as Corporate Controller and Acting Chief Financial Officer for First Albany Companies, Inc. From 1982 until 2001, Mr. Kutey held increasingly responsible positions with PricewaterhouseCoopers, LLP, becoming Partner in 1993. He is a Certified Public Accountant and holds a Bachelor of Business Administration degree from Siena College.

STEPHEN D. CURRO, P.E. is the Managing Director of Construction. In that capacity, he is responsible for the Authority's construction groups, including design, project management, purchasing, contract administration, interior design, and engineering and other technology services. Mr. Curro joined the Authority in 2001 as Director of Technical Services, and most recently served as Director of Construction Support Services. He is a registered Professional Engineer in New York and Rhode Island and has worked in the construction industry for over twenty years as a consulting structural engineer and a technology solutions provider. Mr. Curro is also an Adjunct Professor at Hudson Valley Community College and Bryant & Stratton College. He holds a Bachelor of Science in Civil Engineering from the University of Rhode Island, a Master of Engineering in Structural Engineering from Rensselaer Polytechnic Institute and a Master of Business Administration from Rensselaer Polytechnic Institute's Lally School of Management.

CARRA WALLACE is the Managing Director of the Office of Executive Initiatives (OEI). In that capacity, she oversees the Authority's Communications and Marketing, Opportunity Programs, Environmental Initiatives, Client Outreach, Training, Executive Projects, and Legislative Affairs units. Ms. Wallace is responsible for strategic efforts in developing programs, maximizing the utilization of Minority and Women Owned Businesses, and communicating with Authority clients, the public and governmental officials. She possesses more than twenty years of senior leadership experience in diverse private sector businesses and civic organizations. Ms. Wallace most recently served as Executive Vice President at Telwares, a major telecommunications service firm. Prior to her service at Telwares, Ms. Wallace served as Executive Vice President of External Affairs at the NYC Leadership Academy. She holds a Bachelor of Science degree in management from the Pepperdine University Graziadio School of Business and Management.

The position of General Counsel is currently vacant.

Claims and Litigation

Although certain claims and litigation have been asserted or commenced against the Authority, the Authority believes that these claims and litigation are covered by the Authority's insurance or by bonds filed with the Authority should the Authority be held liable in any of such matters, or that the Authority has sufficient funds available or the legal power and ability to seek sufficient funds to meet any such claims or judgments resulting from such litigation.

Other Matters

New York State Public Authorities Control Board

The New York State Public Authorities Control Board (the "PACB") has authority to approve the financing and construction of any new or reactivated projects proposed by the Authority and certain other public authorities of the State. The PACB approves the proposed new projects only upon its determination that there are commitments of funds sufficient to finance the acquisition and construction of the projects. The Authority has obtained the approval of the PACB for the issuance of the Series 2012A Bonds.

Legislation

From time to time, bills are introduced into the State Legislature which, if enacted into law, would affect the Authority and its operations. The Authority is not able to represent whether such bills will be introduced or become law in the future. In addition, the State undertakes periodic studies of public authorities in the State (including the Authority) and their financing programs. Any of such periodic studies could result in proposed legislation which, if adopted, would affect the Authority and its operations.

Environmental Quality Review

The Authority complies with the New York State Environmental Quality Review Act and with the New York State Historic Preservation Act of 1980, and the respective regulations promulgated thereunder respecting the 2012A Project to the extent such acts and regulations are applicable.

Independent Auditors

The accounting firm of KPMG LLP audited the financial statements of the Authority for the fiscal year ended March 31, 2011. Copies of the most recent audited financial statements are available upon request at the offices of the Authority.

PART 9 - LEGALITY OF THE SERIES 2012A BONDS FOR INVESTMENT AND DEPOSIT

Under New York State law, the Series 2012A Bonds are securities in which all public officers and bodies of the State and all municipalities and municipal subdivisions, all insurance companies and associations, all savings banks and savings institutions, including savings and loan associations, administrators, guardians, executors, trustees, committees, conservators and other fiduciaries in the State may properly and legally invest funds in their control.

The Series 2012A Bonds may be deposited with the State Comptroller to secure deposits of State money in banks, trust companies and industrial banks.

PART 10 - NEGOTIABLE INSTRUMENTS

The Series 2012A Bonds are negotiable instruments as provided in the Act, subject to the provisions for registration and transfer contained in the Resolution and in the Series 2012A Bonds.

PART 11 - TAX MATTERS

Federal Income Taxes

The Internal Revenue Code of 1986, as amended (the "Code"), imposes certain requirements that must be met subsequent to the issuance and delivery of the Series 2012A Bonds for interest thereon to be and remain excluded from gross income for federal income tax purposes. Noncompliance with such requirements could cause the interest on the Series 2012A Bonds to be included in gross income for federal income tax purposes retroactive to the date of issue of the Series 2012A Bonds. Pursuant to the Resolution, the Series 2012A Resolution, the Loan Agreement and the Tax Certificate, the Authority and the University have covenanted to comply with the applicable requirements of the Code in order to maintain the exclusion of the interest on the Series 2012A Bonds from gross income for federal income tax purposes pursuant to Section 103 of the Code. In addition, the Authority and the University have made certain representations and certifications in the Resolution, the Series 2012 Resolution, the Loan Agreement and the Tax Certificate. Bond Counsel will also rely on the opinion of special counsel to the University as to all matters concerning the status of the University as an organization described in Section 501(c)(3) of the Code and exempt from federal income tax under Section 501(a) of the Code. Bond Counsel will not independently verify the accuracy of those representations and certifications or that opinion.

In the opinion of Nixon Peabody LLP, Bond Counsel, under existing law and assuming compliance with the aforementioned covenants, and the accuracy of certain representations and certifications made by the Authority and the University described above, interest on the Series 2012A Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Code. Bond Counsel is also of the opinion that such interest is not treated as a preference item in calculating the alternative minimum tax imposed under the Code with respect to individuals and corporations. Interest on the Series 2012A Bonds is, however, included in the adjusted current earnings of certain corporations for purposes of computing the alternative minimum tax imposed on such corporations.

State Taxes

Bond Counsel is also of the opinion that, by virtue of the Act, interest on the Series 2012A Bonds is exempt from personal income taxes of the State of New York and its political subdivisions, including The City of New York and the City of Yonkers. Bond Counsel expresses no opinion as to other State or local tax law consequences arising with respect to the Series 2012A Bonds nor as to the taxability of the Series 2012A Bonds or the income derived therefrom under the laws of any other state other than the State of New York.

Original Issue Premium

The Series 2012A Bonds are being offered at prices in excess of their principal amounts. An initial purchaser with an initial adjusted basis in a Series 2012A Bond in excess of its principal amount will have amortizable bond premium which is not deductible from gross income for federal income tax purposes. The amount of amortizable bond premium for a taxable year is determined actuarially on a constant interest rate basis over the term of each Series 2012A Bond based on the purchaser's yield to maturity. For purposes of determining gain or loss on the sale or other disposition of a Series 2012A Bond, an initial purchaser who acquires such obligation with an amortizable bond premium is required to decrease such purchaser's adjusted basis in such Series 2012A Bond annually by the amount of amortizable bond premium for the taxable year. The amortization of bond premium may be taken into account as a reduction in the amount of tax-exempt income for purposes of determining various other tax consequences of owning such Series 2012A Bonds. Owners of the Series 2012A Bonds are advised that they should consult with their own advisors with respect to the state and local tax consequences of owning such Series 2012A Bonds.

Ancillary Tax Matters

Ownership of the Series 2012A Bonds may result in other federal tax consequences to certain taxpayers, including, without limitation, certain S corporations, foreign corporations with branches in the United States, property and casualty insurance companies, individuals receiving Social Security or Railroad Retirement benefits and individuals seeking to claim the earned income credit. Ownership of the Series 2012A Bonds may also result in other federal tax consequences to taxpayers who may be deemed to have incurred or continued indebtedness to purchase or to carry the Series 2012A Bonds; for certain bonds issued during 2009 and 2010, the American Recovery and Reinvestment Act of 2009 modifies the application of those rules as they apply to financial institutions. Prospective investors are advised to consult their own tax advisors regarding these rules.

Commencing with interest paid in 2006, interest paid on tax-exempt obligations such as the Series 2012A Bonds is subject to information reporting to the Internal Revenue Service (the "IRS") in a manner similar to interest paid on taxable obligations. In addition, interest on the Series 2012A Bonds may be subject to backup withholding if such interest is paid to a registered owner that (a) fails to provide certain identifying information (such as the registered owner's taxpayer identification number) in the manner required by the IRS, or (b) has been identified by the IRS as being subject to backup withholding.

Bond Counsel is not rendering any opinion as to any federal tax matters other than those described in the opinion attached as Appendix E to this Official Statement. Prospective investors, particularly those who may be subject to special rules described above, are advised to consult their own tax advisors regarding the federal tax consequences of owning and disposing of the Series 2012A Bonds, as well as any tax consequences arising under the laws of any state or other taxing jurisdiction.

Changes in Tax Law and Post-Issuance Events

Legislative or administrative actions and court decisions, at either the federal or state level, could have an adverse impact on the potential benefits of the exclusion from gross income of the interest on the Series 2012A Bonds for federal or state income tax purposes, and thus on the value or marketability of the Series 2012A Bonds. This could result from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), repeal of the exclusion of the interest on the Series 2012A Bonds from gross income for federal or state income tax purposes, or otherwise. It is not possible to predict whether any legislative or administrative actions or court decisions having an adverse impact on the federal, state or local income tax treatment of holders of the Series 2012A Bonds may occur. Prospective purchasers of the Series 2012A Bonds should consult their own tax advisers regarding such matters.

Bond Counsel has not undertaken to advise in the future whether any events after the date of issuance and delivery of the Series 2012A Bonds may affect the tax status of interest on the Series 2012A Bonds. Bond Counsel expresses no opinion as to any federal, state or local tax law consequences with respect to the Series 2012A Bonds,

or the interest thereon, if any action is taken with respect to the Series 2012A Bonds or the proceeds thereof upon the advice or approval of other counsel.

PART 12 - STATE NOT LIABLE ON THE SERIES 2012A BONDS

The Act provides that notes and bonds of the Authority are not a debt of the State, that the State is not liable on them and that such notes and bonds are not payable out of any funds other than those of the Authority. The Resolution specifically provides that the Series 2012A Bonds are not a debt of the State and that the State is not liable on the Series 2012A Bonds.

PART 13 - COVENANT BY THE STATE

The Act states that the State pledges and agrees with the holders of the Authority's notes and bonds that the State will not limit or alter the rights vested in the Authority to provide projects, to establish and collect rentals therefrom and to fulfill agreements with the holders of the Authority's notes and bonds or in any way impair the rights and remedies of the holders of such notes or bonds until such notes or bonds and interest thereon and all costs and expenses in connection with any action or proceeding by or on behalf of the holders of such notes or bonds are fully met and discharged. Notwithstanding the State's pledges and agreements contained in the Act, the State may in the exercise of its sovereign power enact or amend its laws which, if determined to be both reasonable and necessary to serve an important public purpose, could have the effect of impairing these pledges and agreements with the Authority and with the holders of the Authority's notes or bonds.

PART 14 - LEGAL MATTERS

Certain legal matters incidental to the authorization and issuance of the Series 2012A Bonds by the Authority are subject to the approval of Nixon Peabody LLP, New York, New York, Bond Counsel, whose approving opinion will be delivered with the Series 2012A Bonds. The proposed form of Bond Counsel's opinion is set forth in Appendix E hereto.

Certain legal matters will be passed upon for the University by its General Counsel and by Hawkins Delafield & Wood LLP, New York, New York. Certain legal matters will be passed upon for the Underwriters by their counsel, Winston & Strawn LLP, New York, New York.

There is not now pending any litigation restraining or enjoining the issuance or delivery of the Series 2012A Bonds or questioning or affecting the validity of the Series 2012A Bonds or the proceedings and authority under which they are to be issued. There is no litigation pending which in any manner questions the right of the Authority to finance the 2012A Project in accordance with the provisions of the Act, the Resolution and the Loan Agreement.

PART 15 - UNDERWRITING

J.P. Morgan Securities LLC ("JPMS"), as representative of the Underwriters, has agreed, subject to certain conditions, to purchase the Series 2012A Bonds from the Authority at an aggregate purchase price of \$173,767,637.99 (which represents the par amount of the Series 2012A Bonds, less Underwriters' discount of \$350,859.91, plus net premium of \$36,183,497.90) and to make a public offering of the Series 2012A Bonds at prices that are not in excess of the public offering price or prices stated on the inside cover page of this Official Statement. The Underwriters will be obligated to purchase all such Series 2012A Bonds if any are purchased.

The Series 2012A Bonds may be offered and sold to certain dealers (including the Underwriters) at prices lower than such public offering prices, and such public offering prices may be changed, from time to time, by the Underwriters.

Each of the following paragraphs in this section has been provided by one or more of the Underwriters identified therein.

JPMS, one of the Underwriters of the Series 2012A Bonds, has entered into negotiated dealer agreements (each, a "Dealer Agreement") with each of UBS Financial Services Inc. ("UBSFS") and Charles Schwab & Co., Inc. ("CS&Co.") for the retail distribution of certain securities offerings to the retail customers of UBSFS and CS&Co at the initial public offering prices, including the Series 2012A Bonds. Pursuant to each Dealer Agreement, each of UBSFS and CS&Co. will purchase Series 2012A Bonds from JPMS at the initial public offering price less a negotiated portion of the selling concession applicable to any Series 2012A Bonds that such firm sells.

Goldman, Sachs & Co. ("Goldman Sachs"), one of the Underwriters of the Series 2012A Bonds, has entered into a master dealer agreement (the "Master Dealer Agreement") with Incapital LLC ("Incapital") for the

distribution of certain municipal securities offerings, including the Series 2012A Bonds, to Incapital's retail distribution network at the initial public offering prices. Pursuant to the Master Dealer Agreement, Incapital will purchase the Series 2012A Bonds from Goldman Sachs at the initial public offering price less a negotiated portion of the selling concession applicable to any Series 2012A Bonds that Incapital sells.

Lebenthal & Co., LLC ("Lebenthal"), one of the Underwriters of the Series 2012A Bonds, has entered into an agreement (the "Distribution Agreement") with Advisors Asset Management, Inc. ("AAM") for the retail distribution of certain municipal securities offerings, including the Series 2012A Bonds. Pursuant to the Distribution Agreement, Lebenthal will compensate AAM for its selling efforts in connection with its respective allocations of the Series 2012A Bonds.

Morgan Stanley, the parent company of Morgan Stanley & Co. LLC, one of the Underwriters of the Series 2012A Bonds, has entered into a retail brokerage joint venture with Citigroup Inc. As part of the joint venture, Morgan Stanley & Co. LLC will distribute securities to retail investors through the financial advisor network of a new broker-dealer, Morgan Stanley Smith Barney LLC. This distribution arrangement became effective on June 1, 2009. As part of this arrangement, Morgan Stanley & Co. LLC will compensate Morgan Stanley Smith Barney LLC for its selling efforts with respect to the Series 2012A Bonds.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various investment banking services for Columbia University, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of Columbia University.

PART 16 - CONTINUING DISCLOSURE

In order to assist the Underwriters in complying with Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934 as amended ("Rule 15c2-12"), the University has undertaken in a written agreement (the "Continuing Disclosure Agreement") for the benefit of the Bondholders to provide to Digital Assurance Certification LLC ("DAC"), on behalf of the Authority as the Authority's disclosure dissemination agent, on or before 165 days after the end of each fiscal year, commencing with the fiscal year of the University ending June 30, 2012, for filing by DAC with the Municipal Securities Rulemaking Board ("MSRB") and its Electronic Municipal Market Access system for municipal securities disclosures, on an annual basis, operating data and financial information of the type hereinafter described which is included in "PART 4 - THE UNIVERSITY" of this Official Statement (the "Annual Information"), together with the University's annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America and audited by an independent firm of certified public accountants in accordance with auditing standards generally accepted in the United States of America; provided, however, that if audited financial statements are not then available, unaudited financial statements shall be delivered to DAC for delivery to the MSRB. For a description of additional quarterly reporting requirements of the University set forth in the Loan Agreement concerning the status of the construction of the 2012A Project, see the last paragraph under the heading "PART 5 - THE 2012A PROJECT" herein.

If, and only if, and to the extent that it receives the Annual Information and annual financial statements described above from the University, DAC has undertaken in the Continuing Disclosure Agreement, on behalf of and as agent for the University and the Authority, to file such information and financial statements, as promptly as practicable, but no later than three business days after receipt of the information by DAC from the University, with the MSRB.

The University also will undertake in the Continuing Disclosure Agreement to provide to the Authority, the Trustee and DAC, in a timely manner, the notices required to be provided by Rule 15c2-12 and described below (the "Notices"). In addition, the Authority and the Trustee have undertaken, for the benefit of the Bondholders, to provide such Notices to DAC, should the Authority have actual knowledge of the occurrence of a Notice Event (as hereinafter defined). Upon receipt of Notices from the University, the Trustee or the Authority, DAC will file the

Notices with the MSRB in a timely manner. With respect to the Series 2012A Bonds, DAC has only the duties specifically set forth in the Continuing Disclosure Agreement. DAC's obligation to deliver the information at the times and with the contents described in the Continuing Disclosure Agreement is limited to the extent the University, the Authority or the Trustee has provided such information to DAC as required by the Continuing Disclosure Agreement. DAC has no duty with respect to the content of any disclosure or Notices made pursuant to the terms of the Continuing Disclosure Agreement and DAC has no duty or obligation to review or verify any information contained in the Annual Information, Audited Financial Statements, Notices or any other information, disclosures or notices provided to it by the University, the Trustee or the Authority and shall not be deemed to be acting in any fiduciary capacity for the Authority, the University, the Holders of the Series 2012A Bonds or any other party. DAC has no responsibility for the failure of the Authority to provide to DAC a Notice required by the Continuing Disclosure Agreement or duty to determine the materiality thereof. DAC shall have no duty to determine or liability for failing to determine whether the University, the Trustee or the Authority has complied with the Continuing Disclosure Agreement and DAC may conclusively rely upon certifications of the University, the Trustee and the Authority with respect to their respective obligations under the Continuing Disclosure Agreement. In the event the obligations of DAC as the Authority's disclosure dissemination agent terminate, the Authority will either appoint a successor disclosure dissemination agent or, alternatively, assume all responsibilities of the disclosure dissemination agent for the benefit of the Bondholders.

The Annual Information will consist of the following: (a) operating data and financial information of the type included in this Official Statement in "PART 4 - THE UNIVERSITY" under the headings "OPERATING INFORMATION" and "ANNUAL FINANCIAL STATEMENT INFORMATION" relating to: (1) *student enrollment*, similar to that set forth under the heading "ENROLLMENT HEADCOUNT SUMMARY;" (2) *student admissions*, similar to that set forth under the heading "COLUMBIA COLLEGE ADMISSIONS STATISTICS;" (3) *tuition and other student charges*, similar to that set forth under the heading "COLUMBIA COLLEGE STUDENT CHARGES;" (4) *financial aid*, similar to that set forth under the heading "COLUMBIA UNIVERSITY FINANCIAL AID GRANTS;" (5) *faculty*, similar to that set forth under the heading "FACULTY PROFILE;" (6) *University finances*, unless such information is included in the audited financial statements of the University; (7) *gifts and investments*, unless such information is included in the audited financial statements of the University; (8) *government contracts and grants*, unless such information is included in the audited financial statements of the University; and (9) *outstanding indebtedness*, unless such information is included in the audited financial statements of the University; together with (b) a narrative explanation as may be necessary to avoid misunderstanding and to assist the reader in understanding the presentation of financial and operating data concerning the University.

The Notices include notices of any of the following events (the "Notice Events") with respect to the Series 2012A Bonds: (1) principal and interest payment delinquencies; (2) non-payment related defaults, if material; (3) unscheduled draws on debt service reserves reflecting financial difficulties; (4) unscheduled draws on credit enhancements reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions, IRS notices or other material events affecting the tax status of the Series 2012A Bonds; (7) modifications to the rights of holders of the Series 2012A Bonds, if material; (8) bond calls, if material; (9) defeasances; (10) release, substitution, or sale of property securing repayment of the Series 2012A Bonds, if material; (11) rating changes; (12) tender offers; (13) bankruptcy, insolvency, receivership or similar event of the University; (14) merger, consolidation or acquisition of or involving the University, if material; and (15) appointment of a successor or additional trustee, or the change in name of a trustee, if material. In addition, DAC will undertake, for the benefit of the Holders of the Series 2012A Bonds, to provide to the MSRB, in a timely manner, notice of any failure by the University to provide the Annual Information and annual financial statements by the date required in the University's undertaking described above.

The sole and exclusive remedy for breach or default under the Continuing Disclosure Agreement described above is an action to compel specific performance of the undertaking of DAC, the University, the Trustee and/or the Authority, and no person, including any Holder of the Series 2012A Bonds, may recover monetary damages thereunder under any circumstances. The Authority or the University may be compelled to comply with their respective obligations under the Continuing Disclosure Agreement (i) in the case of enforcement of their obligations to provide information required thereunder, by any Holder of Outstanding Series 2012A Bonds or by the Trustee on behalf of the Holders of Outstanding Series 2012A Bonds, or (ii) in the case of challenges to the adequacy of the information provided, by the Trustee on behalf of the Holders of the Series 2012A Bonds; provided, however, that the Trustee is not required to take any enforcement action except at the direction of the Holders of not less than 25% in aggregate principal amount of Series 2012A Bonds at the time Outstanding. A breach or default under the Continuing Disclosure Agreement shall not constitute an Event of Default under the Resolution, the Series 2012 Resolution or the Loan Agreement. In addition, if all or any part of Rule 15c2-12 ceases to be in effect for any

reason, then the information required to be provided under the Continuing Disclosure Agreement, insofar as the provision of Rule 15c2-12 no longer in effect required the providing of such information, shall no longer be required to be provided.

The foregoing undertaking is intended to set forth a general description of the type of financial information and operating data that will be provided; the description is not intended to state more than general categories of financial information and operating data; and where an undertaking calls for information that no longer can be generated or is no longer relevant because the operations to which it related have been materially changed or discontinued, a statement to that effect will be provided. The Continuing Disclosure Agreement, however, may be amended or modified without consent of the Holders of the Series 2012A Bonds under certain circumstances set forth therein. Copies of the Continuing Disclosure Agreement when executed by the parties thereto upon the delivery of the Series 2012A Bonds will be on file at the principal office of the Authority.

In the past five years, the University has not failed to comply, in any material respects, with any previous continuing disclosure undertaking entered into in connection with any tax-exempt offerings.

PART 17 - RATINGS

Moody's Investors Service ("Moody's") has assigned a rating of "Aaa" to the long-term obligations of the University. Standard & Poor's Ratings Services, a division of The McGraw Hill Companies, Inc. ("Standard & Poor's") has assigned a rating of "AAA" to the long-term obligations of the University. Such ratings reflect only the views of such organizations and any desired explanation of the significance of such ratings should be obtained from the rating agencies at the following addresses: Standard & Poor's, 55 Water Street, New York, New York 10041; and Moody's, 99 Church Street, New York, New York 10007. There is no assurance that such ratings will prevail for any given period of time or that they will not be revised downward or withdrawn entirely by any or all of such rating agencies if, in the judgment of any or all of them, circumstances so warrant. Any such downward revision or withdrawal of such rating or ratings may have an adverse effect on the market price of the Series 2012A Bonds.

PART 18 - MISCELLANEOUS

References in this Official Statement to the Act, the Resolution, the Series 2012A Resolution, the Series 2012A Bond Series Certificate and the Loan Agreement do not purport to be complete. Refer to the Act, the Resolution, the Series 2012A Resolution, the Series 2012A Bond Series Certificate and the Loan Agreement for full and complete details of their provisions. Copies of the Act, the Resolution, the Series 2012A Resolution, the Series 2012A Bond Series Certificate and the Loan Agreement are on file with the Authority and the Trustee.

The agreements of the Authority with Holders of the Series 2012A Bonds are fully set forth in the Resolution. Neither any advertisement of the Series 2012A Bonds nor this Official Statement is to be construed as a contract with purchasers of the Series 2012A Bonds.

Any statements in this Official Statement involving matters of opinion, whether or not expressly stated, are intended merely as expressions of opinion and not as representations of fact.

The information regarding the University was supplied by the University. The Authority believes that this information is reliable, but the Authority makes no representations or warranties whatsoever as to the accuracy or completeness of this information.

The information regarding DTC and DTC's book-entry only system has been furnished by DTC. The Authority believes that this information is reliable, but makes no representations or warranties whatsoever as to the accuracy or completeness of this information.

"Appendix A - Definitions," "Appendix C - Summary of Certain Provisions of the Loan Agreement," "Appendix D - Summary of Certain Provisions of the Resolution" and "Appendix E - Form of Approving Opinion of Bond Counsel" have been prepared by Nixon Peabody LLP, New York, New York, Bond Counsel.

The Financial Statements of the University as of and for the year ended June 30, 2011 included in Appendix B have been audited by PricewaterhouseCoopers LLP, independent auditors, as stated in their report appearing herein.

The University has reviewed the parts of this Official Statement describing the University, the 2012A Project, the Refunding Plan, the Estimated Sources and Uses of Funds and Appendix B. The University shall certify as of the dates of sale and delivery of the Series 2012A Bonds that such parts do not contain any untrue statement of

a material fact and do not omit to state any material fact necessary to make the statements made therein, in the light of the circumstances under which the statements are made, not misleading.

The University has agreed to indemnify the Authority, the Underwriters and certain others against losses, claims, damages and liabilities arising out of any untrue statements or omissions of statements of any material fact as described in the preceding paragraph.

The execution and delivery of this Official Statement by an Authorized Officer have been duly authorized by the Authority.

**DORMITORY AUTHORITY OF
THE STATE OF NEW YORK**

By: /s/ Paul T. Williams, Jr.
Authorized Officer

DEFINITIONS

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DEFINITIONS

The following are definitions of certain terms used and not defined elsewhere in this Official Statement.

Accreted Value means with respect to any Capital Appreciation Bond (i) as of any Valuation Date, the amount set forth for such date in the Series Resolution authorizing such Capital Appreciation Bond or the Bond Series Certificate relating thereto and (ii) as of any date other than a Valuation Date, the sum of (a) the Accreted Value on the preceding Valuation Date and (b) the product of (1) a fraction, the numerator of which is the number of days having elapsed from the preceding Valuation Date and the denominator of which is the number of days from such preceding Valuation Date to the next succeeding Valuation Date, calculated based on the assumption that Accreted Value accrues during any semi-annual period in equal daily amounts on the basis of a year of twelve (12) thirty-day months, and (2) the difference between the Accreted Values for such Valuation Dates.

Act means the Dormitory Authority Act (being Chapter 524 of the Laws of 1944 of the State, as amended, and constituting Title 4 and Title 4-B of Article 8 of the Public Authorities Law of the State, as amended).

Annual Administrative Fee means the fee payable during each Bond Year for the general administrative and supervisory expenses of the Authority in an amount equal to .05% of the aggregate principal amount of Bonds issued by the Authority; *provided, however*, the amount payable with respect to a Series of Bonds for the Bond Year during which such Series of Bonds are issued shall be the amount determined as provided above multiplied by a fraction, the numerator of which is the number of complete calendar months remaining in such Bond Year and the denominator of which is twelve (12).

Appreciated Value means with respect to any Deferred Income Bond (i) as of any Valuation Date, the amount set forth for such date in the Series Resolution authorizing such Deferred Income Bond or the Bond Series Certificate relating thereto and (ii) as of any date other than a Valuation Date, the sum of (a) the Appreciated Value on the preceding Valuation Date and (b) the product of (1) a fraction, the numerator of which is the number of days having elapsed from such preceding Valuation Date and the denominator of which is the number of days from such preceding Valuation Date to the next succeeding Valuation Date, calculated based on the assumption that Appreciated Value accrues during any semi-annual period in equal daily amounts on the basis of a year of twelve thirty-day months, and (2) the difference between the Appreciated Values for such Valuation Dates, and (iii) as of any date of computation on and after the Interest Commencement Date, the Appreciated Value on the Interest Commencement Date.

