



A CALLED MEETING
of the
GEORGIA HIGHER EDUCATION FACILITIES AUTHORITY

May 29, 2015

The Georgia Higher Education Facilities Authority (the “Authority”) held a called board meeting on May 29, 2015 at 9:00 AM in the offices of the Georgia State Financing and Investment Commission, 270 Washington Street, Suite 2141, Atlanta, Georgia. Gary Bishop (Chairperson of the Authority), Teresa MacCartney (Vice Chairperson of the Authority) and Member Tommy David participated in the meeting via telephone conference call. Others in attendance were: Cynthia Alexander and Regina Travis with the Board of Regents of the University System of Georgia (“BOR”); Wright Banks with the Georgia Department of Law; and Diana Pope, Lee McElhannon (Secretary and Treasurer of the Authority) and Kelly Zurbrugg with the Georgia State Financing and Investment Commission (“GSFIC”). Others in attendance via telephone conference call were: Earle Taylor with McKenna Long & Aldridge LLP, Bond Counsel; Mae Charles Barnes and Terri Finister, Underwriters’ Counsel with Murray Barnes Finister LLP; Jay Bellwoar with Bank of America Merrill Lynch (BAML), Lead Underwriters for the 2015 Refunding Bonds.

Call to Order and Approval of Minutes

The meeting was called to order at approximately 9:05AM by Chairman Gary Bishop. It was noted that a quorum of the Authority was present. The first item on the agenda was to approve the minutes from the April 20, 2015 Authority meeting which had been provided to them prior to the meeting. Teresa MacCartney made a motion to approve the minutes and Tommy David seconded the motion; a vote was taken and the motion to approve passed unanimously.

Consideration of the Series 2015 Supplemental Bond Resolution Authorizing the Issuance of Authority Refunding Revenue Bonds (USG Real Estate Foundation I LLC Projects), Series 2015, in the Aggregate Principle Amount of \$85,570,000 for the purpose of Refunding Portions of Authority Revenue Bonds, Series 2008

Chairman Gary Bishop called upon Diana Pope from Georgia State Financing and Investment Division to present action item III on the agenda. Ms. Pope said during the Authority Board meeting held on February 19, 2015, the Authority members gave the approval to start working on refunding the series 2008 bonds. She explained that due to volatility in the market, the issue was pulled on May 19, 2015 and put in a day-to-day status awaiting more favorable market conditions to price the bonds. Ms. Pope was please to share that the refunding bonds were priced on May 28, 2015, achieving net present value (“NPV”) debt service savings over the life of the bonds of over \$6.4 million, at 8.02% of the par amount of the refunded bonds.

In seeking the Authority’s approval of the issuance of \$85,570,000 in principal, Ms. Pope stated that the final maturity is 6/1/2040 and the maximum annual debt service is \$5.9 million. The principal amount is under the maximum principal amount of \$90 million that the Board authorized in April 2015, and the debt service on the bonds is less

than the authorized maximum annual debt service amount of \$6.4 million. In addition, there were no instances of dis-savings in any year. A summary of the pricing results has been provided on the Authority's eBoard system. The Authority's approval will provide authorization to execute several documents associated with the issuance of refunding bonds, most notably the supplemental bond resolution and the bond purchase agreement with the underwriters of the bonds.

With no further discussion, a motion to adopt the supplemental bond resolution and approve the issuance of \$85,570,000 principal amount of refunding bonds was made by Teresa MacCartney and seconded by Tommy David; a vote was taken and the motion to approve passed unanimously.

Approval of the GHEFA FY 201 Budget

Diana Pope presented the FY 2016 proposed budget for the Authority. The proposed budget is provided on the Authority's eBoard system. Ms. Pope stated that there were no changes to the \$15,500 operating budget that was adopted for FY 2015; the majority of the expenses cover services to perform the audit of the Authority's annual financial statements and provide funds for post issuance items to ensure compliance with tax-exempt bond requirements.

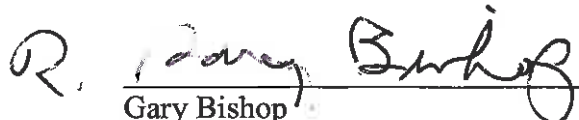
With no further discussion, a motion to approve the FY 2016 proposed budget was made by Teresa MacCartney and seconded by Tommy David; a vote was taken and the motion to approve passed unanimously.

Information Item

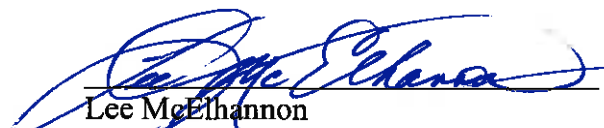
To update the Authority members, Ms. Pope shared that on May 14, 2015, the Board of Regents successfully closed phase 1 of their P3 housing initiative. As a result of this transaction, the bonds for the Georgia State University housing project from the Authority's 2008 bond issue, and the bonds for the Coastal College of Georgia housing project and the East Georgia State College housing project from the Authority's 2010A bond issue, were legally defeased, and are no longer considered outstanding under the terms of the Trust Indenture for the bonds. Tommy David made the comment that it was interesting that the Board of Regents was able to accomplish the P3 housing initiative with those properties and it sounds like this structure could have a significant impact, especially if include larger colleges and universities in future phases.

New Business and Adjournment

Chairman Gary Bishop asked if any Authority Member had any other business to discuss. There being no additional business, the meeting was adjourned at approximately 9:12 AM.



Gary Bishop
Chairperson



Lee McElhannon
Secretary and Treasurer