Arbitrage Rebate Fund means the fund so designated, created and established pursuant to the Resolution.

Authority means the Dormitory Authority of the State of New York, a body corporate and politic constituting a public benefit corporation of the State created by the Act, or any body, agency or instrumentality of the State which succeeds to the rights, powers, duties and functions of the Authority.

Authority Fee means a fee payable to the Authority consisting of all the Authority's internal costs and overhead expenses attributable to the issuance of a Series of Bonds and the construction of the Projects, as more particularly described in the Loan Agreement.

Authorized Newspaper means *The Bond Buyer* or any other newspaper of general circulation printed in the English language and customarily published at least once a day for at least five days (other than legal holidays) in each calendar week in the Borough of Manhattan, City and State of New York, designated by the Authority.

Authorized Officer means (i) in the case of the Authority, the Chair, the Vice-Chair, the Treasurer, an Assistant Treasurer, the Secretary, an Assistant Secretary, the Executive Director, the Deputy Executive

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Director, the Chief Financial Officer, the Managing Director of Construction, the Managing Director of Public Finance, the Deputy Chief Financial Officer, the Assistant Director, the Managing Director of Public Policy and Program Development and the General Counsel, and when used with reference to any act or document also means any other person authorized by a resolution or the by-laws of the Authority to perform such act or execute such document; (ii) in the case of an Institution, the person or persons authorized by a resolution or the by-laws of such Institution to perform any act or execute any document; and (iii) in the case of the Trustee, the President, a Vice President, an Assistant Vice President, a Corporate Trust Officer, an authorized signatory, a Trust Officer or an Assistant Trust Officer of the Trustee, and when used with reference to any act or document also means any other person authorized to perform any act or sign any document by or pursuant to a resolution of the Board of Directors of such Trustee or the by-laws of such Trustee.

Bond or *Bonds* means any of the bonds of the Authority authorized pursuant to the Resolution and issued pursuant to the Resolution and to a Series Resolution.

Bond Counsel means Nixon Peabody LLP or an attorney or a law firm, appointed by the Authority, having a national reputation in the field of municipal law whose opinions are generally accepted by purchasers of municipal bonds.

Bond Series Certificate means the certificate of an Authorized Officer of the Authority fixing terms, conditions and other details of Bonds in accordance with the delegation of power to do so under the Resolution or under a Series Resolution.

Bond Year means a period of twelve (12) consecutive months beginning July 1 in any calendar year and ending on June 30 of the succeeding calendar year.

Bondholder or *Holder of Bonds* or *Holder* or any similar term, when used with reference to a Bond or Bonds, means the registered owner of any Bond.

Book Entry Bond means a Bond authorized to be issued, and issued to and registered in the name of a Depository for the participants in such Depository or the beneficial owner of such Bond.

Business Day means when used in connection with any particular Series 2012A Bonds any day which is not a Saturday, Sunday or a day on which the Trustee or banking institutions chartered by the State or the United States of America are legally authorized to close in The City of New York.

Capital Appreciation Bond means any Bond as to which interest is compounded on each Valuation Date therefor and is payable only at the maturity or prior redemption thereof.

Code means the Internal Revenue Code of 1986, as amended, and the applicable regulations thereunder.

Contract Documents means any general contract or agreement for the construction of a Project, notice to bidders, information for bidders, form of bid, general conditions, supplemental general conditions, general requirements, supplemental general requirements, bonds, plans and specifications, addenda, change orders, and any other documents entered into or prepared by or on behalf of the University relating to the construction of a Project, and any amendments to the foregoing.

Construction Fund means the fund so designated, created and established for a Project pursuant to a Series Resolution.

Cost or *Costs of Issuance* means the items of expense incurred in connection with the authorization, sale and issuance of the Bonds, which items of expense shall include, but not be limited to, document printing and reproduction costs, filing and recording fees, costs of credit ratings, initial fees and charges of the Trustee or a Depository, legal fees and charges, professional consultants' fees, fees and charges for execution, transportation and safekeeping of Bonds, premiums, fees and charges for insurance on Bonds, commitment fees or similar charges relating to a Credit Facility, or a Liquidity Facility, an Interest Rate Exchange Agreement or a Remarketing Agent, costs and expenses of refunding Bonds or other bonds or

notes of the Authority, costs and expenses incurred pursuant to a remarketing agreement and other costs, charges and fees, including those of the Authority, in connection with the foregoing.

Cost or Costs of a Project means when used in relation to a Project the costs and expenses or the refinancing of costs and expenses determined by the Authority to be necessarily or appropriately incurred in connection with the Project, including, but not limited to, (i) costs and expenses of the acquisition of the title to or other interest in real property, including easements, rights-of-way and licenses, (ii) costs and expenses incurred for labor and materials and payments to contractors, builders and materialmen, for the acquisition, construction, reconstruction, rehabilitation, repair and improvement of the Project, (iii) the cost of surety bonds and insurance of all kinds, including premiums and other charges in connection with obtaining title insurance, that may be required or necessary prior to completion of the Project, which is not paid by a contractor or otherwise provided for, (iv) the costs and expenses for design, environmental inspections and assessments, test borings, surveys, estimates, plans and specifications and preliminary investigations therefor, and for supervising construction of the Project, (v) costs and expenses required for the acquisition and installation of equipment or machinery, (vi) all other costs which the University shall be required to pay or cause to be paid for the acquisition, construction, reconstruction, rehabilitation, repair, improvement and equipping of the Project, (vii) any sums required to reimburse the University or the Authority for advances made by them for any of the above items or for other costs incurred and for work done by them in connection with the Project (including interest on moneys borrowed from parties other than the University), (viii) interest on the Bonds, bonds, notes or other obligations issued to finance Costs of the Project prior to, during and for a reasonable period after completion of the acquisition, construction, reconstruction, rehabilitation, repair, improvement or equipping of the Project, and (ix) fees, expenses and liabilities of the Authority incurred in connection with the Project or pursuant to the Resolution or to the Loan Agreement, a Credit Facility, a Liquidity Facility, or a remarketing agreement in connection with Option Bonds or Variable Interest Rate Bonds.

Credit Facility means an irrevocable letter of credit, surety bond, loan agreement, or other agreement, facility or insurance or guaranty arrangement issued or extended by a bank, a trust company, a national banking association, an organization subject to registration with the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956 or any successor provisions of law, a federal branch pursuant to the International Banking Act of 1978 or any successor provisions of law, a domestic branch or agency of a foreign bank which branch or agency is duly licensed or authorized to do business under the laws of any state or territory of the United States of America, a savings bank, a saving and loan association, an insurance company or association chartered or organized under the laws of any state of the United States of America, the Government National Mortgage Association or any successor thereto, the Federal National Mortgage Association or any successor thereto, or any other federal agency or instrumentality approved by the Authority, pursuant to which the Authority is entitled to obtain moneys to pay the principal, Redemption Price of Bonds due in accordance with their terms of Redemption or tendered for purchase or redemption, plus accrued interest thereon to the date of payment or redemption thereof in accordance with the Resolution and with the Series Resolution authorizing such Bonds or a Bond Series Certificate, whether or not the Authority is in default under the Resolution.

Debt Service Fund means the fund so designated, created and established pursuant to the Resolution.

Defeasance Security means (a) a Government Obligation of the type described in clauses (i), (ii), (iii) or (iv) of the definition of Government Obligations, (b) Federal Agency Obligations described in clauses (i) or (ii) of the definition of Federal Agency Obligations and (c) an Exempt Obligation, provided such Exempt Obligation (i) is not subject to redemption prior to maturity other than at the option of the holder thereof or as to which irrevocable instructions have been given to the trustee of such Exempt Obligation by the obligor thereof to give due notice of redemption and to call such Exempt Obligation for redemption on the date or dates specified in such instructions and such Exempt Obligation is not otherwise subject to redemption prior to such specified date other than at the option of the holder thereof, (ii) is secured as to principal and interest and redemption premium, if any, by a fund consisting only of cash or Government Obligations, which fund may be applied only to the payment of such principal of and interest and redemption premium, if any, on such Exempt Obligation on the maturity date thereof or the redemption date specified in the irrevocable instructions referred to in clause (i) above, (iii) as to which the principal of

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and interest on the direct obligations of the United States of America which have been deposited in such fund, along with any cash on deposit in such fund, are sufficient to pay the principal of and interest and redemption premium, if any, on such Exempt Obligation on the maturity date or dates thereof or on the redemption date or dates specified in the irrevocable instructions referred to in clause (i) above, and (iv) is rated by at least two Rating Services in the highest rating category for such Exempt Obligation; *provided, however,* that (1) such term shall not include any interest in a unit investment trust or mutual fund or (2) any obligation that is subject to redemption prior to maturity other than at the option of the holder thereof.

Deferred Income Bond means any Bond as to which interest accruing thereon prior to the Interest Commencement Date of such Bond is compounded on each Valuation Date for such Deferred Income Bond, and as to which interest accruing after the Interest Commencement Date is payable semi-annually on the dates specified in the Series resolution authorizing such Bond or the Bond Series Certificate relating to such Bond.

Depository means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State, or its nominee, or any other person, firm, association or corporation designated in the Series Resolution authorizing a Series of Bonds or a Bond Series Certificate relating to a Series of Bonds to serve as securities depository for the Bonds of such Series.

Exempt Obligation means (i) an obligation of any state or territory of the United States of America, any political subdivision of any state or territory of the United States of America, or any agency, authority, public benefit corporation or instrumentality of such state, territory or political subdivision, the interest on which is excludable from gross income under Section 103 of the Code, which is not a “specified private activity bond” within the meaning of Section 57(a)(5) of the Code, and which, at the time an investment therein is made or such obligation is deposited in any fund or account under the Resolution, is rated, without regard to qualification of such rating by symbols such as “+” or “-” and numerical notation, no lower than the second highest rating category for such obligation by at least two Rating Services, (ii) a certificate or other instrument which evidences the beneficial ownership of, or the right to receive all or a portion of the payment of the principal of, or interest on any of the foregoing and (iii) a share or interest in a mutual fund, partnership or other fund wholly comprised of any of the foregoing obligations.

Federal Agency Obligation means (i) an obligation issued by any federal agency or instrumentality approved by the Authority, (ii) an obligation the principal of and interest on which are fully insured or guaranteed as to payment by a federal agency approved by the Authority, (iii) a certificate or other instrument which evidences the beneficial ownership of, or the right to receive all or a portion of the payment of the principal of or interest on any of the foregoing and (iv) a share or interest in a mutual fund, partnership or other fund wholly comprised of any of the foregoing obligations.

Fitch means Fitch Inc., a corporation organized and existing under the laws of the State of Delaware, or its successors and assigns.

Government Obligation means (i) a direct obligation of the United States of America, (ii) an obligation the principal of and interest on which are fully insured or guaranteed as to payment by the United States of America, (iii) an obligation to which the full faith and credit of the United States of America are pledged, (iv) a certificate or other instrument which evidences the beneficial ownership of, or the right to receive all or a portion of the payment of the principal of or interest on any of the foregoing and (v) a share or interest in a mutual fund, partnership or other fund wholly comprised of any of the foregoing obligations.

Investment Agreement means a repurchase agreement or other agreement for the investment of moneys with a Qualified Financial Institution.

Liquidity Facility means an irrevocable letter of credit, surety bond, loan agreement, standby purchase agreement, line of credit or other agreement or arrangement issued or extended by a bank, a trust company, a national banking association, an organization subject to registration with the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956 or any successor provisions of law,

a federal branch pursuant to the International Banking Act of 1978 or any successor provisions of law, a domestic branch or agency of a foreign bank which branch or agency is duly licensed or authorized to do business under the laws of any state or territory of the United States of America, a savings bank, a savings and loan association, an insurance company or association chartered or organized under the laws of any state of the United States of America, the Government National Mortgage Association or any successor thereto, the Federal National Mortgage Association or any successor thereto, or any other federal agency or instrumentality approved by the Authority, pursuant to which the Authority is entitled to obtain moneys upon the terms and conditions contained therein for the purchase of Bonds tendered for purchase in accordance with the terms of the Resolution and of the Series Resolution authorizing such Bonds or a Bond Series Certificate relating to such Bonds.

Maximum Interest Rate means, with respect to any particular Variable Interest Rate Bond, the numerical rate of interest, if any, set forth in the Series Resolution authorizing such Bond or the Bond Series Certificate relating to such Bond, as the maximum rate at which such Bond may bear interest at any time.

Minimum Interest Rate means, with respect to any particular Variable Interest Rate Bond, a numerical rate of interest, if any, set forth in the Series Resolution authorizing such Bond or the Bond Series Certificate relating to such Bonds, as the minimum rate at which such Bond may bear interest at any time.

Moody's means Moody's Investors Service, Inc., a corporation organized and existing under the laws of the State of Delaware, and its successors and assigns.

Option Bond means any Bond which by its terms may be or is required to be tendered by and at the option of the Holder thereof for redemption by the Authority prior to the stated maturity thereof or for purchase thereof, or the maturity of which may be extended by and at the option of the Holder thereof in accordance with the Series Resolution authorizing such Bonds or the Bond Series Certificate related to such Bonds.

Outstanding, when used in reference to Bonds, means, as of a particular date, all Bonds authenticated and delivered under the Resolution and under any applicable Series Resolution except (i) any Bond canceled by the Trustee at or before such date; (ii) any Bond deemed to have been paid in accordance with the Resolution; (iii) any Bond in lieu of or in substitution for which another Bond shall have been authenticated and delivered pursuant to the Resolution; and (iv) any Option Bond tendered or deemed tendered in accordance with the provisions of the Series Resolution authorizing such Bond or the Bond Series Certificate relating to such Bond on the applicable adjustment or conversion date, if interest thereon shall have been paid through such applicable date and the purchase price thereof shall have been paid or amounts are available for such payment as provided in the Resolution authorizing such Bond or the Bond Series Certificate relating to such Bond.

Paying Agent means, with respect to the Bonds of any Series, the Trustee and any other bank or trust company and its successor or successors, appointed pursuant to the provisions of the Resolution or of a Series Resolution, a Bond Series Certificate or any other resolution of the Authority adopted prior to authentication and delivery of the Series of Bonds for which such Paying Agent or Paying Agents shall be so appointed.

Permitted Collateral means (i) Government Obligations described in clauses (i), (ii) or (iii) of the definition of Government Obligations, (ii) Federal Agency Obligations described in clauses (i) or (ii) of the definition of Federal Agency Obligations, (iii) commercial paper that (a) matures within two hundred seventy (270) after its day of issuance, (b) is rated in the highest short term rating category by at least one Rating Service and (c) is issued by a domestic corporation whose unsecured senior debt is rated by at least one Rating Service no lower than in the second highest rating category or (iv) financial guaranty agreements, surety or other similar bonds or other instruments of an insurance company that has an equity capital of at least \$125,000,000 and is rated by Bests Insurance Guide or a Rating Service in the highest rating category.

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Permitted Investments means any of the following: (i) Government Obligations; (ii) Federal Agency Obligations; (iii) Exempt Obligations; (iv) Uncollateralized certificates of deposit that are fully insured by the Federal Deposit Insurance Corporation and issued by a banking organization authorized to do business in the State; (v) Collateralized certificates of deposit that are (a) issued by a banking organization authorized to do business in the State that has an equity capital of not less than \$125,000,000, whose unsecured senior debt, or debt obligations fully secured by a letter or credit, contract, agreement or surety bond issued by it, are rated by at least one Rating Services in at least the second highest rating category, and (b) are fully collateralized by Permitted Collateral; and (vi) Investment Agreements that are fully collateralized by Permitted Collateral.

Project means a “dormitory” as defined in the Act, which may include more than one part, financed in whole or in part from the proceeds of the sale of Bonds, as more particularly described in the Series Resolution authorizing the issuance of Bonds in connection with such Project.

Provider means the issuer of a Credit Facility or a Liquidity Facility.

Provider Payment means the amount, certified by a Provider to the Trustee, payable to such Provider by University on account of amounts advanced by it under a Credit facility or a Liquidity Facility, including interest on amounts advanced and fees and charges with respect thereto.

Qualified Financial Institution means any of the following entities that has an equity capital of at least \$125,000,000 or whose obligations are unconditionally guaranteed by an affiliate or parent having an equity capital of at least \$125,000,000:

(i) a securities dealer, the liquidation of which is subject to the Securities Investors Protection Corporation or other similar corporation, and (a) that is on the Federal Reserve Bank of New York list of primary government securities dealers and (b) whose senior unsecured long term debt is at the time an investment with it made rated by at least one Rating Service no lower than in the second highest rating category, or, in the absence of a rating on long term debt, whose short term debt is rated by at least one Rating Service no lower than in the highest rating category for such short term debt; *provided, however*, that no short term rating may be utilized to determine whether an entity qualifies under this paragraph as a Qualified Financial Institution if the same would be inconsistent with the rating criteria of any Rating Service or credit criteria of an entity that provides a Credit Facility or financial guaranty agreement in connection with Outstanding Bonds;

(ii) a bank, a trust company, a national banking association, a corporation subject to registration with the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956 or any successor provisions of law, a federal branch pursuant to the International Banking Act of 1978 or any successor provisions of law, a domestic branch or agency of a foreign bank which branch or agency is duly licensed or authorized to do business under the laws of any state or territory of the United States of America, a savings bank, a savings and loan association, an insurance company or association chartered or organized under the laws of the United States of America, any state of the United States of America or any foreign nation, whose senior unsecured long term debt is at the time an investment with it made is rated by at least one Rating Service no lower than in the second highest rating category, or, in the absence of a rating on long term debt, whose short term debt is rated by at least one Rating Service no lower than in the highest rating category for such short term debt; *provided, however*, that no short term rating may be utilized to determine whether an entity qualifies under this paragraph as a Qualified Financial Institution if the same would be inconsistent the rating criteria of any Rating Service or credit criteria of an entity that provides a Credit Facility or financial guaranty agreement in connection with Outstanding Bonds;

(iii) a corporation affiliated with or which is a subsidiary of any entity described in (i) or (ii) above or which is affiliated with or a subsidiary of a corporation which controls or wholly owns any such entity, whose senior unsecured long term debt is at the time an investment with it made rated by at least one Rating Service no lower than in the second highest rating category, or, in the absence of a rating on long term debt, whose short term debt is rated by at least one Rating

Service no lower than in the highest rating category for such short term debt; *provided, however*, that no short term rating may be utilized to determine whether an entity qualifies under this paragraph as a Qualified Financial Institution if the same would be inconsistent the rating criteria of any Rating Service or credit criteria of an entity that provides a Credit Facility or financial guaranty agreement in connection with Outstanding Bonds;

(iv) the Government National Mortgage Association or any successor thereto, the Federal National Mortgage Association or any successor thereto, or any other federal agency or instrumentality approved by the Authority; or

(v) a corporation whose obligations, including any investments of any moneys held under the Resolution purchased from such corporation, are insured by an insurer that meet the applicable rating requirements set forth above.

Rating Service means each of Moody's Investors Service, Inc., Standard & Poor's Rating Services, a division of the McGraw-Hill Companies, Inc., and Fitch, Inc., in each case which has assigned a rating to Outstanding Bonds at the request of the Authority, or their respective successors and assigns.

Record Date means, unless a Series Resolution authorizing Variable Interest Rate Bonds or Option Bonds or a Bond Series Certificate relating thereto provides otherwise with respect to such Variable Interest Rate Bond or Options Bonds the fifteenth (15th) day (whether or not a Business Day) of the calendar month next preceding an interest payment date.

Redemption Price, when used with respect to a Bond, means the principal amount of such Bond plus the applicable premium, if any, payable upon redemption prior to maturity thereof pursuant to the Resolution or to the applicable Series Resolution or Bond Series Certificate.

Refunding Bonds means all Bonds, whether issued in one or more Series of Bonds, authenticated and delivered on original issuance pursuant to the Resolution and any Bonds thereafter authenticated and delivered in lieu of or in substitution for such Bonds pursuant to the Resolution.

Resolution means the Columbia University Revenue Bond Resolution, adopted by the Authority on September 27, 2000, as from time to time amended or supplemented by Supplemental Resolutions or Series Resolutions in accordance with the terms and provisions of the Resolution.

Revenues means all payments received or receivable by the Authority pursuant to the Loan Agreement, which are to be paid to the Trustee (except payments to the Trustee for the administrative costs and expenses or fees of the Trustee and payments to the Trustee for deposit to the Arbitrage Rebate Fund).

S&P means Standard & Poor's Rating Group, a division of McGraw-Hill, Inc., a corporation organized and existing under the laws of the State of New York, and its successors and assigns.

Serial Bonds means the Bonds so designated in a Series Resolution or a Bond Series Certificate.

Series means all of the Bonds authenticated and delivered on original issuance and pursuant to the Resolution and to the Series Resolution authorizing such Bonds as a separate Series of Bonds or a Bond Series Certificate, and any Bonds thereafter authenticated and delivered in lieu of or in substitution for such Bonds pursuant to the Resolution, regardless of variations in maturity, interest rate, Sinking Fund Installments or other provisions.

Series Resolution means a resolution of the Authority authorizing the issuance of a Series of Bonds adopted by the Authority pursuant to the Resolution.

Sinking Fund Installment means, as of any date of calculation, when used with respect to any Bonds of a Series, so long as such Bonds are Outstanding, the amount of money required by the Resolution or by the Series Resolution pursuant to which such Bonds were issued or by the Bond Series Certificate relating to such Bonds, to be paid on a single future date for the retirement of any Outstanding Bonds of said Series which mature after said future date, but does not include any amount payable by the Authority by reason only of the maturity of a Bond, and said future date is deemed to be the date when a Sinking Fund

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Installment is payable and the date of such Sinking Fund Installment and said Outstanding Bonds are deemed to be Bonds entitled to such Sinking Fund Installment.

Standby Purchase Agreement means an agreement by and between the Authority and another person or by and among the Authority, the University and another person, pursuant to which such person is obligated to purchase an Option Bond or a Variable Interest Rate Bond tendered for purchase;

State means the State of New York.

Supplemental Resolution means any resolution of the Authority amending or supplementing the Resolution, any Series Resolution or any Supplemental Resolution adopted and becoming effective in accordance with the terms of the Resolution.

Tender Agent means the Trustee, in its capacity as Tender Agent, having the duties, responsibilities and rights provided for the Tender Agent in the Bond Series Certificate, and its successor or successors and any successor Trustee which may at any time be substituted in its place.

Term Bonds means the Bonds so designated in a Series Resolution or a Bond Series Certificate and payable from Sinking Fund Installments.

Trustee means the bank or trust company appointed as Trustee for the Bonds pursuant to the Resolution and having the duties, responsibilities and rights provided for in the Resolution, and its successor or successors and any other bank or trust company which may at any time be substituted in its place pursuant to the Resolution.

Valuation Date means (i) with respect to any Capital Appreciation Bond, the date or dates set forth in the Series Resolution authorizing such Capital Appreciation Bond or in the Bond Series Certificate relating to such Bond on which specific Accreted Values are assigned to such Capital Appreciation Bond, and (ii) with respect to any Deferred Income Bond, the date or dates prior to the Interest Commencement Date and the Interest Commencement Date set forth in the Series Resolution authorizing such Bond or in the Bond Series Certificate relating to such Bond on which specific Appreciated Values are assigned to such Deferred Income Bond.

Variable Interest Rate means a rate or rates of interest to be borne by a Series of Bonds or any one or more maturities within a Series of Bonds, which is or may be varied from time to time in accordance with the method of computing such interest rate or rates specified in the Series Resolution authorizing such Bonds or a Bond Series Certificate relating to such Bonds and which shall be based on (i) a percentage or percentages or other function of an objectively determinable interest rate or rates (e.g., a prime lending rate) which may be in effect from time to time or at a particular time or times; *provided, however*, that such variable interest rate may be subject to a Maximum Interest Rate and may be subject to a Minimum Interest Rate and that there may be an initial rate specified in each case as provided in such Series Resolution or a Bond Series Certificate or (ii) a stated interest rate that may be changed from time to time as provided in the Series Resolution authorizing such Bonds or a Bond Series Certificate; *provided further*, that such Series Resolution or Bond Series Certificate shall also specify either (x) the particular period or periods of time or manner of determining such period or periods of time for which each variable interest note shall remain in effect or (y) the time or times at which any change in such variable interest rate shall become effective or the manner of determining such time or times.

Variable Interest Rate Bond means any Bond which bears a Variable Interest Rate, provided that a Bond the interest rate on which shall have been fixed for the remainder of the term thereof shall no longer be a Variable Interest Rate Bond.

**FINANCIAL STATEMENTS OF
COLUMBIA UNIVERSITY
AND INDEPENDENT AUDITORS' REPORT**

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**The Trustees of Columbia
University in the City of
New York**

**Consolidated Financial Statements
June 30, 2011 and 2010**

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Report of Independent Auditors

To The Trustees of
Columbia University in the City of New York:

In our opinion, the accompanying consolidated balance sheet and the related consolidated statements of activities and cash flows present fairly, in all material respects, the financial position of The Trustees of Columbia University in the City of New York (the "University") at June 30, 2011, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the University's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from the University's June 30, 2010 financial statements, and in our report dated October 12, 2010, we expressed an unqualified opinion on those financial statements. We conducted our audit of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed in Note 3 to the consolidated financial statements, the University changed the manner in which it classifies accumulated total investment returns within net assets as a result of the adoption of authoritative guidance, ASC 958, Not-for-Profit Entities (formerly FASB Staff Position No. 117-1).

PricewaterhouseCoopers LLP

October 21, 2011

The Trustees of Columbia University in the City of New York
Consolidated Balance Sheets
At June 30, 2011, with Comparative Totals at June 30, 2010
(in thousands of dollars)

	June 2011	June 2010
Assets		
Cash and cash equivalents	\$254,444	\$202,824
Accounts receivable, net:		
Government agencies	116,054	133,089
Patient receivables	67,999	72,783
Other	183,354	185,596
Investment income receivable, net	3,035	3,022
Receivable for securities sold	56,759	59,705
Cash and securities held in trust by others	119,415	2,825
Pledges receivable, net	882,704	263,657
Student loans receivable, net	87,959	88,515
Collateral for securities loaned	9,681	4,597
Investments, at fair value	7,901,194	6,511,927
Institutional real estate	800,023	785,894
Land, buildings, and equipment, net	2,710,218	2,522,270
Other assets	63,483	60,729
Net assets held by CPMC Fund, Inc.	89,860	73,576
Interest in perpetual trusts held by others	161,256	136,045
Total assets	\$13,507,438	\$11,107,054
Liabilities		
Accounts payable and accrued expenses	\$544,172	\$469,043
Liabilities for securities purchased	29,022	16,702
Securities loan agreement payable	9,681	4,597
Prepaid tuition and other deferred credits	42,248	35,115
Deferred revenue and unamortized bond premium	63,742	55,727
Refundable advances	90,908	97,541
Capital lease obligations	114,756	116,109
Conditional asset retirement obligations	105,291	105,039
Accrued employee benefit liabilities	182,253	251,921
Federal student loan funds	78,889	78,305
Actuarial liability for split-interest agreements	45,010	44,527
Bonds and notes payable	1,539,160	1,333,133
Total liabilities	2,845,132	2,607,759
Net assets		
Unrestricted	4,763,715	5,747,265
Temporarily restricted	3,726,513	730,964
Permanently restricted	2,172,078	2,021,066
Total net assets	10,662,306	8,499,295
Total liabilities and net assets	\$13,507,438	\$11,107,054

See accompanying notes to consolidated financial statements.

The Trustees of Columbia University in the City of New York
Consolidated Statements of Activities
For the Year ended June 30, 2011, with Comparative Totals at June 30, 2010
(in thousands of dollars)

	Unrestricted	Temporarily Restricted	Permanently Restricted	June 2011	June 2010
Operating activities					
Revenues and support					
Tuition and fees	\$ 1,006,538			\$ 1,006,538	\$ 930,751
Less financial aid grants	(282,102)			(282,102)	(260,410)
Net tuition and fees	724,436			724,436	670,341
Government grants and contracts:					
Direct	675,320			675,320	628,206
Indirect	207,661			207,661	190,790
Private gifts, grants and contracts:					
Direct	290,139	687,702		977,841	314,939
Indirect	12,275			12,275	12,143
Revenue from other educational and research activities	193,924			193,924	176,401
Patient care revenue	807,092			807,092	785,506
Investment income and gains utilized	287,451	105,408		392,859	412,284
Sales and services of auxiliary enterprises	115,878			115,878	109,359
Other sources	7,810			7,810	8,140
Net assets released from restrictions	235,083	(235,083)			
Total operating revenues and support	3,557,069	558,027		4,115,096	3,308,109
Expenses					
Instruction and educational administration	1,188,959			1,188,959	1,131,676
Research	559,431			559,431	522,668
Patient care expense	719,723			719,723	704,363
Library	61,284			61,284	60,307
Operation and maintenance of plant	214,109			214,109	187,857
Institutional support	213,015			213,015	203,575
Auxiliary enterprises	93,914			93,914	89,382
Depreciation expense	175,248			175,248	165,794
Interest expense	59,086			59,086	54,790
Other	30,046			30,046	38,076
Total expenses	3,314,815			3,314,815	3,158,488
Change in net assets from operating activities	242,254	558,027		800,281	149,621
Nonoperating activities					
Endowment gifts			97,965	97,965	75,819
Current year realized and unrealized capital gains (losses)	560,877	882,112	2,879	1,445,868	878,572
Endowment appreciation utilized	(115,488)	(172,940)		(288,428)	(319,063)
Change in net assets held by CPMC Fund, Inc.	1,170	14,136	978	16,284	(1,549)
Change in funds held by others in perpetuity			25,211	25,211	6,227
Present value adjustment to split-interest agreements	1,210	(3,949)	1,970	(769)	(3,534)
Changes in pension and post retirement obligations	66,599			66,599	(24,981)
Other					8,609
Reclassification	(10,716)	(11,293)	22,009		
Change in net assets from nonoperating activities	503,652	708,066	151,012	1,362,730	620,100
Change in net assets	745,906	1,266,093	151,012	2,163,011	769,721
Net assets at beginning of year	5,747,265	730,964	2,021,066	8,499,295	7,729,574
Cumulative effect of change in accounting for NYPMIFA	(1,729,456)	1,729,456			
Net assets at end of period	\$ 4,763,715	\$ 3,726,513	\$ 2,172,078	\$ 10,662,306	\$ 8,499,295

See accompanying notes to consolidated financial statements.

The Trustees of Columbia University in the City of New York
Consolidated Statements of Cash Flows
For the Years ended June 30, 2011 and 2010
(in thousands of dollars)

	June 2011	June 2010
Cash flows from operating activities		
(Includes adjustments to reconcile change in net assets to net cash provided by operating activities):		
Change in net assets	\$2,163,011	\$769,721
Depreciation expense	175,248	165,794
Interest on capital lease obligations and CARO	11,008	11,408
Institutional real estate depreciation	19,406	18,456
Realized and unrealized (gains) losses	(1,445,868)	(878,572)
Partnership distributions	307,087	213,294
Contributions restricted for permanent investment, plant, and split-interest agreements	(99,707)	(97,006)
Contributions other than cash	(45,022)	(24,987)
Present value adjustments to split-interest agreements	229	3,100
Accreted interest on bonds	976	2,396
Change in fair value of net assets held by CPMC Fund, Inc.	(16,284)	(11,180)
Change in fair value of interest in perpetual trusts held by others	(25,211)	(6,227)
Change in operating assets and liabilities:		
Accounts receivable, net	24,061	(32,549)
Investment income receivable, net	(13)	(834)
Pledges receivable, net	(619,047)	26,586
Other assets	(2,754)	10,079
Accounts payable and accrued expenses	14,712	(40,055)
Prepaid tuition and other deferred credits	7,133	(23,819)
Deferred revenue and unamortized bond premium	8,015	(10,530)
Refundable advances	(6,633)	(3,620)
Accrued employee benefit liabilities	(69,668)	31,363
Net cash provided by operating activities	400,679	122,818
Cash flows from investing activities		
Proceeds from sales of investments	4,360,484	4,391,186
Purchases of investments	(4,561,067)	(4,360,154)
Collections from student notes	11,714	10,436
Student notes issued	(11,158)	(9,683)
Investment in cash and securities held in trust by others	(116,590)	80,852
Purchases of institutional real estate	(34,051)	(37,727)
Purchases of plant and equipment	(295,286)	(280,939)
Net cash used by investing activities	(645,954)	(206,029)
Cash flows from financing activities		
Proceeds from contributions for:		
Investment in endowment	82,123	70,737
Investment in plant	15,865	24,004
Investment in split-interest agreements	1,719	2,265
Investment income on split-interest agreements	6,126	3,673
Payments on split-interest agreements	(5,871)	(5,657)
Payments on capital lease obligations	(8,702)	(9,323)
Repayment of bonds and notes payable	(194,949)	(63,163)
Proceeds from bond issuance and taxable commercial paper	400,000	0
Net change in federal student loan funds	584	1,523
Net cash provided by financing activities	296,895	24,059
Net change in cash and cash equivalents	51,620	(59,152)
Cash and cash equivalents at beginning of year	202,824	261,976
Cash and cash equivalents at end of year	\$254,444	\$202,824
Supplemental disclosure of cash flow information:		
Equipment and space acquired through capital leases	\$1,992	\$855
Cash paid during the year for interest	\$66,095	\$69,231

See accompanying notes to consolidated financial statements.

The Trustees of Columbia University in the City of New York
Notes to the Consolidated Financial Statements
For the Years ended June 30, 2011 and 2010
(in thousands of dollars)

1. Organization

The Trustees of Columbia University in the City of New York (the “University”) is a private, nonsectarian, nonprofit institution of higher education whose activities are concentrated at two locations in New York City and extend around the globe. The University provides instruction through sixteen undergraduate, graduate, and professional schools. It operates a variety of research institutes and a library system to support its teaching, learning, and research activities. The University performs research, training, and other services under grants and contracts with agencies of the federal government and other sponsoring organizations. The University enrolls approximately 27,606 full-time and part-time students and employs approximately 14,754 full-time employees, including 5,503 full-time faculty members and research staff. Of these, 1,391 hold positions in the arts and sciences; 3,323 hold health science positions; and the remainder hold positions in the other professional schools.

The University is a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code.

2. Columbia University Medical Center

Columbia University Medical Center (“CUMC”), a division of the University, located in the Washington Heights section of northern Manhattan, is one of the largest academic medical centers in the United States. It is composed of four schools: College of Physicians and Surgeons, Mailman School of Public Health, College of Dental Medicine, and School of Nursing. CUMC’s activities also include extensive patient care services provided by its faculty members.

CUMC has three primary areas of focus: scientific research, education, and patient care. CUMC offers a wide variety of degrees, certifications, and continuing education in health services. Sponsored research, faculty patient care services, tuition, endowment income, patent royalties, and gifts provide the bulk of CUMC’s revenues. Approximately 3,882 students are enrolled at CUMC, with a full-time faculty of 2,244, of whom approximately 316 are tenured. Additionally, CUMC’s staff includes 3,056 part-time faculty instructors, 1,079 full-time researcher staff members, 1,118 part-time researchers, and 247 post doctoral research trainees. Approximately 61 percent of the full-time faculty and 29 percent of the part-time faculty hold clinical appointments and have admitting privileges at NewYork-Presbyterian Hospital (“NYPH”) or other hospitals.

Patient Care Activities

Patient care activities include patient visits handled by Columbia full-time faculty through its medical faculty practice plan, as well as clinical and educational services provided to hospitals and other health care institutions through contractual agreements for services.

CUMC maintains several clinical and education affiliation agreements with other organizations. The most significant affiliation agreements are with NYPH, St. Luke’s–Roosevelt Hospital Center, and Bassett Medical Center. Certain faculty physicians also provide patient care and supervision of residents at NYPH network hospitals and other affiliates. In addition, through interinstitutional “medical service agreements,” CUMC faculty provide patient care in specialty and subspecialty areas at hospitals in the tristate area and occasionally in other parts of the country.

On December 31, 2010 the agreement between the New York City Health and Hospital Corporation (HHC) and the University ended and a new academic only affiliation was signed with Harlem Hospital.

The Trustees of Columbia University in the City of New York
Notes to the Consolidated Financial Statements
For the Years Ended June 30, 2011 and 2010
(in thousands of dollars)

In fiscal 2011, the clinical faculty handled approximately 1.7 million outpatient and emergency room visits and participated in instruction and supervision of 600 University medical students and 900 residents and fellows at NYPH. CUMC physicians generated 65,800 NYPH hospital admissions during the year.

Payments for patient-care services provided by the full-time faculty in both institutional and private office settings are derived mainly from third-party payers, including managed care companies (57 percent), Medicare (15 percent), Medicaid (11 percent), commercial insurance (5 percent), and other (1 percent). Direct patient payments comprise 11 percent of total payments.

3. Summary of Significant Accounting Policies

The significant accounting policies of the University are as follows:

Basis of Consolidation

The accompanying consolidated financial statements of the University include the accounts of all academic and administrative departments of the University. Additionally, the consolidated financial statements include the net assets and activities of the following entities, for which the University maintains managerial and financial control:

- Columbia Investment Management Company, LLC—Columbia Investment Management Company, LLC is a New York limited liability company formed by the University to manage the University's investment assets under the supervision of a Board appointed by the Trustees of the University and subject to the oversight of the Committee on Finance of the Trustees.
- Columbia University Press—Columbia University Press is a not-for-profit corporation formed to promote the study of economic, historical, literary, philosophical, scientific, and other subjects and to encourage and promote the publication of literary works embodying original research in such subjects.
- Reid Hall, Inc.—Reid Hall, located in Paris, France, was donated to the University in 1964. Reid Hall, Inc., a corporation organized under New York membership corporation law as an educational and charitable organization, operates Reid Hall to promote, facilitate, and aid the educational, cultural, and social interests of students studying in France.
- The University holds a number of New York limited liability companies, Delaware not-for-profit corporations, and international organizations, which are established to facilitate various program and research objectives.

The University provides investment custodial services and manages all of the assets of Columbia Presbyterian Medical Center Fund, Inc. ("CPMC Fund, Inc."), a not-for-profit corporation that exists to hold and receive gifts for the University and NYPH. The consolidated financial statements reflect the University's interest in the net assets of CPMC Fund, Inc. as well as the assets and amounts due NYPH.

The University is also the sole corporate member of two not-for-profit physician private practice entities, Columbia Ophthalmology Consultants, Inc., and Columbia University Healthcare, Inc., and a for-profit professional corporation, Columbia Doctors of New Jersey, and as such, consolidates these entities into the University's consolidated financial statements.

The Trustees of Columbia University in the City of New York
Notes to the Consolidated Financial Statements
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(in thousands of dollars)

All significant intercompany accounts have been eliminated in consolidation.

Accrual Basis

The consolidated financial statements of the University have, in all material respects, been prepared on an accrual basis.

Basis of Presentation

The University maintains its accounts in accordance with the principles of fund accounting. Under this method of accounting, resources for various purposes are classified into funds that are consistent with activities or objectives specified by donors. Separate accounts are maintained for each fund.

For reporting purposes, the University prepares its consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (“GAAP”) that requires resources be classified for reporting purposes based on the existence or absence of donor-imposed restrictions. This is accomplished by classification of fund balances into three categories of net assets – unrestricted, temporarily restricted, and permanently restricted. Descriptions of the three net asset categories and the type of transactions affecting each category follow.

Unrestricted—Net assets that are not subject to donor-imposed restrictions. This category includes unrestricted gifts, certain endowment income balances, certain board-designated endowment principal balances, including capital appreciation on such balances, certain plant funds, University-designated loan funds, and other unrestricted designated and undesignated current funds.

Temporarily restricted—Net assets that are subject to legal or donor-imposed stipulations that will be satisfied either by actions of the University, the passage of time, or both. These net assets include gifts donated for a particular purpose, certain other balances with donor-imposed restrictions, amounts subject to time restrictions such as funds pledged for future payment, or amounts subject to legal restrictions, such as the portion of a donor-restricted permanent endowment fund that is not classified as permanently restricted net assets, as required by the New York Prudent Management of Institutional Funds Act (“NYPMIFA”), adopted on September 17, 2010. Once the time and purpose restriction are satisfied, or have been deemed to have been satisfied, those temporarily restricted net assets are released from restrictions.

Permanently restricted—Net assets that are subject to donor-imposed stipulations that will be invested to provide a perpetual source of income to the University. Donors of these assets require the University to maintain an endowment fund in perpetuity. The University classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) realized and unrealized gains and losses to the permanent endowment when stipulated by the donor gift instrument.

Revenues and Expenses

Revenues are reported as increases in unrestricted net assets unless the use of those assets is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments are reported as increases or decreases in unrestricted net assets, unless their use is restricted by explicit donor stipulation or by law.

The Trustees of Columbia University in the City of New York
Notes to the Consolidated Financial Statements
For the Years Ended June 30, 2011 and 2010
(in thousands of dollars)

Tuition and Fees and Financial Aid

Tuition and fees are derived from degree programs as well as executive and continuing education programs. Tuition and fee revenue is recognized as operating income in the period in which it is earned. Tuition and fee receipts received in advance are recorded as deferred revenue. Net tuition and fees are computed after deducting certain scholarships and fellowships awarded to students. In order to assist students in meeting tuition and other costs of attendance, the University administers a variety of federal, state, institutional, and private programs. Financial aid packages to students may include direct grants, loans, and employment.

Contributions

Contributions for university operations and plant, including unconditional promises to give (“pledges”), are recognized as operating revenue in the period earned. Contributions to endowment are recognized as nonoperating revenue in the period earned. Pledges that are expected to be collected within one year are recorded net of an allowance for uncollectable pledges. Amounts expected to be collected in future years are recorded at the present value of estimated future cash flows. The discounts on those pledges are computed using an interest rate for the year in which the promise was received and considers market and credit risk as applicable. Subsequent years’ accretion of the discount is included in contribution revenue. Conditional promises to give are not recognized as revenue until such time as the conditions are substantially met.

Patient Care Revenue and Expense

Patient care activities relate to three distinct areas: medical faculty practice plans, affiliation agreements, and medical service agreements.

The University provides medical care to patients via faculty practice at CUMC, primarily under agreements with third-party payors. Agreements with third-party payors, including health maintenance organizations, provide payment for medical services at amounts different from standard rates established by the University. Medical faculty practice plan revenue is reported net of two items: (a) contractual allowances from third-party payors for services rendered and (b) estimates of uncollectible amounts. Included within the faculty practice revenues and expenses are financial arrangements associated with several physician professional corporations.

The University maintains several clinical and education affiliation agreements with other organizations. The University provides medical, professional, and supervisory staff as well as other technical assistance. Revenues and expenses from these agreements are accounted for in patient care categories of the operating activity in the Consolidated Statement of Activities.

Grant and Contract Income

The University receives grant and contract income from governmental and private sources. The University recognizes revenue associated with the direct costs of sponsored programs as the related costs are incurred. Recovery of facilities and administrative costs of federally sponsored programs are at reimbursement rates negotiated with the University’s cognizant agency, the Department of Health and Human Services. The University and the federal government are currently operating under an agreement that provides for facilities and administrative cost rates under federal grants and contracts through June 30, 2014.

Research and Development

The University engages in numerous research and development projects, partially or fully sponsored by governmental and private funds. These costs are charged to operating expense as

The Trustees of Columbia University in the City of New York
Notes to the Consolidated Financial Statements
For the Years Ended June 30, 2011 and 2010
(in thousands of dollars)

incurred. The University periodically funds and develops patents for certain technologies, then licenses the usage of these patents to companies over several years. The revenue, net of payments due to third parties, is recorded in "Revenue from other educational and research activities" in the Consolidated Statement of Activities. Costs incurred with developing and maintaining these patents are expensed as incurred.

Cash and Cash Equivalents

Cash and cash equivalents are recorded at fair value and include several depository accounts, checking accounts, institutional money market funds, and similar temporary investments with maturities of three months or less at the date of purchase.

Investments

The University's investments, consisting primarily of publicly traded fixed income and equity securities, alternative investments, and cash held for reinvestment, are stated at fair value as of June 30, 2011. Alternative investments include investments in absolute return strategy funds, private equity funds, and real asset funds (collectively, the "funds"). The management of the respective fund provides the fair value of the investment. The University reflects its share of the partnerships or corporations in the consolidated financial statements.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The University believes that the net asset value of its alternative investments is a reasonable estimate of fair value as of June 30, 2011. Because alternative investments are not marketable, the estimated value is subject to uncertainty and, therefore, may differ from the value that would have been used had a ready market for the investment existed. Such differences could be material. The amount of gain or loss associated with these investments is reflected in the accompanying consolidated financial statements based on the University's proportionate share in the net assets of these investments.

The University records both the assets and corresponding liabilities generated by securities lending transactions as "Collateral for securities loaned" and "Securities loan agreement payable." The loaned securities are returnable on demand and are collateralized by cash and cash equivalents.

The University's presentation in the Consolidated Statement of Cash Flows for limited liability partnerships, limited liability corporations, and other similarly structured investments is consistent with the accounting for equity method investments as it represents the underlying nature of these investments in which the University has a capital account.

The University records purchases and sales of securities on a trade-date basis. Realized gains and losses are determined on the basis of average cost of securities sold and are reflected in the Consolidated Statement of Activities. Dividend income is recorded on the ex-dividend date, and interest income is recorded on an accrual basis.

Split-Interest Agreements

The University's split-interest agreements with donors consist primarily of charitable gift annuities, pooled income funds, and irrevocable charitable remainder trusts for which the University serves as custodian and trustee. Assets are invested and payments are made to donors and/or other beneficiaries in accordance with the respective agreements. In the case of irrevocable split-interest agreements whose assets are held in trusts not administered by the University (third-party charitable

The Trustees of Columbia University in the City of New York
Notes to the Consolidated Financial Statements
For the Years Ended June 30, 2011 and 2010
(in thousands of dollars)

trusts), the University will recognize its beneficial interest when it is provided sufficient reliable information and documentation that establishes the trust's existence.

Contribution revenues for split-interest agreements are recognized at the dates the agreements are established net of the present value of the estimated future payments to be made to the beneficiaries, if applicable, under these agreements. The discounts on those agreements are computed using an interest rate for the year in which the promise was received and considers market and credit risk as applicable. Assets related to these agreements are recorded in "Investments, at fair value," and the liability for the present value of the estimated future payments to be made to the beneficiaries is recorded in "Actuarial liability for split-interest agreements." Adjustments to the fair value of these agreements are recorded in the Consolidated Statement of Activities under "Present value adjustment to split-interest agreements."

Institutional Real Estate

Institutional real estate consists primarily of properties proximate to the University's Morningside and Washington Heights campuses, the primary purpose of which is to house faculty, staff, and graduate students. The income earned on this investment is used primarily to finance operating expenditures. The properties are valued at cost and depreciated over a useful life of fifty years.

Land, Buildings, and Equipment

Land, buildings, and equipment are stated at cost net of accumulated depreciation. Depreciation is calculated on a straight-line basis over useful lives ranging from ten to forty years for buildings and improvements and five to twenty years for equipment, consistent with the method used for government cost reimbursement purposes. Capitalized software costs are amortized over seven years. Upon disposal of assets, the costs and accumulated depreciation are removed from the accounts, and the resulting gain or loss is included in operations.

Other Assets

Prepaid expenses, bond issuance costs, and the University's investment in the Medical Center Insurance Company ("MCIC") are categorized within other assets. Bond issuance costs are amortized over the expected holding period of the specific debt issue.

Collections

Collections at the University include works of art, literary works, historical treasures, and artifacts that are maintained in the University's galleries, libraries, and buildings. These collections are protected and preserved for public exhibition, education, research, and the furtherance of public service and, therefore, are not recognized as assets on the Consolidated Balance Sheet. Costs associated with purchasing additions to and maintaining these collections are recorded as operating expenses in the period in which the items are acquired.

Interest in Perpetual Trusts Held by Others

The University is the beneficiary of certain perpetual trusts administered by others. These trusts are recognized as permanently restricted contributions upon receipt of documentation evidencing that the trust has been established and adjusted to fair value each year. The fair value of the interest in the perpetual trust is based on the University's share of the income generated by the trust, ascribed to the fair value of assets reported by the trust. Gains and losses resulting from the change in fair value of trust assets are reported as nonoperating activity in the Consolidated Statement of Activities.

The Trustees of Columbia University in the City of New York
Notes to the Consolidated Financial Statements
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(in thousands of dollars)

Capital Lease Obligations

Capital lease obligations are recognized for equipment and space where substantially all of the risks of ownership have been transferred to the University. The obligations extend up to five years for equipment and up to fifty years for space.

Conditional Asset Retirement Obligations

Conditional asset retirement obligations are recognized for remediation or disposal of asbestos, underground storage tanks, soil, and radioactive sources and equipment as required by law. The fair value of the liability for a conditional asset retirement obligation is recognized in the period in which it occurred, provided that it can be reasonably estimated.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The most significant estimates include valuation of investments without readily determinable public markets, estimated useful life of land, buildings and equipment, actuarially determined costs associated with split-interest agreements, pension, postemployment and postretirement benefits, contractual allowances for patient receivables, allowances for doubtful accounts, insurance obligations and conditional asset retirement obligations.

2010 Presentation

While comparative information is not required under GAAP, the University believes that this information is useful and has included summarized financial information from the consolidated financial statements for 2010. This summarized information is not intended to be a full presentation in conformity with GAAP, which would require certain additional information. Accordingly, such information should be read in conjunction with the University's audited consolidated financial statements for the year ended June 30, 2010. In addition, certain amounts in the summarized consolidated financial statements for fiscal year 2010 have been reclassified to conform to the fiscal year 2011 presentation.

New Authoritative Pronouncements

On September 17, 2010, New York adopted a version of the Uniform Prudent Management of Institutional Funds Act. New York's version of the law is known as the New York Prudent Management of Institutional Funds Act ("NYPMIFA"). In accordance with NYPMIFA and the authoritative guidance, the University has reclassified \$1.7 billion of unrestricted net assets to temporarily restricted net assets. Such amounts relate to accumulated earnings on endowment funds and other funds, including distributions from the endowment unspent due to timing. The full amount of \$1.7 billion is reflected in the consolidated statement of activities as a cumulative effect of a change in accounting principles as of July 1, 2010. The University adopted the enhanced disclosures required under the authoritative guidance in the year ended June 30, 2009.

Effective for the fiscal year ended June 30, 2011, the University adopted additional disclosures related to the fair value measurements of investments disclosed for all transfers to and from Level's 1 and 2. This standard requires that information, such as description of and reasoning for transfers

The Trustees of Columbia University in the City of New York
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For the Years Ended June 30, 2011 and 2010
(in thousands of dollars)

be disclosed. There were no significant transfers in and out of Level 1 and Level 2 fair value measurements in 2011.

In addition, the University adopted the accounting standard, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*, requiring disclosure on the credit quality of financing receivables and the related allowance.

4. Operating Measurement

The University divides its Consolidated Statement of Activities into operating and nonoperating activities. The operating activities of the University include all income and expenses related to carrying out its educational and research mission. Operating revenues include investment income and endowment appreciation utilized to fund current operations, the largest portion of which is the distribution of funds budgeted in accordance with the endowment spending rule.

Nonoperating activities include current year realized and unrealized gains and losses on investments, including realized gain distributions from fund investments, less amounts withdrawn from endowment appreciation to fund operations. Nonoperating activities also include new gifts to permanently restricted endowments, changes in net assets held by CPMC Fund, Inc., changes in perpetual trusts held by others, present value adjustments to split-interest agreements, changes in pension and postretirement obligations, and certain reclassifications.

5. Patient Care Revenue

The University's affiliation agreements with tristate area hospitals generated \$242,710 and \$256,040 of revenue for the years ended June 30, 2011 and 2010, respectively. As of June 30, 2011 and 2010, accounts receivable includes \$75,492 and \$71,817, respectively, relating to these agreements.

Medical faculty practice revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered. Medical faculty practice revenues are \$531,623 and \$497,588 for the years ended June 30, 2011 and 2010, respectively. As of June 30, 2011 and 2010, patient accounts receivable amounts to \$67,999 and \$72,783, respectively.

Other areas of patient care, such as medical service agreements, generated \$18,779 and \$18,941 of revenue for the years ended June 30, 2011 and 2010, respectively.

6. Long-Term Investments and Fair Value

The University values its investments in accordance with GAAP and consistent with the FASB official pronouncement on *Fair Value Measurements* for financial assets and liabilities. The pronouncement defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. GAAP establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. Observable inputs reflect market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the entities own assumptions about how market participants would value an asset or liability based on the best information available. Valuation

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(in thousands of dollars)

techniques used to measure fair value utilize relevant observable inputs and minimize the use of unobservable inputs.

The University follows a fair value hierarchy based on three levels of inputs, described below:

Fair value for Level 1 is based upon quoted prices in active markets that the University has the ability to access for identical assets and liabilities. Market price data is generally obtained from exchange or dealer markets. The University does not adjust the quoted price for such assets and liabilities.

Fair value for Level 2 is based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, or inputs other than quoted prices that are observable.

Fair value for Level 3 is based on valuation techniques that use significant inputs that are unobservable as they are not actively traded.

Investments categorized as Level 2 and Level 3 include the University's ownership in funds that invest in alternative assets (i.e. absolute return strategy funds, private equity funds, and real asset funds) and funds that invest in equity and fixed income strategies. The value of the University's investments in these funds represents the University's ownership interest in the net asset value (NAV) of the respective fund. The University is permitted under GAAP to estimate the fair value of an investment at the measurement date using the NAV reported by the fund without further adjustment, provided the NAV has been calculated in accordance with or in a manner consistent with GAAP, and provided further that the University does not expect to sell the investment at a value other than NAV. The University performs due diligence procedures of its investments including an assessment of applicable accounting policies, a review of the valuation procedures employed, and consideration of redemption features and price transparency.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. In determining the categorization of the University's investments within the fair value hierarchy, the University has considered market information, including observable net asset values, and the length of time until the investment will become redeemable. Investments which can be redeemed at NAV by the University up to 180 days beyond the measurement date are classified as Level 2. If the redemption period extends beyond 180 days, the investment is categorized as Level 3. The categorization of a financial instrument within the hierarchy is based upon the pricing transparency of that instrument and does not necessarily correspond to the University's perceived risk of that instrument.

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The following tables presents assets and liabilities measured at fair value at June 30, 2011 and at June 30, 2010.

<u>Assets</u>	2011			
	Level 1	Level 2	Level 3	Total
Investments:				
Cash and cash equivalents	\$ 66,297	\$ 280,157		\$ 346,454
Global equities	1,064,826	259,743	\$ 233,854	1,558,423
Fixed income	25,075	541,120	435	566,630
Absolute return strategies		1,258,294	1,026,265	2,284,559
Private equity	43,746		1,877,965	1,921,711
Real assets	5,505		1,217,912	1,223,417
Investments, at fair value	<u>1,205,449</u>	<u>2,339,314</u>	<u>4,356,431</u>	<u>7,901,194</u>
Interest in perpetual trusts held by others			161,256	161,256
Total assets at fair value	<u>\$ 1,205,449</u>	<u>\$ 2,339,314</u>	<u>\$ 4,517,687</u>	<u>\$ 8,062,450</u>
Liabilities				
Swaps payable		39,167		39,167
Total liabilities at fair value		<u>\$ 39,167</u>		<u>\$ 39,167</u>

<u>Assets</u>	2010			
	Level 1	Level 2	Level 3	Total
Investments:				
Cash and cash equivalents	\$ 33,842	\$ 475,348		\$ 509,190
Global equities	790,718	181,733	\$ 207,310	1,179,761
Fixed income	25,511	347,270	523	373,304
Absolute return strategies		844,010	978,375	1,822,385
Private equity	12,877		1,555,071	1,567,948
Real assets	1,543		1,057,796	1,059,339
Investments, at fair value	<u>864,491</u>	<u>1,848,361</u>	<u>3,799,075</u>	<u>6,511,927</u>
Interest in perpetual trusts held by others			136,045	136,045
Total assets at fair value	<u>\$ 864,491</u>	<u>\$ 1,848,361</u>	<u>\$ 3,935,120</u>	<u>\$ 6,647,972</u>
Liabilities				
Swaps payable		48,961		48,961
Total liabilities at fair value		<u>\$ 48,961</u>		<u>\$ 48,961</u>

Cash and cash equivalents

Cash and cash equivalents includes government securities and money market instruments and are valued at amortized cost which approximates fair value.

Global Equities and Fixed Income

Global equities and fixed income consists of investments in publicly traded U.S. and foreign common and preferred equities, funds that invest in equity and fixed income based strategies, and cash held in separate accounts committed to these strategies. The fair value of these investments is

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based on quoted market prices. Investments that are listed on an exchange are valued, in general, at the last reported sale price (or, if there is no sales price, at the last reported bid price, or, in the absence of reported bid prices, at the mean between the last reported bid and asked prices thereof). Fund investments in equity and fixed income based strategies are valued in accordance with valuations provided by the investment managers of the underlying funds. If the University has the ability to redeem from a fund up to 180 days beyond the measurement date at NAV, the investment is categorized as Level 2. If the redemption period extends beyond 180 days, the investment is categorized as Level 3.

Alternative Investments

Alternative investments include interests in absolute return strategy funds, private equity funds, and real asset funds. These private equity funds include large market, leveraged buyout and venture capital based strategies. The University values these investments in accordance with valuations provided by the investment managers of the underlying funds. These funds may make investments in securities that are publicly traded, which are generally valued based on observable market prices, unless a restriction exists. In addition, interests in a private equity fund may be publicly traded and valued based on observable market prices. As a general rule, managers of funds invested in alternative investments value those investments based upon the best information available for a given circumstance and may incorporate assumptions that are the investment manager's best estimates after consideration of a variety of internal and external factors. If no public market exists for the investments, the fair value is determined by the investment manager taking into consideration, among other things, the cost of the investment, prices of recent significant placements of similar investments of the same issuer, and subsequent developments concerning the companies to which the investments relate. The University's management may consider other factors in assessing the fair value of these investments. If the University has the ability to redeem from an absolute return strategy fund up to 180 days beyond the measurement date at NAV, the investment is categorized as Level 2. If the redemption period extends beyond 180 days, the investment is categorized as Level 3. All private equity funds and real asset funds, with the exception of directly-held public securities, are categorized as Level 3 given that the University does not have discretion for timing of withdrawal.

The fair value of the alternative investment funds in the table above represents the amount the University expects to receive at June 30, 2011 and 2010, if it had liquidated its investments in the funds on these dates. The University has performed due diligence around these investments and believes that the NAV of its alternative investments is a reasonable estimate of fair value as of June 30, 2011 and 2010. Alternative investments may allocate a high percentage of their assets in specific sectors of the market in order to achieve a potentially greater investment return. As a result, the investments may be susceptible to economic, political, and regulatory developments in a particular sector of the market, positive or negative, and may experience increased volatility in net asset values.

Absolute return strategies also include separate accounts with direct investments in fixed income (which include mortgage back securities and convertible bonds) and cash committed to these strategies. The fair value of these investments is based on quoted market prices and is categorized as Level 2.

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Perpetual Trusts

The fair value of interest in perpetual trust held by third parties is based on the University's share of the income generated by the trust, ascribed to the fair value of the assets reported by the trust.

Derivatives

Investment fund managers may invest in derivatives, and the value of these positions is reflected in the NAV of the respective funds. Separately, the University employs derivatives primarily to hedge its risks and to rebalance its market exposures. Derivatives used may include futures, swaps, options, and forward contracts and are reflected at fair value following the definition of Level 1 and Level 2 assets as described above. The equity derivatives held directly by the University within the endowment portfolio had a fair value of \$1.6 million and (\$4.3) million at June 30, 2011 and 2010, respectively. As of June 30, 2011 and 2010, the notional amounts of long equity derivative contracts were \$583.9 million and \$446.2 million, respectively, and the notional amounts of short equity derivative contracts were \$434.5 million and \$326.8 million, respectively. The fair value of the equity swaps was \$1.0 million and (\$6.1) million at June 30, 2011 and 2010, respectively. Outside of the endowment portfolio, the University entered into a fixed payor interest rate swap as described in Footnote 16. The estimated fair value of the agreement was (\$39.2) million and (\$49.0) million at June 30, 2011 and 2010, respectively, and is included in "Swaps payable" in the tables above. The derivatives are reflected as a receivable or payable, as appropriate, on the Consolidated Balance Sheet. Unrealized gain or loss from derivative investments is a component of the current year realized and unrealized capital gains (losses) in the Consolidated Statement of Activities.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the University believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

The following table is a rollforward of the Consolidated Balance Sheet amounts for financial instruments classified by the University within Level 3 of the fair value hierarchy defined above at June 30, 2011 and 2010.

	June 30, 2010	Transfers In/Out	Purchases & Sales, net	Realized gain/loss	Unrealized gain/loss	June 30, 2011
Global equities	\$ 207,310	\$ 416	\$ (1,795)	\$ (3,365)	\$ 31,287	\$ 233,853
Fixed income	523	-	(88)		1	436
Absolute return strategies	978,375	(57,599)	(58,090)	18,454	145,125	1,026,265
Private equity	1,555,071		(159,131)	201,545	280,480	1,877,965
Real assets	1,057,797		(15,413)	93,371	82,157	1,217,912
Total level 3 investments	<u>3,799,076</u>	<u>\$ (57,183)</u>	<u>\$ (234,517)</u>	<u>\$ 310,005</u>	<u>539,050</u>	<u>\$ 4,356,431</u>
	June 30, 2010	Disburse- ments	Realized/ Unrealized gain/loss, net	June 30, 2011		
Interest in perpetual trusts held by others	\$ 136,045	\$ (5,137)	\$ 30,348	161,256		

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	June 30, 2009	Transfers In/Out	Purchases & Sales, net	Realized gain/loss	Unrealized gain/loss	June 30, 2010
Global equities	\$ 447,771	\$ (161,201)	\$ (159,484)	\$ (3,615)	\$ 83,839	\$ 207,310
Fixed income	247,778	(298,878)	(11,475)		63,098	523
Absolute return strategies	1,447,387	(527,406)	(213,322)	78,842	192,874	978,375
Private equity	1,419,429		(78,089)	65,762	147,969	1,555,071
Real assets	919,519		72,662	22,413	43,202	1,057,796
Total level 3 investments	<u>\$ 4,481,884</u>	<u>\$ (987,485)</u>	<u>\$ (389,708)</u>	<u>\$ 163,402</u>	<u>\$ 530,982</u>	<u>\$ 3,799,075</u>

	June 30, 2009	Disburse- ments	Realized/ Unrealized gain/loss, net	June 30, 2010
Interest in perpetual trusts held by others	\$ 129,818	\$ (6,426)	\$ 12,653	\$ 136,045

All net realized and unrealized gains/(losses) in the tables above are reflected in the Consolidated Statement of Activities. Net unrealized gains/(losses) relate to those financial instruments held by the University at June 30, 2011 and 2010. The University's policy is to recognize transfers in and transfers out as of the end of the period. During the year ended June 30, 2011, there was a transfer of approximately \$(61,733) million from Level 3 to Level 2, due to the criteria described above. During the year ended June 30, 2011, there were no significant transfers between Level 1 and Level 2.

Certain investments in global equities and alternative investments may be subject to restrictions that i) limit the University's ability to withdrawal capital after such investment and ii) limit the amount that may be withdrawn as of a given redemption date. The redemption terms of the University's investments in absolute return strategy funds vary from daily to triennial, with a portion of these investments designated as "illiquid" in "sidepockets" and that portion may not be available for withdrawal until liquidated by the investing fund and redemption notice periods range from 0 days to 180 days. Generally, as noted above, the University has no discretion as to withdrawal with respect to its investment in private equity and real asset funds; distributions are made when sales of assets are made with the funds. The remaining life of these private equity and real asset funds is up to 12 years.

The University is obligated under certain investment fund agreements to advance additional funding up to specified levels over a period several years. These commitments have fixed expiration dates and other termination clauses. At June 30, 2011, the University had unfunded commitments of approximately \$1.2 billion as displayed in the table below.

Asset class \$ in millions	Remaining life	Unfunded Commitments	Timing to draw commitments
Global equities	N/A	\$ 44	1 to 8 years
Absolute return strategies	N/A	91	1 to 5 years
Private equity	1 to 12 years	592	1 to 12 years
Real assets	1 to 12 years	<u>511</u>	1 to 12 years
Total		\$ 1,238	

Management's estimate of the lives of the funds could vary significantly depending on the investment decisions of the external fund managers, changes in the University's portfolio, and other

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circumstances. Furthermore, the University's obligation to fund the commitments noted above may be waived by the fund manager for a variety of reasons including market conditions and/or changes in investment strategy.

The University does have various sources of internal liquidity at its disposal, including cash, cash equivalents, marketable debt and equity securities and lines of credit.

Securities Lending

At June 30, 2011 and 2010, investment securities having a fair value of \$9.4 million and \$4.5 million, respectively, were loaned to various brokerage firms through a securities lending agent. The loaned securities are returnable on demand and are collateralized by cash and cash equivalents. The University recorded the value of the collateral received of \$9.7 million and \$4.6 million and an offsetting liability for the return of the collateral on the Consolidated Balance Sheet at June 30, 2011 and 2010, respectively.

Investment Return

Investment income and gains utilized on the Consolidated Statement of Activities contains interest and dividend income net of fees, institutional real estate revenue net of operating expenses and depreciation, other investment income, and endowment appreciation utilized to fund the spending rule. Endowment appreciation utilized was \$288.4 million and \$319.1 million during 2011 and 2010, respectively. The nonoperating section of the Consolidated Statement of Activities contains realized and unrealized gains reduced by endowment appreciation utilized to fund the spending rule.

7. Endowment Funds

The University's endowment consists of approximately 4,500 separate funds established over many years for a wide variety of purposes. The endowment includes permanent endowments, term endowments, and funds designated by the Board of Trustees to function as endowments. As required by GAAP, net assets associated with endowment funds, including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

The University employs a market value unit method of accounting for pooled general investments. Each participating fund enters and withdraws from the pooled investment account based on monthly unit market values. Changes in the market value of investments are distributed proportionately to each fund that participates in the investment pool. Net investment income distributed during the year is allocated on a per unit basis to each participating fund.

Relevant Law

Under NYPMIFA, the University may appropriate so much of an endowment fund as it deems prudent, considering the specific factors set forth in NYPMIFA and subject to the intent of the donor as expressed in the gift instrument. Unless stated otherwise in the gift instrument, the earnings in an endowment fund are donor-restricted assets until appropriated.

The University continues to classify as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) realized and unrealized gains and losses to the permanent

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endowment when stipulated by the donor gift instrument. In accordance with NYPMIFA and authoritative guidance, the remaining portion of the donor-restricted endowment funds that is not classified in permanently restricted net assets which had previously been classified as unrestricted net assets is now classified as temporarily restricted net assets. As a result the University has reclassified \$1.7 billion of unrestricted net assets to temporarily restricted net assets. Such amounts relate to accumulated earnings on endowment funds and other funds, including distributions from the endowment unspent due to timing. The full amount of \$1.7 billion is reflected in the consolidated statement of activities as a cumulative effect of a change in accounting principles as of July 1, 2010.

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The composition and changes in the University's endowment net assets as of June 30, 2011 and 2010, are as follows:

	2011			Total
	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	
Changes in University endowment net assets				
Opening balance - June 30, 2010	\$ 4,124,063	\$ 543,658	\$ 1,848,791	\$ 6,516,512
Cumulative Balance Reclass	(1,651,515)	1,651,515		
Investment return:				
Investment income	57,560	363	5,137	63,060
Net appreciation	513,686	869,324	26,189	1,409,199
Total investment return	571,246	869,687	31,326	1,472,259
New gifts	27,108	210	124,177	151,495
Appropriation for expenditure	(374,734)	(21,497)	(5,137)	(401,368)
Other Changes:				
Transfers to create endowments	22,888	12,602	17,109	52,599
Other / Reclassifications	17,883	(17,220)	(2,582)	(1,919)
Release from restriction	179,425	(179,425)	-	-
	<u>220,196</u>	<u>(184,043)</u>	<u>14,527</u>	<u>50,680</u>
Closing balance - June 30, 2011	<u>\$ 2,916,364</u>	<u>\$ 2,859,530</u>	<u>\$ 2,013,684</u>	<u>\$ 7,789,578</u>
University endowment composition				
Endowment funds	\$ -	\$ 2,611,498	\$ 1,823,093	\$ 4,434,591
Funds functioning as endowment:				
Departmental funds	1,253,815	202,630		1,456,445
University funds	1,288,264			1,288,264
Institutional real estate, net	359,162			359,162
CPMC Fund, Inc.	15,123	45,403	29,334	89,860
Interests in perpetual trusts held by others			161,256	161,256
University's endowment value	<u>\$ 2,916,364</u>	<u>\$ 2,859,531</u>	<u>\$ 2,013,683</u>	<u>\$ 7,789,578</u>
Note: The tables above do not include split-interest agreements, net of \$53,304 and pledges receivable, net of \$132,749.				
Reconciliation to Investments, at fair value				
Investments, at fair value				\$ 7,901,194
Add:				
Interests in perpetual trusts held by others			161,256	
CPMC Fund, Inc.			89,860	
Institutional real estate, net			359,162	
Investment receivables and payables			<u>61,181</u>	671,459
Subtract:				
Other long-term investments			(626,725)	
Split-interest agreements, net			(107,636)	
Funds held on behalf of others			<u>(48,714)</u>	<u>(783,075)</u>
University's endowment value				<u>\$ 7,789,578</u>

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	2010			Total
	Unrestricted Net Assets	Temporarily Restricted Net Assets	Permanently Restricted Net Assets	
Changes in University endowment net assets				
Opening balance - June 30, 2009	\$ 3,666,487	\$ 491,171	\$ 1,735,140	\$ 5,892,798
Investment return:				
Investment income	50,222	482	6,426	57,130
Net appreciation	778,287	83,070	6,227	867,584
Total investment return	828,509	83,552	12,653	924,714
New gifts	23,239	3,129	85,415	111,783
Appropriation for expenditure	(444,781)	(9,128)	(6,426)	(460,335)
Other Changes:				
Transfers to create endowments	46,561	2,419	-	48,980
Other / Reclassifications	(25,026)	1,589	22,009	(1,428)
Release from restriction	29,074	(29,074)	-	-
	<u>50,609</u>	<u>(25,066)</u>	<u>22,009</u>	<u>47,552</u>
Closing balance - June 30, 2010	<u>\$ 4,124,063</u>	<u>\$ 543,658</u>	<u>\$ 1,848,791</u>	<u>\$ 6,516,512</u>

University endowment composition

Endowment funds	\$ 1,573,241	\$ 326,631	\$ 1,684,390	\$ 3,584,262
Funds functioning as endowment:				
Departmental funds	1,055,560	217,027		1,272,587
University funds	1,099,132			1,099,132
Institutional real estate, net	350,910			350,910
CPMC Fund, Inc.	45,220		28,356	73,576
Interests in perpetual trusts held by others			136,045	136,045
University's endowment value	<u>\$ 4,124,063</u>	<u>\$ 543,658</u>	<u>\$ 1,848,791</u>	<u>\$ 6,516,512</u>

Note: The tables above do not include split-interest agreements, net of \$89,853 and pledges receivable, net of \$147,423.

Reconciliation to Investments, at fair value

Investments, at fair value				\$ 6,511,927
Add:				
Interests in perpetual trusts held by others			136,045	
CPMC Fund, Inc.			73,576	
Institutional real estate, net			350,910	
Investment receivables and payables			<u>74,042</u>	634,573
Subtract:				
Other long-term investments			(451,803)	
Split-interest agreements, net			(141,826)	
Funds held on behalf of others			<u>(36,359)</u>	(629,988)
University's endowment value				<u>\$ 6,516,512</u>

Return Objectives and Risk Parameters

Endowment assets include those assets of donor-restricted funds that the University must hold in perpetuity or for a donor-specified period(s) as well as Board-designated funds. Under the

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University's investment policies, as approved by the Board of Trustees, the endowment assets are invested in a manner that is intended to produce performance which exceeds that of relevant indices for each asset class while assuming a moderate level of investment risk.

Strategies Employed for Achieving Objectives

The University relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The University targets a diversified asset allocation to achieve its long-term return objectives within prudent risk constraints.

Endowment Spending Rule

The endowment spending rule utilized by the University is designed to be directly responsive to both investment returns and the current level of price inflation. Its long-term objectives are:

- To protect the corpus of the endowment by spending no more than the real investment return;
- To cushion spending against market volatility; and
- To provide specific spending instructions and multiyear spending projections based on explicit future investment return assumptions.

The current endowment spending rule is based on two factors: first, the market value multiplied by a 5 percent target spending rate, which provides a response to investment market conditions; and second, the prior year's spending plus inflation, which ties spending increases to operating needs and cushions spending against market volatility. This allows the University to maintain the purchasing power of the endowment assets held in perpetuity or for a specified term as well as to provide additional real growth through new gifts and investment return.

As a general policy, each fiscal year's distribution is calculated by adding together the following:

- a. The market value of the endowment at a point twelve months prior to the beginning of the given fiscal year, multiplied by the 5 percent target spending rate, multiplied by a 40 percent weighting; and
- b. Endowment spending in the year immediately preceding the given fiscal year, grown or reduced by an inflation factor, which is defined as the Higher Education Price Index ("HEPI"), multiplied by a 60 percent weighting.

The Trustees conduct a special review in any year in which either projected endowment distributions are 0.5 percent higher or lower than the 5 percent target spending rate, or if the increase in endowment distributions over the previous year is more than 3 percentage points higher or lower than HEPI.

For fiscal 2010 and 2011, the Trustees approved a decision to temporarily override the spending rule formula described above in order to begin to absorb the endowment losses experienced in fiscal 2009 earlier than the spending rule formula would allow, given the market lag effect inherent in the formula. The approved plan prescribed an 8 percent decrease of the per share spending rate in fiscal 2010, and a subsequent 5 percent decrease in fiscal 2011.

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In addition to the base spending rate described above, two additional payout components were approved as temporary measures by the Trustees in 2008. The first is an increase in annual spending of up to 1.75 percent of the prior year beginning market value of endowments that are designated for undergraduate financial aid support. This increase began in fiscal 2009 and will be phased out as new endowments substitute for this funding source. The amount of the incremental payout for the coming year is approved annually by the Trustees' Committee on Finance as part of the budget process. The second component is 0.70 percent of the prior year beginning market value for certain endowments in categories key to the University's current development efforts, primarily unrestricted endowment and endowments for financial aid and faculty support.

The appropriation process for fiscal year 2011 occurred prior to the enactment of NYPMIFA on September 17, 2010. Beginning in fiscal year 2012, appropriations under the spending rule will be governed by NYPMIFA, which permits the University to appropriate so much of an endowment fund as it deems prudent following consideration of certain specific factors set forth in NYPMIFA.

8. Accounts Receivable

Accounts receivable, net, consists of the following as of June 30:

	2011	2010
Patient receivables, net of contractual allowances	\$ 106,413	\$ 151,607
Government agencies	121,590	137,089
NewYork-Presbyterian Hospital	67,530	68,015
Patent and licensing	24,799	20,401
Student receivables	15,589	19,642
Other receivables, gross	84,990	87,201
	<u>420,911</u>	<u>483,955</u>
Less: Allowance for doubtful accounts	(53,504)	(92,487)
Accounts receivable, net	<u>\$ 367,407</u>	<u>\$ 391,468</u>

Patient receivables for medical services are net of an allowance for contractual reserves in the amount of \$92.2 million and \$127.4 million at June 30, 2011 and 2010, respectively.

9. Student Loans Receivable and Financial Aid

The University participates in various federal loan programs, in addition to administering institutional loan programs. Loans receivable from students as of June 30 are as follows:

	2011	2010
Government revolving loans	\$ 67,720	\$ 69,108
Institutional loans	<u>23,911</u>	<u>23,016</u>
Gross student loans	91,631	92,124
Less: Allowance for doubtful collections	<u>(3,672)</u>	<u>(3,609)</u>
Student loans receivable, net	<u>\$ 87,959</u>	<u>\$ 88,515</u>

In addition to the loans identified above, the University processes and authorizes loans to students through the Stafford Loan program and Federal Plus Loan program. These loans are not recorded in the University's consolidated financial statement since the University does not guarantee any

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federal loan funds related to these programs. The amount of loans issued under these programs was \$303.5 million and \$268.1 million for the years ended June 30, 2011 and 2010, respectively.

Government revolving loans are funded principally with federal advances to the University under the Perkins Loan Program and certain other programs. Advances under the Perkins Loan Program totaled \$65.5 million and \$64.8 million and advances under the other federally sponsored loan programs are \$13.4 million and \$13.5 million as of June 30, 2011 and 2010, respectively. These advances are classified as liabilities on the Balance Sheet. Interest earned on the revolving and institutional loan programs is reinvested to support additional loans. The repayment and interest rate terms of the institutional loans vary considerably.

Management regularly assesses the adequacy of the allowance for credit losses by performing ongoing evaluation of the student loan and student accounts receivable portfolios.

Loans receivable under federally guaranteed student loan programs are subject to significant restrictions.

Undergraduate financial aid represents packages for all or part of a student's tuition, fees, room, and board. Graduate financial aid represents packages for all or part of a student's tuition and fees. Funding from external sources is obtained through government and private grants and contracts as well as private gifts and payout from certain endowment funds.

	2011			2010		
	University Sources	External Sources	Total Financial Aid	University Sources	External Sources	Total Financial Aid
Undergraduate	\$ 78,911	\$ 42,606	\$ 121,517	\$ 63,870	\$ 46,216	\$ 110,086
Graduate	104,773	55,812	160,585	95,868	54,456	150,324
Total financial aid grants	\$ 183,684	\$ 98,418	\$ 282,102	\$ 159,738	\$ 100,672	\$ 260,410

Agency activities such as tuition aid grants, federal supplemental educational opportunity grants, federal Pell, SMART, and ACG grant program are not included in the University's consolidated financial statements. Receipts from agency transactions were \$13.9 million and \$12.7 million, and disbursements were \$13.9 million and \$12.7 million in fiscal year 2011 and 2010, respectively.

10. Pledges Receivable

Unconditional promises to give appear as pledges receivable and revenue of the appropriate net asset category. Pledges are recorded after recognizing an allowance for uncollectible contributions and a discount to reflect the net present value based on projected cash flows.

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The June 30 balances of unconditional promises to give are:

	2011	2010
Less than one year	\$ 415,825	\$ 102,027
One to five years	386,175	186,781
More than five years	<u>176,551</u>	<u>11,264</u>
Total unconditional promises	978,551	300,072
Less: Allowance for doubtful contributions	(30,156)	(11,350)
Less: Net present-value discount	<u>(65,691)</u>	<u>(25,065)</u>
Net pledges receivable	<u>\$ 882,704</u>	<u>\$ 263,657</u>

New pledges recorded in 2011 and 2010 were discounted at an average annual rate of 2.7 percent and 2.6 percent, respectively, using a rate that considers market and credit risk. Credit risk is also considered in the allowance for doubtful contributions.

Pledges receivable are intended for the following purposes:

	2011	2010
Endowment for educational and general purposes	\$ 132,751	\$ 147,423
New construction and modernization of plant	339,448	22,141
Support of University operations	<u>410,505</u>	<u>94,093</u>
Net pledges receivable	<u>\$ 882,704</u>	<u>\$ 263,657</u>

The University also has other outstanding pledges of \$131.7 million as of June 30, 2011. These pledges represent either conditional gifts for which the probability of meeting the conditions is uncertain, verbal pledges, or other pledges that have not met the requirements for recognition.

11. Land, Buildings, and Equipment

Investments in land, buildings, and equipment, net, consisted of the following at June 30:

	2011			2010		
	Total Assets	Accumulated Depreciation	Net Assets	Total Assets	Accumulated Depreciation	Net Assets
Land	\$ 373,791		\$ 373,791	\$ 317,293		\$ 317,293
Building and building improvements	3,816,927	\$ 1,631,119	2,185,808	3,566,917	\$ 1,495,467	2,071,450
Equipment	<u>326,298</u>	<u>175,679</u>	<u>150,619</u>	<u>305,777</u>	<u>172,250</u>	<u>133,527</u>
	<u>\$ 4,517,016</u>	<u>\$ 1,806,798</u>	<u>\$ 2,710,218</u>	<u>\$ 4,189,987</u>	<u>\$ 1,667,717</u>	<u>\$ 2,522,270</u>

The University uses componentized depreciation to calculate depreciation expense for buildings and building improvements for research facilities included in operations. The costs of research facilities are separated into the building shell, building service systems, and fixed equipment, and each component is separately depreciated.

Equipment includes physical assets owned by the University as well as capitalized software costs and moveable equipment acquired through capitalized leases.

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Building and building improvements include physical assets owned by the University as well as leasehold improvements, capitalized space leases, and construction in progress. Capital space leases at June 30, 2011 and 2010, were \$91.3 million and \$93.8 million, respectively.

12. Accrued Employee Benefit Liabilities

Accrued employee benefit liabilities arise from employment at the University. These include liabilities for pension, postretirement benefits, postemployment benefits, unused vacation, and deferred compensation.

Postemployment benefits relating to workers' compensation, short-term disability, and continuation of medical benefits for those on long-term disability are provided to former or inactive employees after employment but before retirement. The University records the costs of such benefits on an accrual basis if the employee has provided the services from which those benefits are derived. In 2011 and 2010, the University recognized actuarially computed liabilities of \$29.0 million and \$27.0 million, respectively.

13. Pension and Other Postretirement Benefit Costs

Pension Plan Benefits

The University has five non-contributory pension plans (the "pension plans") for supporting staff employees. These plans include defined benefits plans for past service, and in the case of two plans, defined benefit for future service. Four of these pension plans are subject to collective bargaining agreements. The fifth pension plan covers former employees of the Arden Conference Center, which closed in 2005. Two of the non-Arden House pension plans provide defined benefits for service prior to January 1, 1976, in one case, and prior to July 1, 1976, in the other. For these two pension plans, future benefits are provided by defined contribution plans. Charges to expenditures for these defined contribution plans amounted to \$14.3 million and \$8.7 million for the years ended June 30, 2011 and 2010, respectively.

In addition, the University provides retirement benefits for full-time faculty, officers, and certain other employees under a separate defined contribution plan. Charges to expenditures under this pension plan amounted to \$90.1 million and \$86.7 million for the years ended June 30, 2011 and 2010, respectively.

Postretirement Health Care and Life Insurance Benefits

The University provides postretirement health care and life insurance benefits for certain employees. The University accrues the estimated cost of these benefits over the years that employees who are eligible render service.

Obligations and Funded Status

The University adopted authoritative guidance, which requires the recognition on the Balance Sheet of the difference between benefit obligations and any plan assets of the University's defined benefit and other postretirement benefit plans. In addition, the authoritative guidance requires unrecognized amounts (e.g., net actuarial gains or losses and prior service cost or credits) to be recognized as changes to unrestricted net assets and that those amounts be adjusted as they are subsequently recognized as components of net periodic pension cost.

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Amounts recognized in unrestricted net assets are as follows:

	Pension Plan Benefits		Other Postretirement Benefits	
	2011	2010	2011	2010
Net actuarial loss	\$ 38,082	\$ 48,802	\$ 78,091	\$ 117,305
Prior service cost	856	948	(48,020)	(31,447)
Transition obligation				
Total amount recognized	<u>\$ 38,938</u>	<u>\$ 49,750</u>	<u>\$ 30,071</u>	<u>\$ 85,858</u>

The components of accrued benefit costs for pension benefits and other postretirement benefits are as follows:

	Pension Plan Benefits		Other Postretirement Benefits	
	2011	2010	2011	2010
Change in benefit obligation:				
Benefit obligation, beginning of year	\$ 115,968	\$ 94,543	\$ 202,146	\$ 171,807
Service cost	3,718	2,784	7,004	7,143
Interest cost	6,330	6,188	10,239	11,640
Plan participants' Contributions	-	-	4,054	3,573
Actuarial (gain) loss	(3,027)	16,935	(16,030)	45,117
Plan amendments	-	-	(23,149)	(26,848)
Assumption Changes	(119)	380	-	-
Net disbursements and transfers	<u>(5,268)</u>	<u>(4,862)</u>	<u>(11,810)</u>	<u>(10,286)</u>
Benefit obligation, end of year	<u>\$ 117,602</u>	<u>\$ 115,968</u>	<u>\$ 172,454</u>	<u>\$ 202,146</u>
Change in plan assets:				
Fair value of assets, beginning of year	\$ 77,000	\$ 67,844	\$ 92,963	\$ 78,796
Actual return on plan assets	10,605	10,944	21,982	9,115
Employer contributions	8,237	3,074	15,096	12,404
Plan participants' contributions	-	-	4,054	3,573
Net disbursements and transfers	<u>(5,019)</u>	<u>(4,862)</u>	<u>(12,187)</u>	<u>(10,925)</u>
Fair value of assets, end of year	<u>\$ 90,823</u>	<u>\$ 77,000</u>	<u>\$ 121,908</u>	<u>\$ 92,963</u>
Net amount recognized	\$ (26,779)	\$ (38,968)	\$ (50,546)	\$ (109,183)

	2011	2010
Weighted-average assumptions used to determine end of year benefit obligation		
Discount rate	4.75% to 5.7%	4.6% to 5.5%
Rate of compensation increase	1.9% to 4.25%	3.5% to 4.25%

The accumulated benefit obligations for the pension plans at June 30, 2011 and 2010 were \$105.8 and \$103.7 million, respectively.

At the end of 2011 and 2010, the projected benefit obligation and accumulated benefit obligation exceeded pension plan assets for three of the five plans.

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The projected benefit obligation for the pension plans with a benefit obligation in excess of plan assets were as follows:

	2011	2010
End of year		
Projected benefit obligation	\$ 105,338	\$ 112,426
Fair value of plan assets	77,293	72,791

The accumulated postretirement benefit obligation for the other postretirement benefit plan and the fair value of plan assets with an accumulated postretirement benefit obligation in excess of plan assets was as follows:

	2011	2010
End of year		
Accumulated postretirement benefit obligation	\$ 172,454	\$ 202,146
Fair value of plan assets	121,908	92,963

An 8 percent annual rate of increase in the per capita cost of covered health care benefits for the other postretirement benefit plan was assumed for 2012. The rate was assumed to decrease gradually to 5 percent for 2017 and remain at that level thereafter. Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A one-percentage-point change in assumed health care cost trend rates would have the following effect:

	increase	decrease
Effect on accumulated postretirement benefit obligation	\$ 20,715	\$ (16,825)

The asset allocation for the two defined benefit plans for both past and future service at June 30, 2011 and 2010, and the target allocation for 2012, by asset category, follows:

Asset category	Target allocation	Percentage of plan assets at year's end	
	2012	2011	2010
U.S. large cap equity	20%	22%	20%
International equities	15%	15%	15%
High yield fixed income securities	15%	15%	16%
U.S. core fixed income	50%	48%	49%
	<u>100%</u>	<u>100%</u>	<u>100%</u>

The asset allocation for the two defined benefit plans for prior service only at June 30, 2011 and 2010, and the target allocation for 2012, by asset category, follows:

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Asset category	Target allocation	Percentage of plan assets at year's end	
	2012	2011	2010
U.S. large cap equity	10%	10%	10%
International equities	5%	5%	5%
High yield fixed income securities	5%	5%	5%
U.S. core fixed income	80%	80%	80%
	<u>100%</u>	<u>100%</u>	<u>100%</u>

The retirement plan for the employees of Arden Conference Center was invested in equity securities, including mutual funds, 26 percent, and debt securities, 74 percent.

The following presents investments of the pension plan as of June 30, 2011. The Plans' investments in common collective trusts and mutual funds are included as Level 2 because fair value is based on quoted prices for similar instruments or other observable inputs. Level 3 assets represent fixed income related investment contracts with a major life insurance company.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common collective trust funds				
Global equity		29,547		29,547
Fixed income		58,455		58,455
Mutual funds		733		733
Fixed income investment contracts			2,088	2,088
Investments, at fair value	<u>\$ -</u>	<u>\$ 88,735</u>	<u>\$ 2,088</u>	<u>\$ 90,823</u>

The following table is a rollforward of the amounts for investments classified within Level 3 as described above.

	<u>June 30, 2010</u>	<u>Purchases & Sales, net</u>	<u>Investment gain/(loss)</u>	<u>June 30, 2011</u>
Investment contracts	<u>\$ 1,962</u>	<u>\$ -</u>	<u>\$ 126</u>	<u>\$ 2,088</u>
Total level 3 investments	<u>\$ 1,962</u>	<u>\$ -</u>	<u>\$ 126</u>	<u>\$ 2,088</u>

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The following presents investments of the pension plans as of June 30, 2010.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common collective trust funds				
Global equity		23,494		23,494
Fixed income		50,934		50,934
Mutual funds		610		610
Fixed income investment contracts			1,962	1,962
Investments, at fair value	\$ -	\$ 75,038	\$ 1,962	\$ 77,000

The following table is a rollforward of the amounts for investments classified within Level 3 as described above.

	June 30, 2009	Purchases & Sales, net	Investment gain/(loss)	June 30, 2010
Investment contracts	\$ 1,967	\$ (139)	\$ 134	\$ 1,962
Total level 3 investments	\$ 1,967	\$ (139)	\$ 134	\$ 1,962

The asset allocation for the other postretirement benefit plan at June 30, 2011 and 2010, and the target allocation for 2012, by asset category, follows:

Asset category	Target allocation	Percentage of plan assets at year's end	
	2012	2011	2010
U.S. large cap equity	60%	59%	58%
International equity	15%	16%	16%
U.S. fixed income	25%	25%	26%
	<u>100%</u>	<u>100%</u>	<u>100%</u>

The following presents investments of the other postretirement benefit plan as of June 30, 2011. The Plans' investments in common collective trusts are included as Level 2 because the fair value is based on quoted prices for similar instruments or other observable inputs.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common collective trust funds				
Global Equity	\$ -	\$ 91,966	\$ -	\$ 91,966
Fixed Income		29,942		29,942
Investments, at fair value	\$ -	\$ 121,908	\$ -	\$ 121,908

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The following presents investments of the other postretirement benefit plan as of June 30, 2010.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common collective trust funds				
Global Equity	\$ -	\$ 68,987	\$ -	\$ 68,987
Fixed Income		23,976		23,976
Investments, at fair value	<u>\$ -</u>	<u>\$ 92,963</u>	<u>\$ -</u>	<u>\$ 92,963</u>

Net Periodic Pension Cost

The components of net periodic benefit cost for pension benefits and other postretirement benefits are as follows:

	Pension Plan Benefits		Other Postretirement Benefits	
	2011	2010	2011	2010
Components of net periodic benefit cost				
Service cost	\$ 3,718	\$ 2,784	\$ 7,004	\$ 7,143
Interest cost on projected benefit obligation	6,330	6,188	10,239	11,640
Expected return on assets	(5,514)	(6,222)	(7,177)	(6,956)
Amortization of transition obligation	-	-	-	-
Amortization of prior service cost	93	93	(6,577)	(4,160)
Amortization of unrecognized net losses	2,234	741	7,706	7,429
Net periodic benefit cost	<u>6,861</u>	<u>3,584</u>	<u>11,195</u>	<u>15,096</u>
Other changes in plan assets and benefit obligations recognized in the Consolidated Statement of Activities				
Current year actuarial (gain)/loss	(8,485)	12,593	(31,509)	43,339
Amortization of actuarial gain/(loss)	(2,234)	(741)	(7,706)	(7,429)
Current year prior service (credit)/cost	-	-	(23,149)	(26,848)
Amortization of prior service credit/(cost)	(93)	(93)	6,577	4,160
Amortization of transition asset/(obligation)	-	-	-	-
Total recognized in nonoperating	<u>(10,812)</u>	<u>11,759</u>	<u>(55,787)</u>	<u>13,222</u>
Total recognized in net periodic benefit cost and nonoperating	<u>\$ (3,951)</u>	<u>\$ 15,343</u>	<u>\$ (44,592)</u>	<u>\$ 28,318</u>

Amounts in net unrestricted assets expected to be recognized in net periodic pension cost in fiscal 2012

	Pension Plan Benefits	Other Postretirement Benefits
Actuarial (gain)/loss	\$ 2,002	\$ 5,435
Prior service (credit)/cost	93	(10,824)
	<u>\$ 2,095</u>	<u>\$ (5,389)</u>

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	2011	2010
Weighted-average assumptions used to determine net periodic pension cost		
Discount rate	4.6% to 5.5%	6.0% to 6.55%
Expected return on plan assets	5% to 6.5%	6.25% to 7.5%
Rate of compensation increase	1.9% to 4.25%	3.5% to 4.25%

To arrive at assumptions for expected long term rates of return on asset in the pension plan and the postretirement benefit plan, the University considered historical returns and future expectations for returns in each asset class in the asset allocation for the previously described pension and postretirement benefit portfolios.

Assumed health care cost trend rates have a significant effect on the amounts reported for the other postretirement benefit plan. A one-percentage-point change in the assumed health care cost trend rates would have had the following effect:

	1%-point increase	1%-point decrease
Effect on total service and interest cost	\$ 2,445	\$ (1,901)

Expected Cash Flows

Information about the expected cash flows for the plans is as follows:

	Pension Benefits	Other Postretirement Pension Benefits
University contributions:		
2012 (expected)	\$ 12,342	\$ 11,195
Expected benefit payments:		
2012	5,392	9,038
2013	5,599	9,495
2014	5,827	9,841
2015	6,069	10,034
2016	6,317	10,110
2017-2021	36,187	48,741
Total	<u>\$ 65,391</u>	<u>\$ 97,259</u>

Total benefits expected to be paid include both the University's share of the benefit cost and the participants' share of the cost, which is funded by participant contributions to the other postretirement benefit plan. The University receives a Medicare Part D subsidy from the federal government as reimbursement for certain retiree health benefits paid to plan participants.

14. Lease Obligations

The University is the lessee of various equipment and space under noncancelable operating and capital leases. Capital lease obligations at June 30, 2011 and 2010, were \$114.8 million and \$116.1 million, respectively. Operating lease rental expense for the years ended June 30, 2011 and 2010, were approximately \$33.0 million and \$26.7 million, respectively. Space leases contained

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customary escalation clauses, which are included in annual aggregate minimum rentals.

Future aggregate minimum rental payments under operating and capital leases are as follows:

Future minimum rental payments:	Operating	Capital
2012	\$ 30,762	\$ 7,335
2013	20,544	6,643
2014	14,292	5,552
2015	12,524	4,836
2016	7,760	4,742
Thereafter	71,572	259,079
Less: Interest at 2.54 percent to 5.31 percent		(173,431)
Capital lease obligations at June 30, 2011		<u>\$ 114,756</u>

15. Conditional Asset Retirement Obligations

Conditional asset retirement obligations are a legal obligation to perform an asset retirement activity in which the timing and/or method of settlement are conditional on a future event that may or may not be within the control of the entity. Uncertainty with respect to the timing and/or method of settlement of the asset retirement obligation does not defer recognition of a liability. GAAP requires that the fair value of a liability for a conditional asset retirement obligation be recognized in the period in which it occurred if a reasonable estimate of fair value can be made.

Conditional asset retirement obligations related to remediation or disposal of asbestos, underground storage tanks, soil, and radioactive sources and equipment were \$105.3 million and \$105.0 million at June 30, 2011 and 2010, respectively.

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16. Bonds and Notes Payable

Bonds and notes payable outstanding at June 30, 2011 and 2010, are as follows:

	2011	2010
Dormitory Authority of the State of New York, tax exempt revenue bonds, Columbia University issues		
Series 2011 A, 3.00% to 5.00%, maturing 2042	\$ 300,000	\$ -
Series 2009 A, variable rate, 0.04% to 0.27%, maturing 2039	117,000	117,000
Series 2008 A, 4.00% to 5.00%, maturing 2038	282,715	282,715
Series 2006 A, 4.75% to 5.25%, maturing 2031	203,220	209,070
Series 2006 B, 3.50% to 5.25%, maturing 2022	143,265	146,735
Series 2004 A2, 5.00%, maturing 2014	35,380	46,500
Series 2004 B, 4.75% to 5.125%, maturing 2024	75,345	79,625
Series 2004 C, 5.00%, maturing 2029	48,270	48,270
Series 2003 A, 3.50% to 5.125%, maturing 2024	63,120	66,615
Series 2003 B, variable rate, 0.04% to 0.26%, maturing 2028	30,000	30,000
Series 2002 A, 5.25%, maturing 2014	15,485	20,145
Series 2002 B, 5.00% to 5.25%, maturing 2024	30,260	33,910
Series 2002 C, variable rate, 0.13% to 0.29%, maturing 2027	23,300	23,300
Series 2000 A, 5.00% to 5.25%, maturing 2025		35,060
	<u>1,367,360</u>	<u>1,138,945</u>
Dormitory Authority of the State of New York, tax-exempt commercial paper		
Series 1997, variable rate, 0.13% to 0.30, final maturity 2015	19,095	24,575
New Jersey Economic Development Corporation		
Series 2002, variable rate, 0.17% to 0.28%, final maturity 2028	7,890	8,240
Medium-Term Notes, Taxable Series C 6.53% to 7.36%, maturing 2022	115,299	127,829
Empire State Development Corporation Issues:		
Interest-free, maturing 2029	8,012	8,203
Interest-free, maturing 2015	8,100	8,100
Economic Development Corporation		
Interest-free, maturing 2015	10,000	10,000
Dormitory Authority of the State of New York College and University Education Loan Revenue Bonds		
Series 1993, 5.60% to 5.65%, maturing 2013	1,834	2,226
Series 1992, 6.80%, maturing 2013	1,570	2,015
Promissory Note, 8%, maturing 2010	-	3,000
	<u>171,800</u>	<u>194,188</u>
Total bonds and notes payable	<u>\$ 1,539,160</u>	<u>\$ 1,333,133</u>

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Estimated principal payments on bonds and certificates are summarized below:

Year	Principal
2012	\$ 61,984
2013	148,689
2014	65,567
2015	62,594
2016	60,008
Thereafter (through 2042)	<u>1,140,318</u>
Total	<u>\$ 1,539,160</u>

At June 30, 2011, the University's bonds and notes payable had a carrying amount of approximately \$1,539.2 million, compared to an estimated fair value of \$1,652.1 million. The estimated fair value of bonds and notes payable was calculated using a discounted cash flow method, where the estimated cash flows were based on contractual principal and interest payments. The discount rates used were based on the University's borrowing rate for similar obligations. Fair values represent the lower of the estimated value at call or maturity of each respective issue.

The University may offer from time to time up to \$400 million aggregate principal amount of Medium-Term Notes. As of June 30, 2011, \$115.3 million was outstanding. The University also has a \$150 million taxable commercial paper program. As of June 30, 2011, none of the taxable commercial paper was outstanding.

As of June 30, 2011, the University had a \$100 million operating line of credit, which expires in December, 2014. Additionally, as of June 30, 2011, the University had two \$100 million standby lines of credit supporting self-liquidity for variable rate debt outstanding, one of which expires in May, 2014. The other expired in July, 2011 and was replaced subsequent to year end with a new \$100 million line of credit expiring in July, 2014. Each of the lines is with a different lending institution and, as of June 30, 2011, no balances were outstanding on the lines of credit.

The University issues most of its tax-exempt debt through the Dormitory Authority of the State of New York ("DASNY"). On February 16, 2011, the University issued \$300 million of Series 2011A fixed rate bonds. Series 2011A was issued at a premium of \$12.1 million, which will be amortized over 10 years. The University chose to redeem the outstanding Series 2000A bonds totaling \$30.96 million with a call date of July 1, 2011.

On October 1, 2008, the University entered into a \$200 million notional value forward starting, fixed payor swap agreement to protect against the risk of interest rate changes. The estimated fair value of the liability was (\$39.2) million and (\$49.0) million at June 30, 2011 and 2010, respectively. The fair value of the swap is obtained by taking the present value of all future cash flows on the swap implied by the forward curve.

The University has certain financial and administrative covenants with which it was in compliance as of June 30, 2011 and 2010.

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17. Insurance

In connection with managing financial risks through various third-party insurance programs, the University is self-insured in certain areas. Funded self-insurance liabilities primarily cover deductibles on general liability and property insurance claims. Self-insurance liabilities are actuarially calculated on an annual basis. The University has recorded self-insurance liabilities of approximately \$121.3 million and \$111.9 million as of June 30, 2011 and 2010, respectively. The University's core liability coverage is purchased through Pinnacle RRG, a Vermont-based risk retention group with fifteen other universities.

The University obtains medical malpractice insurance through MCIC and MLMIC. MCIC is a group-captive insurance company owned by the University, Johns Hopkins, Yale, Rochester, and Weill Cornell Medical School and their respective major teaching hospitals, including NYPH. MLMIC is a mutual company where policyholders are owners, with full voting rights to elect the company's Board of Directors, thereby having direct input into vital areas of operation. The governing Board is comprised primarily of practicing physicians, dentists, and hospital administrators. More than 990 of the University's faculty physicians and dentists are enrolled in MCIC or MLMIC.

18. Related Party Transactions

The University maintains several clinical and education affiliation agreements with other organizations. Revenues and expenses from these agreements are accounted for in the operating activities segment of the Consolidated Statement of Activities. The most significant affiliation agreement is with NYPH.

The University has an alliance dating back to 1921 with Presbyterian Hospital, which merged with New York Hospital effective January 1, 1998, and formed the new corporate entity called NewYork-Presbyterian Hospital. The University provides NYPH with medical, professional, and supervisory staff as well as other technical assistance. These services are reimbursed by NYPH. NYPH provides funding to the clinical departments for specific purposes, including administration, supervision, and teaching of the NYPH resident staff and salary support for faculty and staff providing services to NYPH. In addition, NYPH provides funding for clinical programs that the University and NYPH would like to see developed or expanded. NYPH also provides the departments with certain facilities and services (outpatient faculty practice offices, nursing, telecommunications, etc.) for which the University is invoiced on a monthly basis. Finally, the University and NYPH collaborate and fund joint projects for which specific agreements are negotiated.

The University and NYPH negotiated a joint budget, which forms the basis for the reimbursement agreement. The fiscal year 2011 joint budget was approximately \$188 million. The payments to NYPH for goods and services were \$75 million. The majority of revenues received pursuant to this reimbursement arrangement for services rendered are reflected in the consolidated financial statements as a portion of "Patient care revenue." In addition, the majority of the expenses related to this agreement are reflected in "Patient care expense."

The University records both receivables from and payables to NYPH on the Consolidated Balance Sheet. The University has no liability for obligations and debt incurred by NYPH.

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(in thousands of dollars)

The University has financial arrangements with several for-profit physician professional corporations (“PCs”), whereby the University provides facilities and other services to these PCs for a negotiated fee. These PCs provide clinical services to patients and are owned and controlled by physicians who are also faculty members of the University. These non-controlled PCs generated revenue of approximately \$75 million and \$73 million during fiscal year 2011 and 2010, respectively, which has not been consolidated into the University’s consolidated financial statements. The University is also the sole corporate member of two not-for-profit practice entities and a for-profit professional corporation and as such, consolidates these entities into the University’s consolidated financial statements.

The Trustees of the CPMC Fund, Inc. approved the transfer of two endowments to NYPH, in June 2010, and CPMC Fund, Inc. recorded a payable to NYPH of \$3.4 million, with \$.5 million being permanently restricted. The funds were transferred to NYPH during fiscal year 2011. In addition, the CPMC Fund, Inc. transferred three endowments to the University. The value of the endowments at the time of transfer was \$12.7 million, with \$3.1 million being permanently restricted.

19. Contingencies and Commitments

From time to time, various claims and suits generally incident to the conduct of normal business are pending or may arise against the University.

In the opinion of counsel and management of the University, after taking into account insurance coverage, losses, if any, from the resolution of pending litigation should not have a material effect on the University’s financial position or results of operations.

All funds expended in connection with government grants and contracts are subject to audit by government agencies. While the ultimate liability, if any, from audits of government grants and contracts by government agencies, claims, and suits is presently not determinable, it should not, in the opinion of counsel and management, have a material effect on the University’s financial position or results of activities.

The University is subject to laws and regulations concerning environmental remediation and will, from time to time, establish reserves for potential obligations that management considers probable and for which reasonable estimates can be made. As of June 30, 2011, the University has recorded \$105.3 million for conditional asset retirement obligations. These estimates may change depending upon the nature and extent of contamination, appropriate remediation technologies, and regulatory approvals. The University is not aware of any existing conditions that it currently believes are likely to have a material adverse effect on the University’s financial position, changes in net assets, or cash flows.

The University’s capital improvement program and related commitments includes projects that address the major strategic objectives of the University. As part of the capital improvement program, the University has entered into contracts to purchase properties with an aggregate value of \$44.9 million. As of June 30, 2011 approximately \$34.3 million is still outstanding.

The University has made commitments related to its expansion in Manhattanville, certain of which are based upon events in the future which would result in cash and in-kind payments from the University.

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The University offered a loan program for students and families to pay tuition, fees and other costs. Loans were issued by a private lending institution and are guaranteed by the University. Upon default by the borrower, the University is required to pay all or a portion of the outstanding loan balance. The amount guaranteed is \$5.0 million at June 30, 2011.

The University has performed an evaluation of subsequent events through October 21, 2011, which is the date the consolidated financial statements were available to be issued.

20. Expense Allocation by Program

Expenses are reported for the University's primary program activities. The consolidated financial statements also report certain categories of expenditures that support more than one major program of the University. These expenses include operation and maintenance of plant, depreciation expense, and interest expense.

These costs are allocated to the applicable program activities as indicated in the following chart:

	2011			2010		
	Expenses per Statement of Activities	Allocation	Final Allocated Expenses	Expenses per Statement of Activities	Allocation	Final Allocated Expenses
Instruction and educational administration	\$ 1,188,959	\$ 220,900	\$ 1,409,859	\$ 1,131,676	\$ 205,755	\$ 1,337,431
Research	559,431	94,223	653,654	522,668	89,700	612,368
Patient care expense	719,723	34,460	754,183	704,363	21,786	726,149
Library	61,284	55,945	117,229	60,307	50,698	111,005
Operation and maintenance of plant	214,109	(214,109)		187,857	(187,857)	
Institutional support	213,015	28,626	241,641	203,575	26,315	229,890
Auxiliary enterprise	93,914	14,105	108,019	89,382	13,983	103,365
Depreciation expense	175,248	(175,248)		165,794	(165,794)	
Interest expense	59,086	(59,086)		54,790	(54,790)	
Other	30,046	184	30,230	38,076	204	38,280
	<u>\$ 3,314,815</u>		<u>\$ 3,314,815</u>	<u>\$ 3,158,488</u>		<u>\$ 3,158,488</u>

The allocation of operation and maintenance of plant is based on square footage occupancy with the exception of certain rent costs directly attributable to patient care expense. Depreciation expense includes depreciation of buildings and building improvements and equipment. The allocation of depreciation on buildings and building improvements is based on square footage occupancy. Depreciation on equipment is allocated to the programs for which the equipment was purchased. Interest expense is allocated according to the same methodologies used for building depreciation.

**SUMMARY OF CERTAIN PROVISIONS
OF THE LOAN AGREEMENT**

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SUMMARY OF CERTAIN PROVISIONS OF THE LOAN AGREEMENT

The following is a brief summary of certain provisions of the Loan Agreement pertaining to the Bonds and the Project. Such summary does not purport to be complete and reference is made to the Loan Agreement for full and complete statements of such and all provisions. Defined terms used herein shall have the meanings ascribed to them in Appendix A.

Construction of Projects

The University agrees that, whether or not there are sufficient moneys available to it under the provisions of the Resolution and under the Loan Agreement, the University shall complete the acquisition, design, construction, reconstruction, rehabilitation and improving or otherwise providing and furnishing and equipping of each Project, substantially in accordance with the Contract Documents relating thereto. Subject to the conditions of the Loan Agreement, the Authority will, to the extent of moneys available in the applicable Construction Fund, cause the University to be reimbursed for, or pay, any costs and expenses incurred by the University which constitute Costs of the Project, provided such costs and expenses are approved by an Authorized Officer of the Authority.

(Section 5)

Amendment of a Project; Cost Increases; Additional Bonds

A Project may be amended by the University with the prior written consent of an Authorized Officer of the Authority to decrease, increase or otherwise modify the scope thereof. Any such increase may provide for the addition of any further acquisition, design, construction, reconstruction, rehabilitation, improving, or otherwise providing furnishing and equipping of a Project which the Authority is authorized to undertake.

(Section 6)

Financial Obligations of the University; General and Unconditional Obligation; Voluntary Payments

Except to the extent that moneys are available therefor under the Resolution or the Loan Agreement, including moneys in the Debt Service Fund (other than moneys required to pay the Redemption Price or purchase price of Outstanding Bonds theretofore called for redemption or contracted to be purchase, plus interest accrued to the date of redemption or purchase), and excluding interest accrued but unpaid on investments held in the Debt Service Fund, the University pursuant to the Loan Agreement unconditionally agrees to pay, so long as Bonds are Outstanding, to or upon the order of the Authority, from its general funds or any other moneys legally available to it:

(a) On or before the date of delivery of the Bonds of a Series, the Authority Fee agreed to by the Authority and the University in connection with the issuance of the Bonds of such Series;

(b) On or before the date of delivery of Bonds of a Series, such amount, if any, as is required, in addition to the proceeds of such Bonds available therefore, to pay the Costs of Issuance of the Bonds of such Series, and other costs in connection with the issuance of such Bonds of such Series;

(c) Three days (or the preceding Business Day if such day is not a Business Day) prior to an interest payment date on Outstanding Variable Interest Rate Bonds, the interest coming due on such Variable Interest Rate Bonds on such interest payment date, assuming that such Bonds will, from and after the next succeeding date on which the rates at which such Bonds bear interest are to be determined, bear interest at a rate per annum equal to the rate per annum for such Bonds on the immediately preceding Business Day, plus one percent (1%) per annum;

(d) On the fifth Business Day immediately preceding the date on which interest becomes due on Outstanding Bonds, other than Variable Interest Rate Bonds, the interest becoming due on such interest payment date for such Bonds;

(e) On the fifth Business Day of the month immediately preceding the date on which the principal or Sinking Fund Installments of any Outstanding Bonds becomes due, the principal and Sinking Fund Installments on such Bonds coming due on such date;

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(f) At least five Business Days prior to any date on which the Redemption Price of Bonds or purchase price of Bonds previously called for redemption or contracted to be purchased is to be paid, the amount required to pay the Redemption Price or purchase price of such Bonds;

(g) On December 10 of each Bond Year, one-half (1/2) of the Annual Administrative Fee payable during such Bond Year in connection with each Series of Bonds, and on June 10 of each Bond Year the balance of the Annual Administrative Fee payable during such Bond Year; provided, however, that the Annual Administrative Fee with respect to any Series of Bonds payable during the Bond Year during which such Annual Administrative Fee became effective shall be equal to the Annual Administrative Fee with respect to such Series of Bonds multiplied by a fraction the numerator of which is the number of calendar months or parts thereof remaining in such Bond Year and the denominator of which is twelve (12);

(h) Promptly after notice from the Authority, but in any event not later than fifteen (15) days after such notice is given, the amount set forth in such notice as payable to the Authority (i) for the Authority Fee then unpaid, (ii) to reimburse the Authority for payments made pursuant to the Loan Agreement and any expenses or liabilities incurred by the Authority pursuant to the Loan Agreement, (iii) to reimburse the Authority for any external costs and expenses incurred by it attributable to the issuance of a Series of Bonds or the financing or construction of a Project, including but not limited to any fees or other amounts payable by the Authority under the Remarketing Agreement, a Credit Facility or a Liquidity Facility, (iv) for the costs and expenses incurred by the Authority to compel full and punctual performance by the University of all the provisions of the Loan Agreement or of the Resolution in accordance with the terms thereof and (v) for the fees and expenses of the Trustee and any Paying Agent in connection with performance of their duties under the Resolution;

(i) Promptly upon demand by an Authorized Officer of the Authority (a copy of which shall be furnished to the Trustee), all amounts required to be paid by the University as a result of an acceleration pursuant to the Loan Agreement;

(j) Promptly upon demand by an Authorized Officer of the Authority, the difference between the amount on deposit in the Arbitrage Rebate Fund available to be rebated in connection with the Bonds of a Series or otherwise available therefor under the Resolution and the amount required to be rebated to the Department of the Treasury of the United States of America in accordance with the Code in connection with the Bonds of such Series;

(k) The amount, in immediately available funds, required to pay the purchase price of any Option Bonds tendered for purchase for which it has received notice from the Remarketing Agent or the Tender Agent for such Option Bonds of the principal amount of such Option Bonds for which a remarketing has not been confirmed or which were remarketed at a price that is less than the principal amount thereof, which amount shall be paid, in immediately available funds: (x) if such notice is given to the University by 11:15 A.M., New York City time, by 1:45 P.M., New York City time; (y) if such notice is given to the University after 11:15 A.M., New York City time but not later than 1:15 P.M., New York City time, by 2:30 P.M., New York City time; and (z) if such notice is given to the University after 1:15 P.M., New York City time, by 10:00 A.M., New York City time, on the next succeeding Business Day; and

(l) Promptly upon demand by an Authorized Officer of the Authority, all amounts required to be paid by the Authority to a Counterparty in accordance with an Interest Rate Exchange Agreement or to reimburse the Authority for any amounts paid to a Counterparty in accordance with an Interest Rate Exchange Agreement.

Subject to the provisions of the Resolution and the Loan Agreement, the University shall receive a credit against the amount required to be paid by the University during a Bond Year pursuant to paragraph (e) above on account of any Sinking Fund Installments if, prior to the date notice of redemption is given pursuant to the Resolution with respect to Bonds to be redeemed through Sinking Fund Installments during the next succeeding Bond Year, either (i) the University delivers to the Trustee for cancellation one or more Bonds of the Series and maturity to be so redeemed, or (ii) the Trustee, at the direction of the Authority, has purchased one or more Bonds of the maturity to be so redeemed from amounts on deposit in the Debt

Service Fund in accordance with the Resolution. The amount of the credit shall be equal to the principal amount of the Bonds so delivered.

The Authority directs the University, and the University agrees, to make the payments required by paragraphs (c), (d), (e), (f), (i) and (j) above directly to the Trustee for deposit in the Debt Service Fund and application in accordance with the Resolution, the payments required by paragraph (b) above directly to the Trustee for deposit in a Construction Fund or other fund established under the Resolution as directed by an Authorized Officer of the Authority, the payments required by paragraphs (a), (g) and (h) above directly to the Authority and the payments required by paragraphs (k) and (l) above to or upon the order of the Authority.

Notwithstanding any provision in the Loan Agreement or in the Resolution or the Series Resolution to the contrary (except as otherwise specifically provided for in the provisions described under this caption), (i) all moneys paid by the University to the Trustee pursuant to paragraphs (c), (d), (e), (f), (i) and (j) above held by the Trustee shall be applied in reduction of the University's indebtedness to the Authority under the Loan Agreement, first, with respect to interest and then, with respect to the principal amount on such indebtedness, such moneys are applied by the Trustee for the payment of interest on Outstanding Bonds, and, with respect to the principal of such indebtedness, such moneys have been applied to, or are held for, payments in reduction of the principal amount of Outstanding Bonds and as a result thereof Bonds have been paid or deemed to have been paid in accordance with the Resolution. Except as otherwise provided in the Resolution, the Trustee shall hold such moneys in trust in accordance with the applicable provisions of the Resolution for the sole and exclusive benefit of the Holders of Bonds, regardless of the actual due date or applicable payment date of any payment to the Holders of Bonds.

The obligations of the University to make payments or cause the same to be made under the Loan Agreement shall be complete and unconditional and the amount, manner and time of making such payments shall not be decreased, abated, postponed or delayed for any cause or by reason of the happening or non-happening of any event, irrespective of any defense or any right of set-off, recoupment or counterclaim which the University may otherwise have against the Authority, the Trustee or any Bondholder for any cause whatsoever including, without limiting the generality of the foregoing, failure of the University to complete a Project or the completion thereof with defects, failure of the University to occupy or use a Project, any declaration or finding that the Bonds or any Series of Bonds are, or the Resolution is, invalid or unenforceable or any other failure or default by the Authority or the Trustee; provided, however, that nothing in the Loan Agreement shall be construed to release the Authority from the performance of any agreements on its part contained in the Loan Agreement or any of its other duties or obligations, and in the event the Authority shall fail to perform any such agreement, duty or obligation, the University may institute such action as it may deem necessary to compel performance or recover damages for non-performance. Notwithstanding the foregoing, the Authority shall have no obligation to perform its obligations under the Loan Agreement to cause advances to be made to reimburse the University for, or to pay, the Costs of the Projects relating to a Project, beyond the extent of moneys available in the Construction Fund established for such Project.

The Loan Agreement and the obligations of the University to make payments under the Loan Agreement are general obligations of the University.

An Authorized Officer of the Authority, for the convenience of the University, shall furnish to the University statements of the due date, purpose and amount of payments to be made pursuant to the Loan Agreement. The failure to furnish such statements shall not excuse non-payment of the amounts payable under the Loan Agreement at the time and in the manner provided in the Loan Agreement. The University shall notify the Authority as to the amount and date of each payment made to the Trustee by the University.

The Authority shall have the right in its sole discretion to make on behalf of the University any payment required pursuant to the Loan Agreement which has not been made by the University when due. No such payment by the Authority shall limit, impair or otherwise affect the rights of the Authority under the Loan Agreement arising out of the University's failure to make such payment and no payment by the

Appendix C

Authority shall be construed to be a waiver of any such right or of the obligation of the University to make such payment.

The University, if it is not then in default under the Loan Agreement, shall have the right to make voluntary payments in any amount to the Trustee. In the event of a voluntary payment, the amount so paid shall be deposited in accordance with the directions of an Authorized Officer of the Authority in the Debt Service Fund or held by the Trustee for the payment of Bonds in accordance with the Resolution. In making a voluntary payment to be held by the Trustee in accordance with the Resolution, the University may effect such payment by the delivery of Defeasance Securities. Upon any voluntary payment by the University, the Authority agrees to direct the Trustee to purchase or redeem Bonds in accordance with the Resolution or to give the Trustee irrevocable instructions in accordance with the Resolution with respect to such Series of Bonds; provided, however, that in the event such voluntary payment is in the sole judgment of the Authority sufficient to pay all amounts then due under the Loan Agreement and under the Resolution, including the purchase or redemption of all Bonds Outstanding, or to pay or provide for the payment of all Bonds Outstanding in accordance with the Resolution, the Authority agrees, in accordance with the instructions of the University, to direct the Trustee to purchase or redeem all Bonds Outstanding, or to cause all Bonds outstanding to be paid or to be deemed paid in accordance with the Resolution.

(Section 9)

Consent to Pledge and Assignment

The University consents to and authorizes the assignment, transfer or pledge by the Authority to the Trustee of the Authority's rights to receive certain of the payments required to be made pursuant to the Loan Agreement, any or all security interests granted by the University under the Loan Agreement. All funds and accounts established by the Resolution and pledged thereby to secure any payment or the performance of any obligation of the University under the Loan Agreement or arising out of the transactions contemplated by the Loan Agreement shall be specifically assigned by the Authority to the Trustee. The University further agrees that the Authority may pledge and assign to the Trustee any and all of the Authority's rights and remedies under the Loan Agreement. Upon any pledge and assignment by the Authority to the Trustee authorized by the Loan Agreement, the Trustee shall be fully vested with all of the rights of the Authority so assigned and pledged and may thereafter exercise or enforce, by any remedy provided therefor by the Loan Agreement or by law, any of such rights directly in its own name. Any such pledge and assignment shall be limited to securing the University's obligation to make all payments required by the Loan Agreement and to performing all other obligations required to be performed by the University under the Loan Agreement. Any realization upon any pledge made or security interest granted by the Loan Agreement shall not, by operation of law or otherwise, result in cancellation or termination of the Loan Agreement or the obligations of the University under the Loan Agreement.

(Section 10)

Management Consultant

If at any time the rating on any Outstanding Bonds or on any of the University's long term unsecured, unenhanced debt obligations is reduced by Moody's to "A1" or by Fitch or S&P to "A+", the Authority may request the University to engage, at the University's expense, a Management Consultant, which the University hereby agrees to engage within sixty days after such request is made; and, if at any time the rating on any Outstanding Bonds or on any of the University's long term unsecured, unenhanced debt obligations is reduced by Moody's to less than "A1" or by Fitch or S&P to less than "A+" or if any rating is suspended or withdrawn by Moody's, Fitch or S&P, the University, at the University's expense, has agreed to engage a Management Consultant within sixty (60) days after such reduction, suspension or withdrawal, unless the Authority has waived such obligation which it may do in its sole discretion. The Management Consultant shall review the fees and tuition, operations and management of the University and any other matter deemed appropriate by the Authority and make such recommendations with respect to such fees and tuition, operations, management and other matters. Copies of the report and recommendations of the Management Consultant shall be filed with the Authority, the Trustee, the Board of Trustees of the

University and an Authorized Officer of the University no later than one hundred twenty (120) days following the date of engagement of such Management Consultant. The Board of Trustees of the University and such Authorized Officer of the University shall each deliver to the Authority no later than sixty (60) days following the date of filing with the Authority of the report and recommendations of the Management Consultant a written report setting forth their respective comment and reaction to the report and recommendations of the Management Consultant. The University shall, to the extent feasible, promptly upon its receipt of such recommendations, and subject to applicable requirements or restrictions imposed by law or regulation, revise its tuition, fees and charges, its methods of operation or collections or its debt and investment management and shall take such other action as shall be in conformity with such recommendations. The University shall deliver to the Authority and the Trustee:

(i) within forty-five (45) days of receipt of such Management Consultant's report (x) a report setting forth in reasonable detail the steps the University proposes to take to implement the recommendations of such Management Consultant, and (y) a certified copy of a resolution adopted by the Board of Trustees of the University accepting both the Management Consultant's report and the report prepared by the University as required in clause (x) hereof; and

(ii) within thirty (30) days after the end of each calendar quarter a report demonstrating the progress made by the University in implementing the recommendations of the Management Consultant.

Notwithstanding the foregoing provisions of this Section, the University may elect in lieu of engaging a Management Consultant to provide security in form and substance acceptable to the Authority in its sole discretion for the University's obligations under the Loan Agreement.

(Section 15)

Tax-Exempt Status of the University

The University represents that: (i) it is an organization described in Section 501(c)(3) of the Code, or corresponding provisions of prior law and is not a "private foundation," as such term is defined under Section 509(a) of the Code; (ii) it has received a letter or other notification from the Internal Revenue Service to that effect; (iii) such letter or other notification has not been modified, limited or revoked; (iv) it is in compliance with all terms, conditions and limitations, if any, contained in such letter or other notification; (v) the facts and circumstances which form the basis of such letter or other notification as represented to the Internal Revenue Service continue to exist; and (vi) it is exempt from federal income taxes under Section 501(a) of the Code.

(Section 16)

Use and Control of Projects; Restrictions on Religious Use

Subject to the rights, duties and remedies of the Authority under the Loan Agreement, the University shall have sole and exclusive control of, possession of and responsibility for (i) the Projects; (ii) the operation of the Projects and supervision of the activities conducted therein or in connection with any part thereof; and (iii) the maintenance, repair and replacement of the Projects; provided, however, that, except as otherwise limited hereby, the foregoing shall not prohibit use of a Project by person other than the University or its students, staff and employees in furtherance of the University's corporate purposes if such use will not adversely affect the exclusion of interest on any Bonds from gross income for federal income tax purposes.

The University agrees that with respect to any Project or portion thereof, so long as such Project or portion thereof exists and unless and until such Project or portion thereof is sold for the fair market value thereof, such Project or portion thereof shall not be used for sectarian religious instruction or as a place of religious worship or in connection with any part of a program of a school or department of divinity for any religious denomination; provided, however, that the foregoing restriction shall not prohibit the free exercise of any religion; and provided, further, that if at any time hereafter, in the opinion of Bond Counsel, the then applicable law would permit a Project or portion thereof to be used without regard to the above stated restriction, said restriction shall not apply to such Project and each portion thereof. The Authority and its agents may conduct such inspections as an Authorized Officer of the Authority deems necessary to

Appendix C

determine whether any Project or any portion or real property thereof financed by Bonds is being used for any purpose proscribed by the Loan Agreement. The University further agrees that prior to any disposition of any portion of a Project for less than fair market value, it shall execute and record in the appropriate real property records an instrument subjecting, to the satisfaction of the Authority, the use of such portion of such Project to the restriction that (i) so long as such portion of such Project (and, if included in the Project, the real property on or in which such portion of such Project is situated) shall exist and (ii) until such portion of such Project is sold or otherwise transferred to a person who purchases the same for the fair market value thereof at the time of such sale or transfer, such portion of such Project shall not be used for sectarian religious instruction or as a place of religious worship or used in connection with any part of the program of a school or department of divinity of any religious denomination. The instrument containing such restriction shall further provide that such restriction may be enforced at the instance of the Authority or the Attorney General of the State, by a proceeding in any court of competent jurisdiction, by injunction, mandamus or by other appropriate remedy. The instrument containing such restriction shall also provide that if at any time thereafter, in the opinion of Bond Counsel, the then applicable law would permit such portion of a Project, or the real property on or in which such portion is situated, to be used without regard to the above stated restriction, then said restriction shall be without any force or effect. For the purposes of this heading an involuntary transfer or disposition of a Project or a portion thereof, upon foreclosure or otherwise, shall be considered a sale for the fair market value thereof.

(Sections 20 and 21)

Covenant as to Insurance

The University agrees to maintain or cause to be maintained insurance with insurance companies or by means or self-insurance, insurance of such type, against such risks and in such amounts as are customarily carried by private colleges and universities located in the State of a nature similar to that of the University, which insurance shall include property damage, fire and extended coverage, public liability and property damage liability insurance in amounts estimated to indemnify the reasonably anticipated damage, loss or liability, subject to reasonable deductible provisions. The University shall at all times also maintain worker's compensation coverage as required by the laws of the State.

(Section 23)

Financial Information

The University shall, if and when requested by an Authorized Officer of the Authority, render to the Authority and the Trustee reports with respect to all repairs, replacements and maintenance made to each Project. In addition, the University shall, if and when requested by an Authorized Officer of the Authority, render such other reports concerning the condition of each Project as an Authorized Officer of the Authority may request. The University shall also furnish annually, not later than one hundred sixty-five (165) days after the end of the University's fiscal year, to the Trustee, the Authority and to such other parties as an Authorized Officer of the Authority may designate, including Rating Services, (i) a certificate stating whether the University is in compliance with the provisions of the Loan Agreement, (ii) copies of its financial statements audited by a nationally recognized independent public accountant selected by the University and acceptable to an Authorized Officer of the Authority and prepared in conformity with generally accepted accounting principles applied on a consistent basis, except that such audited financial statements may contain such changes as are concurred in by such accountants, and (iii) such other statements, reports and schedules describing the finances, operation and management of the University and such other information reasonably required by an Authorized Officer of the Authority.

(Section 26)

Defaults and Remedies

(a) As used in the Loan Agreement the term "Event of Default" shall mean:

(i) the University shall default in the timely payment of any amount payable pursuant to the Loan Agreement or the payment of any other amounts required to be delivered or paid in accordance with the Loan Agreement or the Resolution, and such default continues for a period in excess of seven (7) days or

default in the timely payment of any amount payable with respect to an interest payment date on Outstanding Variable Interest Rate Bonds and such default continues for a period in excess of (1) day or default in timely payment of Option Bonds or Variable Rate Bonds which are tendered for purchase by the Holders thereof;

(ii) the University defaults in the due and punctual performance of any other covenant contained in the Loan Agreement and such default continues for thirty (30) days after written notice requiring the same to be remedied shall have been given by the Authority or the Trustee, provided that, if in the determination of the Authority such default cannot be corrected within such thirty (30) day period but can be corrected by appropriate action, it shall not constitute an Event of Default if corrective action is instituted by the University within such period and is diligently pursued until the default is corrected;

(iii) as a result of any default in payment or performance required of the University or any Event of Default under the Loan Agreement, whether or not declared, continuing or cured, the Authority shall be in default in the payment or performance of any of its obligations under the Resolution or an “Event of Default” (as defined in the Resolution) shall have been declared under the Resolution so long as such default or Event of Default shall remain uncured or the Trustee, a Provider or Holders of the Bonds shall be seeking the enforcement of any remedy under the Resolution as a result thereof;

(iv) the University shall be in default under any agreement entered into with the issuer of or in connection with a Liquidity Facility or a Credit Facility (which default has not been waived or cured) if the University’s obligations thereunder are secured by a lien upon or pledge which is equal or prior to the lien created by the Loan Agreement thereon or the pledge thereof made by the Loan Agreement and, upon such default, (A) the principal of any indebtedness thereunder may be declared to be due and payable or (B) the lien upon or pledge may be foreclosed or realized upon;

(v) the University shall (a) be generally not paying its debts as they become due, (b) file, or consent by answer or otherwise to the filing against it of, a petition under the United States Bankruptcy Code or under any other bankruptcy or insolvency law of any jurisdiction, (c) make a general assignment for the benefit of its general creditors, (d) consent to the appointment of a custodian, receiver, trustee or other officer with similar powers of itself or of any substantial part of its property, (e) be adjudicated insolvent or be liquidated, or (f) take corporate action for the purpose of any of the foregoing;

(vi) a court or governmental authority of competent jurisdiction shall enter an order appointing, without consent by the University, a custodian, receiver, trustee or other officer with similar powers with respect to it or with respect to any substantial part of its property, or an order for relief shall be entered in any case or proceeding for liquidation or reorganization or otherwise to take advantage of any bankruptcy or insolvency law of any jurisdiction, or ordering the dissolution, winding-up or liquidation of the University, or any petition for any such relief shall be filed against the University and such petition shall not be dismissed within ninety (90) days;

(vii) the charter of the University shall be suspended or revoked;

(viii) a petition shall be filed by the University with the Board of Regents of the State or other governmental authority having jurisdiction over the University to dissolve the University;

(ix) an order of dissolution of the University shall be made by the Board of Regents of the State, the legislature of the State of New York or other governmental authority having jurisdiction over the University which order shall remain undismitted or unstayed for an aggregate of thirty (30) days;

(x) a petition shall be filed with a court having jurisdiction for an order directing the sale, disposition or distribution of all or substantially all of the property belonging to the University which petition shall remain undismitted or unstayed for an aggregate of ninety (90) days;

(xi) an order of a court having jurisdiction shall be made directing the sale, disposition or distribution of all or substantially all of the property belonging to the University, which order shall remain undismitted or unstayed for the earlier of (a) three (3) business days prior to the date provided for in such order for such

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sale, disposition or distribution or (b) an aggregate of thirty (30) days from the date such order shall have been entered; or

(xii) a final judgment for the payment of money which in the reasonable judgment of the Authority will materially adversely affect the rights of the Holders of the Bonds shall be rendered against the University and at any time after thirty (30) days from the entry thereof, (a) such judgment shall not have been discharged, or (b) the University shall not have taken and be diligently prosecuting an appeal therefrom or from the order, decree or process upon which or pursuant to which such judgment shall have been granted or entered, and shall not have caused, within thirty (30) days, the execution of or levy under such judgment, order, decree or process or the enforcement thereof to have been stayed pending determination of such appeal.

(b) Upon the occurrence of an Event of Default the Authority may take any one or more of the following actions:

(i) declare all sums payable by the University under the Loan Agreement immediately due and payable;

(ii) direct the Trustee to withhold any and all payments, advances and reimbursements from the proceeds of Bonds or any Construction Fund or otherwise to which the University may otherwise be entitled under the Loan Agreement and in the Authority's sole discretion apply any such proceeds or moneys for such purposes as are authorized by the Resolution;

(iii) withhold any or all further performance under the Loan Agreement; and

(iv) maintain an action against the University under the Loan Agreement to recover any sums payable by the University or to require its compliance with the terms of the Loan Agreement.

All rights and remedies given or granted to the Authority in the Loan Agreement are cumulative, non-exclusive and in addition to any and all rights and remedies that the Authority may have or may be given by reason of any law, statute, ordinance or otherwise, and no failure to exercise or delay in exercising any remedy shall effect a waiver of the Authority's right to exercise such remedy thereafter.

At any time before the entry of a final judgment or decree in any suit, action or proceeding instituted on account of any Event of Default or before the completion of the enforcement of any other remedies under the Loan Agreement, the Authority may annul any declaration made or action taken pursuant to the Loan Agreement and its consequences if such Events of Default shall be cured. No such annulment shall extend to or affect any subsequent default or impair any right consequent thereto.

(Section 29)

Termination

The Loan Agreement shall remain in full force and effect until no Bonds are Outstanding and until all other payments, expenses and fees payable under the Loan Agreement by the University shall have been made or provision made for the payment thereof; provided, however, that certain liabilities and obligations of the University under the Loan Agreement shall nevertheless survive any such termination. Upon such termination, an Authorized Officer of the Authority shall deliver such documents as may be reasonably requested by the University to evidence such termination and the discharge of its duties under the Loan Agreement, and the release or surrender of any security interests granted by the University to the Authority pursuant to the Loan Agreement.

(Section 43)

**SUMMARY OF CERTAIN PROVISIONS
OF THE RESOLUTION**

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SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTION

The following is a brief summary of certain provisions of the Resolution pertaining to the Bonds and the Project. Such summary does not purport to be complete and reference is made to the Resolution for full and complete statements of such and all provisions. Defined terms used herein shall have the meanings ascribed to them in Appendix A.

Contract with Bondholders

With respect to the Bonds, in consideration of the purchase and acceptance of any and all of the Bonds authorized to be issued under the Resolution by those who shall hold or own the same from time to time, the Resolution shall be deemed to be and shall constitute a contract among the Authority, the Trustee and the Holders from time to time of such Bonds, and the pledge and assignment to the Trustee made in the Resolution and the covenants and agreements set forth to be performed by or on behalf of the Authority shall be for the equal and ratable benefit, protection and security of the Holders of any and all of such Bonds, all of which, regardless of the time or times of their issue or maturity, shall be of equal rank without preference, priority or distinction of any such Bonds, over any other Bonds except as expressly provided in or permitted by the Resolution.

(Section 1.03)

Refunding Bonds and Additional Obligations

All or any portion of one or more Series of Refunding Bonds may be authenticated and delivered upon original issuance to refund all Outstanding Bonds, one or more Series of Outstanding Bonds, a portion of a Series of Outstanding Bonds or a portion of a maturity of a Series of Outstanding Bonds. The Authority may issue Refunding Bonds in an aggregate principal amount sufficient, together with other moneys available therefor, to accomplish such refunding and to make such deposits required by the provisions of the Resolution and of the Series Resolution authorizing such Series of Refunding Bonds.

The proceeds, including accrued interest, of Refunding Bonds shall be applied simultaneously with the delivery of such Refunding Bonds in the manner provided in or as determined in accordance with the Series Resolution authorizing such Refunding Bonds or the Bond Series Certificate relating to such Series of Refunding Bonds.

The Authority reserves the right to issue bonds, notes or any other obligations or otherwise incur indebtedness pursuant to other and separate resolutions or agreements of the Authority, so long as such bonds, notes or other obligations are not, or such other indebtedness is not, except as provided in the Resolution, entitled to a charge or lien or right prior or equal to the charge or lien created by the Resolution, or prior or equal to the rights of the Authority and Holders of Bonds as provided by the Resolution.

(Sections 2.04 and 2.05)

Pledge of Revenues

The proceeds from the sale of the Bonds, the Revenues and all funds and accounts, other than the Arbitrage Rebate Fund, established by the Resolution and any Series Resolution, are pledged and assigned to the Trustee as security for the payment of the principal, Sinking Fund Installments, if any, and Redemption Price of and interest on the Bonds and as security for the performance of any other obligation of the Authority under the Resolution and any Series Resolution, all in accordance with the provisions of the Resolution and any Series Resolution. The pledge made by the Resolution is valid, binding and perfected from the time when the pledge attaches and the proceeds from the sale of the Bonds, the Revenues and the funds and accounts established by the Resolution and any Series Resolution shall immediately be subject to the lien of such pledge without any physical delivery thereof or further act, and the lien of such pledge shall be valid, binding and perfected as against all parties having claims of any kind in tort, contract or otherwise against the Authority irrespective of whether such parties have notice thereof.

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No instrument by which such pledge is created nor any financing statement need be recorded or filed. The Bonds shall be special obligations of the Authority payable solely from and secured by a pledge of the proceeds from the sale of the Bonds, the Revenues and the funds and accounts established by the Resolution, which pledge shall constitute a first lien thereon.

(Section 5.01)

Establishment of Funds and Accounts

The following funds and separate accounts within funds are established by the Resolution and shall be held and maintained by the Trustee:

Construction Fund;
Debt Service Fund; and
Arbitrage Rebate Fund.

In addition to the accounts and subaccounts, if any, required to be established by the Resolution or by any Series Resolution or any Bond Series Certificate, the Authority may establish such other accounts or subaccounts it considers necessary or desirable. All moneys at any time deposited in any fund, account or subaccount created and pledged by the Resolution, or by any Series Resolution or required thereby to be created shall be held in trust for the benefit of the Holders of Bonds, but shall nevertheless be disbursed, allocated and applied solely for the uses and purposes provided in the Resolution; provided, however, that the proceeds derived from the remarketing of Option Bonds tendered or deemed to have been tendered for purchase in accordance with the Series Resolution authorizing the issuance of such Bonds or the Bond Series Certificate relating to such Bonds or derived from a Liquidity Facility relating to such Bonds, and any fund or account established by or pursuant to such Series Resolution for the payment of the purchase price or of Option Bonds so tendered or deemed to have been tendered, shall not be held in trust for the benefit of the Holders of the Bonds other than such Option Bonds and are pledged hereby for the payment of the purchase price of such Option Bonds.

(Section 5.02)

Application of Bond Proceeds and Allocation Thereof

Upon the receipt of the proceeds from the sale of a Series of Bonds, the Authority shall apply such proceeds as specified in the Resolution and in the Series Resolution authorizing such Series or the Bond Series Certificate relating to such Series.

Accrued interest, if any, received upon the delivery of a Series of Bonds shall be deposited in the Debt Service Fund unless all or any portion of such amount is to be otherwise applied as specified in the Series Resolution authorizing such Series or the Bond Series Certificate relating to such Series.

(Section 5.03)

Application of Moneys in the Construction Fund

As soon as practicable after the delivery of each Series of Bonds, there shall be deposited in the Construction Fund or Funds established for the Project or Projects in connection with which such Series of Bonds was issued the amount required to be deposited therein pursuant to the Series Resolution authorizing the issuance of such Series or the Bond Series Certificate relating to such Series. Except as otherwise provided in the Resolution and in any applicable Series Resolution or Bond Series Certificate, moneys deposited in the Construction Fund shall be used only to pay the Costs of Issuance and the Costs of the Project for which such fund was established.

Upon receipt by the Trustee of a certificate relating to the completion of a Project, the moneys, if any, then remaining in the Construction Fund relating to such Project, after making provision in accordance with the direction of an Authorized Officer of the Authority for the payment of any Costs of Issuance and Costs of the Projects in connection with such Project then unpaid, shall be paid or applied by the Trustee as follows and in the following order of priority:

First: Upon the direction of an Authorized Officer of the Authority, to the Arbitrage Rebate Fund, the amount set forth in such direction; and

Second: To the Debt Service Fund, to be applied in accordance with the Resolution, any balance remaining.

(Section 5.04)

Deposit and Allocation of Revenues

The Revenues and any other moneys, which by any of the provisions of the Loan Agreement are required to be paid to the Trustee, shall upon receipt by the Trustee be deposited or paid to the Trustee as follows in the following order of priority:

First: To the Debt Service Fund:

(i) in the case of Revenues received during the period from the beginning of each Bond Year until December 31 thereof, the amount, if any, necessary to make the amount in the Debt Service Fund equal to

(a) the interest on Outstanding Bonds payable on or prior to the next succeeding January 1, including the interest estimated by the Authority to be payable on any Variable Interest Rate Bond on and prior to the next succeeding January 1, assuming that such Variable Interest Rate Bond will bear interest, from and after the next date on which the rate at which such Variable Interest Rate Bond bears interest is to be adjusted, at a rate per annum equal to the rate per annum at which such Bonds then bear interest, plus one percent (1%) per annum, and

(b) the Sinking Fund Installments of Outstanding Bonds and Variable Interest Rate Bonds payable on or prior to the next succeeding January 1 and

(c) the purchase price or Redemption Price of Outstanding Bonds theretofore contracted to be purchased or called for redemption pursuant to the paragraphs under the heading "Debt Service Fund" below on or prior to the next succeeding January 1, plus accrued interest thereon to the date of purchase or redemption; and

(ii) in the case of Revenues received thereafter and until the end of such Bond Year, the amount, if any, necessary to make the amount in the Debt Service Fund equal to

(a) the interest on and the principal and Sinking Fund Installments of Outstanding Bonds payable on and prior to the next succeeding July 1, including the interest estimated by the Authority to be payable on any Variable Interest Rate Bond on and prior to the next succeeding July 1, assuming that such Variable Interest Rate Bond will bear interest, from and after the next date on which the rate at which such Variable Interest Rate Bond bears interest is to be adjusted, at a rate per annum equal to the rate per annum at which such Bonds then bear interest, plus one percent (1%) per annum, and

(b) the purchase price or Redemption Price of Outstanding Bonds theretofore contracted to be purchased or called for redemption pursuant to the paragraphs under the heading "Debt Service Fund" below on or prior to the next succeeding July 1, plus accrued interest thereon to the date of purchase or redemption;

Second: To reimburse, pro rata, each Provider for Provider Payments which are then unpaid, in proportion to the respective Provider Payments then unpaid to each Provider; and

Third: To the Authority, unless otherwise paid, such amounts as are payable to the Authority for: (i) any expenditures of the Authority for fees and expenses of auditing, and fees and expenses of the Trustee and Paying Agents, all as required by the Resolution, (ii) all other expenditures reasonably and necessarily incurred by the Authority in connection with the financing of the Projects, including expenses incurred by

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the Authority to compel full and punctual performance of all the provisions of the Loan Agreement in accordance with the terms thereof, and (iii) any fees of the Authority; but only upon receipt by the Trustee of a certificate signed by an Authorized Officer of the Authority, stating in reasonable detail the amounts payable to the Authority pursuant to this paragraph Third.

The Trustee shall notify the Authority and the University promptly after making the payments of any balance of Revenues then remaining. After making the above required payments, the balance, if any, of the Revenues then remaining shall, upon the direction of an Authorized Officer of the Authority, be paid by the Trustee to the Construction Fund or the Debt Service Fund, or paid to the University, in the respective amounts set forth in such direction. Any amounts paid to the University shall be free and clear of any pledge, lien, encumbrance or security interest created by the Resolution or by the Loan Agreement.

(Section 5.05)

Debt Service Fund

The Trustee shall on or before the Business Day preceding each interest payment date pay to itself and any other Paying Agents out of the Debt Service Fund:

- (a) the interest due and payable on all Outstanding Bonds on such interest payment date;
- (b) the principal amount due and payable on all Outstanding Bonds on such interest payment date; and
- (c) the Sinking Fund Installments or other amounts related to a mandatory redemption, if any, due and payable on all Outstanding Bonds on such interest payment date.

The amounts paid out pursuant to this subdivision shall be irrevocably pledged to and applied to such payments.

Notwithstanding the provisions of this subdivision, the Authority may, at any time subsequent to July 1 of any Bond Year but in no event less than forty-five (45) days prior to the succeeding date on which a Sinking Fund Installment is scheduled to be due, direct the Trustee to purchase, with moneys on deposit in the Debt Service Fund, at a price not in excess of par plus interest accrued and unpaid to the date of such purchase, Term Bonds to be redeemed from such Sinking Fund Installment. In addition, the University, pursuant to the Loan Agreement may deliver, at any time subsequent to July 1 of any Bond Year, but in no event less than forty-five (45) days prior to the succeeding date on which a Sinking Fund Installment is scheduled to be due, to the Trustee for cancellation one or more Term Bonds of the Series and maturity to be so redeemed on such date from such Sinking Fund Installment. Any Term Bond so purchased and any Term Bond delivered to the Trustee shall be canceled upon receipt thereof by the Trustee and evidence of such cancellation shall be given to the Authority. The principal amount of each Term Bond so canceled shall be credited against the Sinking Fund Installment due on such date; provided, however, that such Term Bond is canceled by the Trustee prior to the date on which notice of redemption is given.

Any Term Bond so delivered to the Trustee shall be canceled upon receipt thereof by the Trustee and evidence of such cancellation shall be given to the Authority. The principal amount of each Term Bond so canceled shall be credited against the Sinking Fund Installment due on such date; provided, however, that such Term Bond is canceled by the Trustee prior to the date on which notice of redemption is given.

Moneys in the Debt Service Fund in excess of the amount required to pay the principal and Sinking Fund Installments of Outstanding Bonds payable on and prior to the next succeeding July 1, the interest on Outstanding Bonds payable on and prior to the earlier of the next succeeding interest payment date January 1 or July 1 assuming that a Variable Interest Rate Bond will bear interest, from and after the next date on which the rate at which such Variable Interest Rate Bond bears interest is to be adjusted, at a rate per annum equal to the rate per annum at which such Bonds then bear interest, plus one percent (1%) per annum, and the purchase price or Redemption Price of Outstanding Bonds theretofore contracted to be purchased or called for redemption, plus accrued interest thereon to the date of purchase or redemption, shall be applied by the Trustee in accordance with the direction of an Authorized Officer of the Authority to the purchase of Outstanding Bonds of any Series at purchase prices not exceeding the Redemption Price

applicable on the next interest payment date on which such Bonds are redeemable, plus accrued and unpaid interest to such date, at such times, at such purchase prices and in such manner as an Authorized Officer of the Authority shall direct. If sixty (60) days prior to the end of a Bond Year an excess, calculated as aforesaid, exists in the Debt Service Fund, such moneys shall be applied by the Trustee in accordance with the direction of an Authorized Officer of the Authority given pursuant to the Resolution to the redemption of Bonds as provided in the Resolution, at the Redemption Prices specified in the applicable Series Resolution authorizing the issuance of the Bonds to be redeemed or the Bond Series Certificate relating to such Bonds.

(Section 5.06)

Arbitrage Rebate Fund

The Trustee shall deposit to the Arbitrage Rebate Fund any moneys delivered to it by the University for deposit therein and, notwithstanding any other provisions of the Resolution, shall transfer to the Arbitrage Rebate Fund, in accordance with the directions of an Authorized Officer of the Authority, moneys on deposit in any other funds held by the Trustee under the Resolution at such times and in such amounts as set forth in such directions.

Moneys on deposit in the Arbitrage Rebate Fund shall be applied by the Trustee in accordance with the direction of an Authorized Officer of the Authority to make payments to the Department of the Treasury of the United States of America at such times and in such amounts as the Authority shall determine to be required by the Code to be rebated to the Department of the Treasury of the United States of America. Moneys which an Authorized Officer of the Authority determines to be in excess of the amount required to be so rebated shall, first, be applied to reimburse pro rata, each Provider for moneys advanced under a Credit Facility or a Liquidity Facility, including interest thereon, which is then unpaid in proportion to the respective amounts advanced by each Provider, and, then be deposited to any fund or account established hereunder in accordance with the directions of such Authorized Officer.

The Authority shall periodically determine the amount which may be required by the Code to be rebated to the Department of the Treasury of the United States of America with respect to each Series of Bonds and direct the Trustee to (i) transfer from any other of the funds and accounts held by the Trustee under the Resolution and deposit to the Arbitrage Rebate Fund such amount as the Authority shall have determined to be necessary in order to enable it to comply with its obligation to rebate moneys to the Department of the Treasury of the United States of America with respect to each Series of Bonds and (ii) if and to the extent required by the Code, pay out of the Arbitrage Rebate Fund to the Department of the Treasury of the United States of America the amount, if any, required by the Code to be rebated thereto.

(Section 5.07)

Application of Moneys in Certain Funds for Retirement of Bonds

Notwithstanding any other provisions of the Resolution, if at any time the amounts held in the Debt Service Fund are sufficient to pay the principal or Redemption Price of all Outstanding Bonds and the interest accrued and unpaid and to accrue on such Bonds to the next date on which all such Bonds are redeemable, or to make provision pursuant to the Resolution for the payment of the Outstanding Bonds at the maturity or redemption dates thereof, the Trustee shall so notify the Authority and the University. Upon receipt of such notice, the Authority may (i) direct the Trustee to redeem all such Outstanding Bonds, whereupon the Trustee shall proceed to redeem or provide for the redemption of such Outstanding Bonds in the manner provided for redemption of such Bonds by the Resolution and by each Series Resolution as provided in the Resolution, or (ii) give the Trustee irrevocable instructions in accordance with the Resolution and make provision for the payment of the Outstanding Bonds at the maturity or redemption dates thereof in accordance therewith.

(Section 5.08)

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Tax Exemption; Rebates

In order to maintain the exclusion from gross income for purposes of federal income taxation of interest on the Bonds of such Series as the Authority may designate, the Authority shall comply with the provisions of the Code applicable to the Bonds of such Series, including without limitation the provisions of the Code relating to the computation of the yield on investments of the Gross Proceeds of the Bonds of such Series, reporting of earnings on the Gross Proceeds of the Bonds of such Series, and rebates on such gross proceeds to the Department of the Treasury of the United States of America. In furtherance of the foregoing, the Authority shall comply with the provisions of the Tax Certificate with respect to such Series of Bonds.

The Authority shall not take any action or fail to take any action, which would cause the Bonds of such Series to be “arbitrage bonds” within the meaning of Section 148(a) of the Code; nor shall any part of the proceeds of the Bonds of such Series or any other funds of the Authority be used directly or indirectly to acquire any securities or obligations the acquisition of which would cause any Bond of such Series to be an “arbitrage bond” within the meaning of Section 148(a) of the Code.

The Authority shall make any and all payments required to be made to the United States Department of the Treasury in connection with the Bonds of such Series pursuant to Section 148(f) of the Code from amounts on deposit in the Arbitrage Rebate Fund and available therefor.

(Section 5.01, Series 2012A Resolution)

Investment of Funds and Accounts

Moneys held under the Resolution by the Trustee, if permitted by law, shall, as nearly as may be practicable, be invested by the Trustee, upon direction of the Authority given or confirmed in writing, signed by an Authorized Officer of the Authority (which direction shall specify the amount thereof to be so invested), in Government Obligations, Federal Agency Obligations or Exempt Obligations; provided that each such investment shall permit the moneys so deposited or invested to be available for use at the times at which the Authority reasonably believes such moneys will be required for the purposes of the Resolution.

In lieu of the investments of moneys in obligations authorized in the preceding paragraph, the Trustee shall, to the extent permitted by law, upon direction of the Authority given or confirmed in writing, signed by an Authorized Officer of the Authority, invest moneys in the Construction Fund in any Permitted Investment; provided that (w) each such investment shall permit the moneys so deposited or invested to be available for use at the times at which the Authority reasonably believes such moneys will be required for the purposes of the Resolution; provided, further, that (x) any Permitted Collateral required to secure any Permitted Investment shall have a market value, determined by the Trustee or its agent periodically, but not less frequently than weekly, at least equal to the amount deposited or invested including interest accrued thereon, (y) the Permitted Collateral shall be deposited with and held by the Trustee or an agent of the Trustee approved by an Authorized Officer of the Authority, and (z) the Permitted Collateral shall be free and clear of claims of any other person.

Permitted Investments purchased as an investment of moneys in any fund or account held by the Trustee under the provisions of the Resolution shall be deemed at all times to be a part of such fund or account and the income or interest earned, profits realized or losses suffered by a fund or account due to the investment thereof shall be retained in, credited or charged, as the case may be, to such fund or account.

In computing the amount in any fund or account held by the Trustee under the provisions of the Resolution, each Permitted Obligation shall be valued at par or the market value thereof, plus accrued interest, whichever is lower.

Notwithstanding anything to the contrary in the Resolution, the Authority, in its discretion, may direct the Trustee to, and the Trustee upon receipt of such direction shall, sell, present for redemption or exchange any investment held by the Trustee pursuant to the Resolution and the proceeds thereof may be reinvested as provided in the Resolution. Except as otherwise provided in the Resolution, the Trustee shall sell at the

best price obtainable, or present for redemption or exchange, any investment held by it pursuant to the Resolution whenever it shall be necessary in order to provide moneys to meet any payment or transfer from the fund or account in which such investment is held. The Trustee shall advise the Authority and the University in writing, on or before the fifteenth (15th) day of each calendar month, of the amounts required to be on deposit in each fund and account under the Resolution and of the details of all investments held for the credit of each fund and account in its custody under the provisions of the Resolution as of the end of the preceding month and as to whether such investments comply with the provisions of the Resolution. The details of such investments shall include the par value, if any, the cost and the current market value of such investments as of the end of the preceding month. The Trustee shall also describe all withdrawals, substitutions and other transactions occurring in each such fund and account in the previous month.

(Section 6.02)

Creation of Liens

Except as permitted by the Resolution, the Authority shall not create or cause to be created or suffer or permit the creation of any lien or charge prior or equal to that of the Bonds on the proceeds from the sale of the Bonds, the Revenues, the rights of the Authority to receive payments to be made under the Loan Agreement that are to be deposited with the Trustee or the funds and accounts established by the Resolution or by any Series Resolution which are pledged by the Resolution; provided, however, that nothing contained in the Resolution shall prevent the Authority from (i) issuing bonds, notes or other obligations or otherwise incurred indebtedness under another and separate resolution so long as the charge or lien created thereby is not prior or equal to the charge or lien created by the Resolution, and (ii) incurring obligations with respect to a Credit Facility or a Liquidity Facility which are secured by a lien upon and pledge of the Revenues of equal priority with the lien created and the pledge made by the Resolution.

(Section 7.06)

Amendment of Loan Agreement

The Loan Agreement may not be amended, changed, modified, altered or terminated so as to materially adversely affect the interest of the Holders of the Outstanding Bonds without the prior written consent of (a) the Holders of at least a majority in aggregate principal amount of the Bonds then Outstanding, or (b) in case less than all of the several Series of Bonds then Outstanding are affected by the modifications or amendments, the Holders of not less than a majority in aggregate principal amount of the Bonds of each Series so affected then Outstanding; provided, however, that if such modification or amendment will, by its terms, not take effect so long as any Bonds of any specified Series remain Outstanding, the consent of the Holders of such Bonds shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of any calculation of Outstanding Bonds under this section; provided further, that no such amendment, change, modification, alteration or termination will reduce the percentage of the aggregate principal amount of Outstanding Bonds the consent of the Holders of which is a requirement for any such amendment, change, modification, alteration or termination, or decrease the amount of any payment required to be made by the University under the Loan Agreement that is to be deposited with the Trustee or extend the time of payment thereof.

The Loan Agreement may be amended, changed, modified or altered (i) to make changes necessary or appropriate in connection with the acquisition, construction, reconstruction, rehabilitation and improvement, or otherwise providing, furnishing and equipping of any facilities constituting a part of any Project or to otherwise amend the Project or (ii) with the consent of the Trustee, to cure any ambiguity, or to correct or supplement any provisions contained in the Loan Agreement which may be defective or inconsistent with any other provisions contained in the Resolution or in the Loan Agreement. Except as otherwise provided in the Resolution, the Loan Agreement may be amended, changed, modified or altered without the consent of the Holders of Outstanding Bonds or the Trustee. Prior to execution by the Authority of any amendment, a copy thereof certified by an Authorized Officer of the Authority shall be filed with the Trustee.

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For the purposes of this section, the purchasers of the Bonds of a Series, whether purchasing as underwriters, for resale or otherwise, upon such purchase from the Authority, may consent to an amendment, change, modification, alteration or termination permitted by this section with the same effect as a consent given by the Holder of such Bonds. In addition, the Holder of an Outstanding Auction Rate Bond shall be deemed to have consented to an amendment, change, modification, alteration or termination permitted by this section if (i) the Trustee has mailed notice of such proposed amendment to the Holder of such Bonds in the same manner required by Article X of the Resolution for an amendment to the Resolution, (ii) on the first Auction Date for such Bond occurring at least twenty (20) days after the date on which the aforementioned notice is given by the Trustee the interest rate determined on such date is the Winning Bid Rate and (iii) there is delivered to the Authority and the Trustee an opinion of Bond Counsel to the effect that such amendment shall not adversely affect the validity of such Auction Rate Bond or any exemption from federal income tax to which the interest on such Auction Rate Bond would otherwise be entitled. As used in this paragraph the following terms shall have the respective meanings: “**Auction Rate Bond**” means a Variable Interest Rate Bond that is not an Option Bond, and that bears interest at rates determined by periodic auctions in accordance with procedures therefore established by the Series Resolution authorizing such Bond or the Bond Series Certificate related thereto; “**Auction Date**” means, with respect to particular any Auction Rate Bond, the date on which an auction is held or required to be held for such Bond in accordance with the procedures established therefore; and “**Winning Bid Rate**” when used with respect to an auction held for any particular Auction Rate Bond, shall have the meaning given to such term in the Series Resolution authorizing such Auction Rate Bond or the Bond Series Certificate related thereto, or, if not otherwise defined, means the lowest rate specified in any purchase bid submitted in such auction, which, if selected, would cause the aggregate principal amount of Auction Bonds offered to be sold in such auction to be subject to purchase bids at rates no greater than the rate specified in such purchase bid.

For the purposes of this section, a Series shall be deemed to be adversely affected by an amendment, change, modification or alteration of the Loan Agreement if the same adversely affects or diminishes the rights of the Holders of the Bonds of such Series in any material respect. The Trustee may in its discretion determine whether or not, in accordance with the foregoing provisions, Bonds of any particular Series would be adversely affected in any material respect by any amendment, change, modification or alteration, and any such determination shall be binding and conclusive on the University, the Authority and all Holders of Bonds.

For the purposes of this Section, the Trustee shall be entitled to rely upon an opinion of counsel, which counsel shall be satisfactory to the Trustee, with respect to whether any amendment, change, modification or alteration adversely affects the interests of any Holders of Bonds then Outstanding in any material respect.

(Section 7.11)

Modification and Amendment of Resolution Without Consent

The Authority may adopt at any time or from time to time Series Resolutions or Supplemental Resolutions for any one or more of the following purposes, and any such Series Resolution or Supplemental Resolution shall become effective in accordance with its terms upon the filing with the Trustee of a copy thereof certified by an Authorized Officer of the Authority:

(a) To provide for the issuance of a Series of Bonds pursuant to the provisions of the Resolution and to prescribe the terms and conditions pursuant to which such Bonds may be issued, paid or redeemed;

(b) To add additional covenants and agreements of the Authority for the purpose of further securing the payment of the Bonds, provided such additional covenants and agreements are not contrary to or inconsistent with the covenants and agreements of the Authority contained in the Resolution;

(c) To prescribe further limitations and restrictions upon the issuance of Bonds and the incurring of indebtedness by the Authority which are not contrary to or inconsistent with the limitations and restrictions thereon theretofore in effect;

(d) To surrender any right, power or privilege reserved to or conferred upon the Authority by the terms of the Resolution, provided that the surrender of such right, power or privilege is not contrary to or inconsistent with the covenants and agreements of the Authority contained in the Resolution;

(e) To confirm, as further assurance, any pledge under the Resolution, and the subjection to any lien, claim or pledge created or to be created by the provisions of the Resolution, of the Revenues or of any other moneys, securities or funds;

(f) To modify any of the provisions of the Resolution or of any previously adopted Series Resolution in any other respects, provided that such modifications shall not be effective until after all Bonds of any Series of Bonds Outstanding as of the date of adoption of such Supplemental Resolution or Series Resolution shall cease to be Outstanding, and all Bonds issued under such resolutions shall contain a specific reference to the modifications contained in such subsequent Resolutions; or

(g) With the consent of the Trustee, to cure any ambiguity or defect or inconsistent provision in the Resolution or to insert such provisions clarifying matters or questions arising under the Resolution as are necessary or desirable in the event any such modifications are not contrary to or inconsistent with the Resolution as theretofore in effect, or to modify any of the provisions in the Resolution or in any previously adopted Series Resolution in any other respect, provided that such modification shall not adversely affect the interests of the Holders in any material respect.

(Section 9.01)

Supplemental Resolutions Effective With Consent of Bondholders

The provisions of the Resolution may also be modified or amended at any time or from time to time by a Supplemental Resolution, subject to the consent of Bondholders in accordance with and subject to the provisions of the Resolution, such Supplemental Resolution to become effective upon the filing with the Trustee of a copy thereof certified by an Authorized Officer of the Authority.

(Section 9.02)

Powers of Amendment

Any modification or amendment of the Resolution and of the rights and obligations of the Authority and of the Holders of the Bonds under the Resolution, in any particular, may be made by a Supplemental Resolution, with the written consent given as provided in the Resolution, (i) of the Holders of at least a majority in principal amount of the Bonds Outstanding at the time such consent is given, or (ii) in case less than all of the several Series of Bonds then Outstanding are affected by the modification or amendment, of Holders of at least a majority in principal amount of the Bonds of each Series so affected and Outstanding at the time such consent is given, or (iii) in case the modification or amendment changes the amount or date of any Sinking Fund Installment, of the Holders of at least a majority in principal amount of the Bonds of the particular Series, maturity and interest rate entitled to such Sinking Fund Installment Outstanding at the time such consent is given; provided, however, that if such modification or amendment will, by its terms, not take effect so long as any Bonds of any specified like Series and maturity remain Outstanding, the consent of the Holders of such Bonds shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of any calculation of Outstanding Bonds under the Resolution. No such modification or amendment shall permit a change in the terms of redemption or maturity of the principal of any Outstanding Bond or of any installment of interest thereon or a reduction in the principal amount or the Redemption Price thereof, or in the rate of interest thereon without the consent of the Holder of such Bond, or shall reduce the percentages or otherwise affect the classes of Bonds the consent of the Holders of which is required to effect any such modification or amendment. For the purposes of this paragraph, a Series shall be deemed to be affected by a modification or amendment of the Resolution if the same adversely affects or

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diminishes the rights of the Holders of Bonds of such Series in any material respect. The Trustee may in its discretion determine whether or not, in accordance with the foregoing provisions, the Bonds of any particular Series or maturity would be affected by any modification or amendment of the Resolution and any such determination shall be binding and conclusive on the Authority and all Holders of Bonds. The Trustee may receive an opinion of counsel, including an opinion of Bond Counsel, as conclusive evidence as to whether Bonds of any particular Series or maturity would be so affected by any such modification or amendment of the Resolution.

(Section 10.01)

Consent of Bondholders

The Authority may at any time adopt a Supplemental Resolution making a modification or amendment permitted by the provisions of the Resolution to take effect when and as provided in the Resolution. A copy of such Supplemental Resolution (or brief summary thereof or reference thereto in form approved by the Trustee) together with a request to the Holders for their consent thereto in form satisfactory to the Trustee, is required promptly after adoption to be mailed by the Authority to the Holders (but failure to mail such copy and request will not affect the validity of the Supplemental Resolution when consented to as provided in the Resolution). Such Supplemental Resolution shall not be effective unless and until (i) there shall be filed with the Trustee (a) the written consents of Holders of the percentages of Outstanding Bonds specified in the Resolution and (b) an opinion of Bond Counsel stating that such Supplemental Resolution has been duly and lawfully adopted and filed by the Authority in accordance with the provisions of the Resolution, is authorized or permitted by the Resolution, and is valid and binding upon the Authority and enforceable in accordance with its terms, and (ii) a notice shall have been mailed as provided in the Resolution. Each such consent shall be effective only if accompanied by proof of the holding or owning at the date of such consent, of the Bonds with respect to which such consent is given, which proof shall be such as is permitted by the Resolution. A certificate or certificates by the Trustee filed with the Trustee that it has examined such proof and that such proof is sufficient in accordance with the Resolution shall be conclusive that the consents have been given by the Holders described in such certificate or certificates of the Trustee. Any consent shall be binding upon the Holder of the Bonds giving such consent and, anything in the Resolution to the contrary notwithstanding, upon any subsequent Holder of such Bonds and of any Bonds issued in exchange therefor (whether or not such subsequent Holder thereof has notice thereof), unless such consent is revoked in writing by the Holder of such Bonds giving such consent or a subsequent Holder thereof by filing with the Trustee, prior to the time when the written statement of the Trustee provided for in the Resolution is filed, such revocation. The fact that a consent has not been revoked may likewise be proved by a certificate of the Trustee filed with the Trustee to the effect that no revocation thereof is on file with the Trustee. At any time after Holders of the required percentages of Bonds shall have filed their consents to the Supplemental Resolution, the Trustee shall make and file with the Authority and the Trustee a written statement that the Holders of such required percentages of Bonds have filed such consents. Such written statement shall be conclusive that such consents have been so filed. At any time thereafter notice, stating in substance that the Supplemental Resolution (which may be referred to as a Supplemental Resolution adopted by the Authority on a stated date, a copy of which is on file with the Trustee) has been consented to by the Holders of the required percentages of Bonds and will be effective as provided in the Resolution, shall be given to the Bondholders by the Authority by mailing such notice to the Bondholders and, at the discretion of the Authority, by publishing the same at least once not more than ninety (90) days after the Holders of the required percentages of Bonds shall have filed their consents to the Supplemental Resolution and the written statement of the Trustee hereinabove provided for is filed (but failure to publish such notice shall not prevent such Supplemental Resolution from becoming effective and binding as in this paragraph provided). The Authority shall file with the Trustee proof of the mailing of such notice, and, if the same shall have been published to the Bondholders, of the publication thereof. A transcript, consisting of the papers required or permitted by the Resolution to be filed with the Trustee, shall be proof of the matters therein stated. Such Supplemental Resolution making such amendment or modification shall be deemed conclusively binding upon the Authority, the Trustee, each Paying Agent and

the Holders of all Bonds at the expiration of thirty (30) days after the filing with the Trustee of the proof of the mailing of such last mentioned notice, except in the event of a final decree of a court of competent jurisdiction setting aside such Supplemental Resolution in a legal action or equitable proceeding for such purpose commenced within such thirty (30) day period; provided, however, that the Authority, the Trustee and any Paying Agent during such thirty (30) day period and any such further period during which any such action or proceeding may be pending shall be entitled in their reasonable discretion to take such action, or to refrain from taking such action, with respect to such Supplemental Resolution as they may deem expedient.

For the purposes of this Article X, the purchasers of the Bonds of a Series, whether purchasing as underwriters, for resale or otherwise, upon such purchase from the Authority, may consent to a modification or amendment permitted by Section 10.01 or 10.03 of the Resolution in the manner provided in the Resolution, except that no proof of ownership shall be required, and with the same effect as a consent given by the Holder of such Bonds; provided, however, that, if such consent is given by a purchaser who is purchasing as an underwriter or for resale, the nature of the modification or amendment and the provisions for the purchaser consenting thereto shall be described in the official statement, prospectus, offering memorandum or other offering document prepared in connection with the primary offering of the Bonds of such Series by the Authority.

(Section 10.02)

Modifications by Unanimous Consent

The terms and provisions of the Resolution and the rights and obligations of the Authority and of the Holders of the Bonds under the Resolution may be modified or amended in any respect upon the adoption and filing with the Trustee by the Authority of a copy of a Supplemental Resolution certified by an Authorized Officer and the consent of the Holders of all of the Bonds then Outstanding, such consent to be given as provided in the Resolution, except that no notice to Bondholders either by mailing or publication shall be required.

(Section 10.03)

Event of Default

Each of the following constitutes an “event of default” under the Resolution and each Series Resolution if:

(a) Payment of the principal, Sinking Fund Installment, if any, or Redemption Price of any Bond shall not be made when the same shall become due and payable, either at maturity or by proceedings for redemption or otherwise; or

(b) Payment of an installment of interest on any Bond shall not be made when the same shall become due and payable; or

(c) The Authority shall default in the due and punctual performance of the rebate covenants contained in the Resolution, and, as a result thereof, the interest on the Bonds of a Series shall no longer be excludable from gross income under Section 103 of the Code; or

(d) The Authority shall default in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the Resolution or in the Bonds or in any Series Resolution on the part of the Authority to be performed and such default shall continue for thirty (30) days after written notice specifying such default and requiring same to be remedied shall have been given to the Authority by the Trustee, which may give such notice in its discretion and shall give such notice at the written request of the Holders of not less than twenty-five percent (25%) in principal amount of the Outstanding Bonds, or, if such default is not capable of being cured within thirty (30) days, the Authority fails to commence to cure such default within said thirty (30) days and diligently prosecutes the cure thereof; or

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(e) The Authority shall have notified the Trustee that an “Event of Default”, as defined in the Loan Agreement, shall have occurred and is continuing and all sums payable by the University under the Loan Agreement shall have been declared to be immediately due and payable, which declaration shall not have been annulled and the Authority shall have notified the Trustee of such “Event of Default.”

(Section 11.02)

Acceleration of Maturity

Upon the happening and continuance of any event of default (other than under paragraph (c) under the heading “Event of Default” above), then and in every such case the Trustee may, and upon the written request of the Holders of not less than twenty-five percent (25%) in principal amount of the Outstanding Bonds shall, by a notice in writing to the Authority, declare the principal of and interest on all of the Outstanding Bonds to be due immediately and payable. At the expiration of thirty (30) days from the giving of notice of such declaration, such principal and interest shall become and be immediately due and payable, anything in the Resolution or in the Bonds or any Series Resolution to the contrary notwithstanding. At any time after the principal of the Bonds shall have been so declared to be due and payable, and before the entry of final judgment or decree in any suit, action or proceeding instituted on account of such default, or before the completion of the enforcement of any other remedy under the Resolution, the Trustee may with the written consent of the Holders of not less than twenty-five percent (25%) in principal amount of the Bonds not then due by their terms and then Outstanding and by written notice to the Authority, annul such declaration and its consequences if: (i) moneys shall have accumulated in the Debt Service Fund sufficient to pay all arrears of interest, if any, upon all of the Outstanding Bonds (except the interest accrued on such Bonds since the last interest payment date); (ii) moneys shall have accumulated and be available sufficient to pay the charges, compensation, expenses, disbursements, advances and liabilities of the Trustee and any Paying Agent; (iii) all other amounts then payable by the Authority under the Resolution and under each Series Resolution other than principal amounts payable only because of a declaration and acceleration under the Resolution shall have been paid or a sum sufficient to pay the same shall have been deposited with the Trustee; and (iv) every other default known to the Trustee in the observance or performance of any covenant, condition or agreement contained in the Resolution (other than a default in the payment of the principal of such Bonds then due only because of a declaration under this Section) or in the Bonds or any Series Resolution shall have been remedied to the satisfaction of the Trustee. No such annulment shall extend to or affect any subsequent default or impair any right consequent thereon.

(Section 11.03)

Enforcement of Remedies

Upon the happening and continuance of any event of default, then and in every such case, the Trustee may proceed, and, upon the written request of the Holders of not less than twenty-five percent (25%) in principal amount of the Outstanding Bonds or, in the case of the happening and continuance of an Event of Default described in subparagraph (c) under the heading "Event of Default" above, of the Holders of not less than twenty-five percent (25%) in principal amount of the Outstanding Bonds of the Series affected thereby, shall proceed (subject to the provisions of the Resolution), to protect and enforce its rights and the rights of the Holders of the Bonds under the laws of the State or under the Resolution or under any Series Resolution by such suits, actions or special proceedings in equity or at law, either for the specific performance of any covenant contained under the Resolution and under any Series Resolution or in aid or execution of any power therein granted, or for an accounting against the Authority as if the Authority were the trustee of an express trust, or for the enforcement of any proper legal or equitable remedy as the Trustee shall deem most effectual to protect and enforce such rights.

In the enforcement of any remedy under the Resolution and under each Series Resolution the Trustee shall be entitled to sue for, enforce payment of, and receive any and all amounts then, or during any default becoming, and at any time remaining, due from the Authority for principal or interest or otherwise under any of the provisions of the Resolution or of any Series Resolution or of the Bonds, with interest on overdue payments of the principal of or interest on the Bonds at the rate or rates of interest specified in

such Bonds, together with any and all costs and expenses of collection and of all proceedings under the Resolution and under any Series Resolution and under such Bonds, without prejudice to any other right or remedy of the Trustee or of the Holders of such Bonds, and to recover and enforce judgment or decree against the Authority but solely as provided in the Resolution and in any Series Resolution and in such Bonds, for any portion of such amounts remaining unpaid, with interest, costs and expenses, and to collect in any manner provided by law, the moneys adjudged or decreed to be payable.

(Section 11.04)

Priority of Payments After Default

If at any time the moneys held by the Trustee under the Resolution and under each Series Resolution shall not be sufficient to pay the principal of and interest on the Bonds as the same become due and payable (either by their terms or by acceleration of maturity under the provisions of the Resolution), such moneys together with any moneys then available or thereafter becoming available for such purpose, whether through exercise of the remedies provided for in the Resolution or otherwise, shall be applied (after first depositing in the Arbitrage Rebate Fund all amounts to be deposited therein and then paying all amounts owing to the Trustee under the Resolution) as follows:

(a) Unless the principal of all the Bonds has become or been declared due and payable, all such moneys shall be applied:

First: To the payment to the persons entitled thereto of all installments of interest then due, in the order of the maturity of the installments of such interest, and, if the amount available shall not be sufficient to pay in full any installment, then to the payment ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference;

Second: To the payment to the persons entitled thereto of the unpaid principal, Sinking Fund Installments or Redemption Price of any of the Bonds which shall have become due whether at maturity or by call for redemption, in the order of their due dates, and, if the amount available shall not be sufficient to pay in full all amounts due on any date, then to the payment ratably, according to the amount of principal, Sinking Fund Installments or Redemption Price due on such date, to the persons entitled thereto, without any discrimination or preference.

(b) If the principal of all of the Bonds shall have become or been declared due and payable, all such money shall be applied to the payment of the principal and interest then due and unpaid upon the Bonds, without preference or priority of principal over interest or of interest over principal, or of any installment of interest over any other installment of interest, or of any Bond over any other Bond, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto, without any discrimination or preference except as to the difference in the respective rates of interest specified in the Bonds.

The provisions of this subdivision are in all respects subject to the provisions of the Resolution.

Whenever moneys are to be applied by the Trustee pursuant to the provisions of this subdivision, such moneys shall be applied by the Trustee at such times, and from time to time, as the Trustee in its sole discretion shall determine, having due regard to the amount of such moneys available for application and the likelihood of additional moneys becoming available for such application in the future. The setting aside of such moneys in trust for application in accordance with the Resolution shall constitute proper application by the Trustee, and the Trustee shall incur no liability whatsoever to the Authority, to any Bondholder or to any other person for any delay in applying any such moneys so long as the Trustee acts with reasonable diligence, having due regard to the circumstances, and ultimately applies the same in accordance with such provisions of the Resolution as may be applicable at the time of application by the Trustee. Whenever the Trustee shall exercise such discretion in applying such moneys, it shall fix the date (which shall be on an interest payment date unless the Trustee shall deem another date more suitable) upon which such application is to be made, and upon such date interest on the amounts of principal to be paid on such date shall cease to accrue. The Trustee shall give such notice as it may deem appropriate of the fixing of any

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such date. The Trustee shall not be required to make payment to the Holder of any Bond unless such Bond shall be presented to the Trustee for appropriate endorsement.

(Section 11.05)

Termination of Proceedings

In case any proceedings taken by the Trustee on account of any default shall have been discontinued or abandoned for any reason or shall have been determined adversely to the Trustee, then and in every such case the Authority, the Trustee, each Provider, the University and the Bondholders shall be restored to their former positions and rights under the Resolution, respectively, and all rights, remedies, powers and duties of the Trustee shall continue as though no such proceeding had been commenced.

(Section 11.06)

Bondholders' Direction of Proceedings

Anything in the Resolution to the contrary notwithstanding, the Holders of a majority in principal amount of the Outstanding Bonds or in the case of an event of default as specified in the Resolution, the Holders of a majority in principal amount of the Outstanding Bonds of the Series affected thereby shall have the right by an instrument in writing executed and delivered to the Trustee, to direct the method and place of conducting all remedial proceedings to be taken by the Trustee under the Resolution and under each Series Resolution, provided such direction shall not be otherwise than in accordance with law or the provisions of the Resolution and of each Series Resolution and the Trustee shall have the right to decline to follow any such direction which in the opinion of the Trustee would be unjustly prejudicial to Bondholders not parties to such direction.

(Section 11.07)

Limitation of Rights of Individual Bondholders

No Holder of any of the Bonds shall have any right to institute any suit, action or proceeding in equity or at law for the execution of any trust under the Resolution, or for any other remedy under the Resolution unless such Holder previously shall have given to the Trustee written notice of the event of default on account of which such suit, action or proceeding is to be instituted, and unless also the Holders of not less than twenty-five per centum (25%) in principal amount of the Outstanding Bonds, or, in the case of an event of default under paragraph (c) under the heading ("Event of Default" above, the Holders of not less than twenty-five per centum (25%) in principal amount of the Outstanding Bonds of the Series affected thereby, shall have made written request to the Trustee after the right to exercise such powers or right of action, as the case may be, shall have accrued, and shall have afforded the Trustee a reasonable opportunity either to proceed to exercise the powers granted by the Resolution or to institute such action, suit or proceeding in its or their name, and unless, also, there shall have been offered to the Trustee reasonable security and indemnity against the costs, expenses, and liabilities to be incurred therein or thereby, and the Trustee shall have refused or neglected to comply with such request within a reasonable time. Such notification, request and offer of indemnity are by the Resolution declared in every such case, at the option of the Trustee, to be conditions precedent to the execution of the powers and trusts of the Resolution or for any other remedy under the Resolution and in equity or at law. It is understood and intended that no one or more Holders of the Bonds secured by the Resolution shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security of the Resolution or to enforce any right under the Resolution except in the manner provided in the Resolution, and that all proceedings at law or in equity shall be instituted and maintained for the benefit of all Holders of the Outstanding Bonds. Notwithstanding any other provision of the Resolution, the Holder of any Bond shall have the right which is absolute and unconditional to receive payment of the principal of (and premium, if any) and interest on such Bond on the stated maturity expressed in such Bond (or, in the case of redemption, on the redemption date) and to institute suit for the enforcement of any such payment, and such right shall not be impaired without the consent of such Holder.

(Section 11.08)

Defeasance

If the Authority shall pay or cause to be paid to the Holders of the Bonds of a Series the principal, Sinking Fund Installments, if any, or Redemption Price of and interest thereon, at the times and in the manner stipulated therein, in the Resolution, and in the applicable Series Resolution and Bond Series Certificate, then the pledge of the Revenues or other moneys and securities pledged to such Bonds and all other rights granted by the Resolution to such Bonds shall be discharged and satisfied. In such event, the Trustee shall, upon the request of the Authority, execute and deliver such documents to evidence such discharge and satisfaction as may be reasonably required by the Authority, and all moneys or other securities held by it pursuant to the Resolution and to the applicable Series Resolution which are not required for the payment or redemption of Bonds of such Series shall be paid or delivered by the Trustee as follows: first, to the Arbitrage Rebate Fund, the amount required to be deposited therein in accordance with the direction of an Authorized Officer of the Authority; second, to each Provider, the Provider Payments which have not been repaid, pro rata, based upon the respective Provider Payments then unpaid to each Provider; third, to the Authority the amount certified by an Authorized Officer of the Authority to be then due or past due pursuant to the Loan Agreement for fees and expenses of the Authority or pursuant to any indemnity; and, then, the balance thereof to the University. The securities so paid or delivered shall be released from any trust, pledge, lien, encumbrance or security interest created by the Resolution or by the Loan Agreement.

Bonds for the payment or redemption of which moneys shall have been set aside and shall be held in trust by the Trustee (through deposit of moneys for such payment or redemption or otherwise) at the maturity or redemption date thereof shall be deemed to have been paid within the meaning and with the effect expressed in the preceding paragraph. All Outstanding Bonds of any Series or any maturity within a Series or a portion of a maturity within a Series shall prior to the maturity or redemption date thereof be deemed to have been paid within the meaning and with the effect expressed in the preceding paragraph if (a) in case any of such Bonds are to be redeemed on any date prior to their maturity, the Authority shall have given to the Trustee, in form satisfactory to it, irrevocable instructions to give as provided in the Resolution notice of redemption on such date of such Bonds, (b) there shall have been deposited with the Trustee either moneys in an amount which shall be sufficient, or Defeasance Securities the principal of and interest on which when due will provide moneys which, together with the moneys, if any, deposited with the Trustee at the same time, shall be sufficient to pay when due the principal, Sinking Fund Installments, if any, or Redemption Price, if applicable, and interest due and to become due on such Bonds on and prior to the redemption date or maturity date thereof, as the case may be, (c) the Trustee shall have received the written consent to such defeasance of each Provider which has given written notice to the Trustee and the Authority that amounts advanced under a Credit Facility or Liquidity Facility issued by it or the interest thereon have not been repaid to such Provider, and (d) in the event such Bonds are not by their terms subject to redemption within the next succeeding sixty (60) days, the Authority shall have given the Trustee, in form satisfactory to it irrevocable instructions to give, as soon as practicable, by First class mail, postage prepaid, to the Holders of said Bonds at their last known addresses appearing on the registration books, and, if directed by an Authorized Officer of the Authority, by publication, at least twice, at an interval of not less than seven (7) days between publications, in an Authorized Newspaper, a notice to the Holders of such Bonds that the deposit required by (b) above has been made with the Trustee and that such Bonds are deemed to have been paid in accordance with this Section and stating such maturity or redemption date upon which moneys are to be available for the payment of the principal, Sinking Fund Installments, if any, or Redemption Price, if applicable, of and interest on such Bonds. The Authority shall give written notice to the Trustee of its selection of the Series and maturity the payment of which shall be made in accordance with this Section. The Trustee shall select the Bonds of like Series and maturity payment of which shall be made in accordance with this Section in the manner provided in the Resolution. Neither the Defeasance Securities nor moneys deposited with the Trustee pursuant to the Resolution nor principal or interest payments on any such Defeasance Securities shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal, Sinking Fund Installments, if any, or Redemption Price, if applicable, of and interest on such Bonds; provided, however, that any moneys

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received from such principal or interest payments on such Defeasance Securities deposited with the Trustee, if not then needed for such purpose, shall, to the extent practicable, be reinvested in Defeasance Securities maturing at times and in amounts sufficient to pay when due the principal, Sinking Fund Installments, if any, or Redemption Price, if applicable, of and interest to become due on such Bonds on and prior to such redemption date or maturity date thereof, as the case may be; provided, further, that moneys and Defeasance Securities may be withdrawn and used by the Authority for any purpose upon (i) the simultaneous substitution therefor of either moneys in an amount which shall be sufficient, or Defeasance Securities the principal of and interest on which when due will provide moneys which without regard to reinvestment, together with the moneys, if any, held by or deposited with the Trustee at the same time, shall be sufficient to pay when due the principal, Sinking Fund Installments, if any, or Redemption Price, if applicable, and interest due and to become due on such Bonds on and prior to the redemption date or maturity date thereof, as the case may be, and (ii) receipt by the Trustee of a letter or other written report of a firm of independent certified public accountants verifying the accuracy of the arithmetical computations which establish the adequacy of such moneys and Defeasance Securities for such purpose. Any income or interest earned by, or increment to, the investment of any such moneys so deposited, shall, to the extent certified by the Trustee to be in excess of the amounts required by the Resolution to pay the principal, Sinking Fund Installments, if any, or Redemption Price, if applicable, of and interest on such Bonds, as realized, be paid by the Trustee as follows: first, to the Arbitrage Rebate Fund, the amount required to be deposited therein in accordance with the direction of an Authorized Officer of the Authority; second, to each Provider, the Provider Payments which have not been repaid, pro rata, based upon the respective Provider Payments then unpaid to each Provider; third, to the Authority the amount certified by an Authorized Officer of the Authority to be then due or past due pursuant to the Loan Agreement for fees and expenses of the Authority or pursuant to any indemnity; and, then, the balance thereof to the University, and any such moneys so paid by the Trustee shall be released of any trust, pledge, lien, encumbrance or security interest created by the Resolution or by the Loan Agreement.

For purposes of determining whether Variable Interest Rate Bonds shall be deemed to have been paid prior to the maturity or redemption date thereof, as the case may be, by the deposit of moneys, or Defeasance Securities and moneys, if any, in accordance with the Resolution, the interest to come due on such Variable Interest Rate Bonds on or prior to the maturity date or redemption date thereof, as the case may be, shall be calculated at the Maximum Interest Rate permitted by the terms thereof; provided, however, that if on any date, as a result of such Variable Interest Rate Bonds having borne interest at less than such Maximum Interest Rate for any period, the total amount of moneys and Defeasance Securities on deposit with the Trustee for the payment of interest on such Variable Interest Rate Bonds is in excess of the total amount which would have been required to be deposited with the Trustee on such date in respect of such Variable Interest Rate Bonds in order to satisfy clause (ii) of the second sentence of the preceding paragraph, the Trustee shall, if requested by the Authority, pay the amount of such excess to the Authority free and clear of any trust, pledge, lien, encumbrance or security interest created by the Resolution or by the Loan Agreement.

Option Bonds shall be deemed to have been paid in accordance with the Resolution only if, in addition to satisfying the requirements of clauses (i) and (iii) above, there shall have been deposited with the Trustee moneys in an amount which shall be sufficient to pay when due the maximum amount of principal of and Redemption Price, if any, and interest on such Bonds which could become payable to the Holders of such Bonds upon the exercise of any options provided to the Holders of such Bonds; provided, however, that if, at the time a deposit is made with the Trustee pursuant to the Resolution, the options originally exercisable by the Holder of an Option Bond are no longer exercisable, such Bond shall not be considered an Option Bond for purposes of this paragraph. If any portion of the moneys deposited with the Trustee for the payment of the principal of and Redemption Price, if any, and interest on Option Bonds is not required for such purpose, the Trustee shall, if requested by the Authority, pay the amount of such excess to the Authority free and clear of any trust, pledge, lien, encumbrance or security interest created by the Resolution or by the Loan Agreement.

Anything in the Resolution to the contrary notwithstanding, any moneys held by the Trustee in trust for the payment and discharge of any of the Bonds of a Series or the interest thereon which remain unclaimed for one (1) year after the date when all of the Bonds of such Series have become due and payable either at their stated maturity dates or by call for earlier redemption, if such moneys were held by the Trustee at such date, or for one (1) year after the date of deposit of such moneys if deposited with the Trustee after such date when all of the Bonds of such Series become due and payable, shall, at the written request of the Authority, be repaid by the Trustee to the Authority as its absolute property and free from trust, and the Trustee shall thereupon be released and discharged and the Holders shall look only to the Authority for payment of such Bonds; provided, however, that, before being required to make any such payment to the Authority, the Trustee may, at the expense of the Authority cause to be published in an Authorized Newspaper a notice that such moneys remain unclaimed and that, after a date named in such notice, which date shall be not less than thirty (30) nor more than sixty (60) days after the date of publication of such notice, the balance of such moneys then unclaimed shall be returned to the Authority.

(Section 12.01)

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**FORM OF APPROVING OPINION
OF BOND COUNSEL**

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**FORM OF APPROVING OPINION OF BOND COUNSEL
RELATING TO THE SERIES 2012A BONDS**

[Date of Issuance]

Dormitory Authority of the
State of New York
515 Broadway
Albany, New York 12207

Ladies and Gentlemen:

We have examined a record of proceedings relating to the issuance of \$137,935,000 aggregate principal amount of Columbia University Revenue Bonds, Series 2012A (the “Series 2012A Bonds”), by the Dormitory Authority of the State of New York (the “Authority”), a body corporate and politic constituting a public benefit corporation of the State of New York, created and existing under and pursuant to the Constitution and statutes of the State of New York, including the Dormitory Authority Act, being Title 4 of Article 8 of the Public Authorities Law of the State of New York, as amended to the date hereof, including, without limitation, by the Healthcare Financing Consolidation Act, being Title 4-B of the Public Authorities Law of the State of New York, as amended to the date hereof (the “Act”). We have also examined such certificates, documents, records and matters of law as we have deemed necessary for the purpose of rendering the opinions hereinafter set forth.

The Series 2012A Bonds are issued under and pursuant to the Act and the Columbia University Revenue Bond Resolution of the Authority, adopted September 27, 2000, as amended and supplemented to the date hereof (the “Resolution”), the Series 2012A Resolution Authorizing a Series of Columbia University Revenue Bonds, adopted April 25, 2012 (the “Series Resolution”), and the Bond Series Certificate, dated as of _____, 2012, executed by the Authority and relating to the Series 2012A Bonds (the “Bond Series Certificate”). Said resolutions and Bond Series Certificate are herein collectively called the “Resolutions.” Unless otherwise defined herein, capitalized terms used herein have the respective meanings given to them in the Resolutions.

The Series 2012A Bonds are part of an issue of bonds of the Authority (the “Bonds”) which the Authority has established and created under the terms of the Resolution and is authorized to issue from time to time for the purposes authorized by the Act and the Resolution, as then in effect, and without limitation as to amount, except as provided in the Resolutions or as may be limited by law. The Series 2012A Bonds are being issued for the purposes set forth in the Resolutions.

The Authority is authorized to issue Bonds, in addition to the Series 2012A Bonds, only upon the terms and conditions set forth in the Resolution and such Bonds, when issued, will with the Series 2012A Bonds be entitled to the equal benefit, protection and security of the provisions, covenants and agreements of the Resolution.

The Series 2012A Bonds are issuable in the form of fully registered Bonds in the denomination of \$5,000 or integral multiples thereof. The Series 2012A Bonds are each numbered consecutively from one upward in order of issuance.

The Series 2012A Bonds are dated the date hereof and mature on October 1 and bear interest, payable October 1, 2012 and semiannually thereafter on April 1 and October 1 of the years and at the respective principal amounts and rates per annum set forth below.

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Maturing October 1	Principal Amount	Interest Rate	Maturing October 1	Principal Amount	Interest Rate
2018	\$2,000,000	3.00%	2020	\$ 500,000	3.00%
2018	1,645,000	4.00	2020	1,175,000	4.00
2018	8,000,000	5.00	2020	22,190,000	5.00
2019	2,000,000	3.00	2021	37,060,000	5.00
2019	3,360,000	4.00	2022	2,110,000	3.00
2019	8,000,000	5.00	2022	49,895,000	5.00

The Series 2012A Bonds are subject to redemption and purchase in lieu of optional redemption prior to maturity as provided in the Resolutions.

The Series 2012A Bonds are being issued to finance a loan by the Authority to the Trustees of Columbia University in The City of New York (the “University”). The Authority and the University have entered into an Amended and Restated Loan Agreement, dated as of September 27, 2000, as amended and restated as of September 1, 2011 (the “Loan Agreement”), by which the University is required to make payments sufficient to pay, when due, the principal and Redemption Price of and interest on the Outstanding Bonds, including the Series 2012A Bonds as well as a part of the Authority’s annual administrative expenditures and costs. All amounts payable under the Loan Agreement for payment of the principal or Redemption Price of or interest on the Bonds are required to be paid to the Trustee under the Resolution and have been pledged by the Authority for the benefit of the Holders of the Bonds, including the Series 2012A Bonds.

We are of the opinion that:

1. The Authority is a body corporate and politic constituting a public benefit corporation of the State of New York, with the right and lawful authority and power to adopt the Resolutions and to issue the Series 2012A Bonds thereunder.
2. The Series Resolution has been duly adopted by the Authority in accordance with the provisions of the Resolution and is authorized and permitted by the Resolution. The Resolutions have been duly and lawfully adopted by the Authority, are in full force and effect and are legal, valid and binding obligations of the Authority enforceable in accordance with their respective terms.
3. The Series 2012A Bonds have been duly and validly authorized and issued in accordance with the Constitution and statutes of the State of New York, including the Act, and in accordance with the Resolutions. The Series 2012A Bonds are legal, valid and binding special obligations of the Authority payable as provided in the Resolutions, are enforceable in accordance with their terms and the terms of the Resolutions and are entitled, together with all other Bonds issued under the Resolutions, to the equal benefits of the Resolutions and the Act.
4. The Authority has the right and lawful authority and power to enter into the Loan Agreement and the Loan Agreement has been duly authorized, executed and delivered by the Authority and constitutes a legal, valid and binding obligation of the Authority enforceable in accordance with its terms.
5. The Internal Revenue Code of 1986, as amended (the “Code”) sets forth certain requirements that must be met subsequent to the issuance and delivery of the Series 2012A Bonds for interest thereon to be and remain excluded from gross income for federal income tax purposes. Noncompliance with such requirements could cause the interest on the Series 2012A Bonds to be included in gross income for federal income tax purposes retroactive to the date of issue of the Series 2012A Bonds. The Authority has covenanted in the Series Resolution and the Tax Certificate as to Arbitrage and the Provisions of Sections 141-150 of the Internal Revenue Code (the “Tax Certificate”) and the University has covenanted in the Loan Agreement and the Tax Certificate to comply with the applicable requirements of the Code in order to maintain the exclusion of the interest on the Series 2012A Bonds from gross income for federal income tax purposes pursuant to Section 103 of the Code. In addition, the Authority and the University have made certain representations and certifications in the Tax Certificate. We have also relied on the opinion of counsel to the University as to all matters concerning the status of the University as an organization described in Section 501(c)(3) of the Code and exempt from federal income tax under Section 501(a) of the Code. We have not independently verified the accuracy of those certifications and representations or that opinion.

Under existing law and assuming compliance with the tax covenants described herein, and the accuracy of the aforementioned representations and certifications, interest on the Series 2012A Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Code. We are also of the opinion that such interest is not treated as a preference item in calculating the alternative minimum tax imposed under the Code with respect to individuals and corporations. Interest on the Series 2012A Bonds is, however, included in the adjusted current earnings of certain corporations for purposes of computing the alternative minimum tax imposed on such corporations.

6. Interest on the Series 2012A Bonds is exempt, by virtue of the Act, from personal income taxes of the State of New York and its political subdivisions, including The City of New York and the City of Yonkers.

Except as stated in paragraphs 5 and 6 above, we express no opinion as to any other federal, state or local tax consequences of the ownership or disposition of the Series 2012A Bonds. Furthermore, we express no opinion as to any federal, state or local tax law consequences with respect to the Series 2012A Bonds, or the interest thereon, if any action is taken with respect to the Series 2012A Bonds or the proceeds thereof upon the advice or approval of other counsel.

We have examined an executed Series 2012A Bond and, in our opinion, the form of said Bond and its execution are regular and proper.

The opinions contained in paragraphs 2, 3 and 4 above are qualified to the extent that the enforceability of the Resolutions, the Loan Agreement and the Series 2012A Bonds may be limited by bankruptcy, insolvency, moratorium, reorganization or other laws affecting creditors' rights generally or as to the availability of any particular remedy.

In connection with the delivery of this opinion, we are not passing upon the authorization, execution and delivery of the Loan Agreement by the University. We have assumed the due authorization, execution and delivery of the Loan Agreement by the University.

Very truly yours,

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