

NEW ISSUE – BOOK ENTRY ONLY

Ratings:
Moody's: "Aa2"
Fitch: "AA"
(See "RATINGS" herein)

OFFICIAL STATEMENT

Dated: January 9, 2013

In the opinion of McCall, Parkhurst & Horton L.L.P., Bond Counsel, interest on the Bonds (defined herein) will be excludable from gross income for federal income tax purposes under statutes, regulations, court decisions, and published rulings existing on the date thereof subject to the matters described under "TAX MATTERS" herein, including the alternative minimum tax on corporations.

\$87,060,000

**BOARD OF REGENTS, TEXAS STATE UNIVERSITY SYSTEM
REVENUE FINANCING SYSTEM REVENUE AND REFUNDING BONDS,
SERIES 2013**

Dated: February 1, 2013

Due: March 15, as shown on inside front cover

Interest accrues from date of delivery

The \$87,060,000 Revenue Financing System Revenue and Refunding Bonds, Series 2013 (the "Bonds") are special obligations of the Board of Regents (the "Board"), Texas State University System (the "University System"), payable from and secured solely by the "Pledged Revenues" (as defined herein) of the University System's Revenue Financing System issued pursuant to a Master Resolution adopted by the Board on August 13, 1998, as amended by the Resolution Amending the Master Resolution Establishing the Texas State University System Revenue Financing System adopted by the Board on June 19, 2008 (collectively, the "Master Resolution"), a Sixteenth Supplemental Resolution to the Master Resolution adopted by the Board on February 17, 2012 (the "Sixteenth Supplemental Resolution"), and a certificate awarding the sale of the Bonds as authorized by the Sixteenth Supplemental Resolution (the "Award Certificate"). The Bonds constitute Parity Debt (as defined herein) under the Master Resolution. **THE BONDS DO NOT CONSTITUTE GENERAL OBLIGATIONS OF THE BOARD, THE UNIVERSITY SYSTEM, THE STATE OF TEXAS (THE "STATE"), OR ANY POLITICAL SUBDIVISION THEREOF. THE BOARD HAS NO TAXING POWER AND NEITHER THE CREDIT NOR THE TAXING POWER OF THE STATE OR ANY POLITICAL SUBDIVISION THEREOF IS PLEDGED AS SECURITY FOR THE PAYMENT OF THE BONDS.** See "SECURITY FOR THE BONDS."

The proceeds from the sale of the Bonds will be used for the following purposes: (i) acquiring, purchasing, constructing, improving, renovating, enlarging or equipping property, buildings, structures, facilities, roads or related infrastructure for certain members of the Revenue Financing System, (ii) refunding a portion of the University System's outstanding obligations (as described in Schedule I hereto) (the "Refunded Bonds") for debt service savings, (iii) funding certain capitalized interest for the Bonds, and (iv) paying certain costs of issuing the Bonds. See "PLAN OF FINANCING" and Schedule I for a detailed listing of the Refunded Bonds and their redemption date and price.

Interest on the Bonds will accrue from the date of delivery, and will be calculated on the basis of a 360-day year composed of twelve 30-day months. Interest on the Bonds is payable on each March 15 and September 15, commencing March 15, 2013, until maturity or prior redemption. The Bonds are initially issuable only to Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC") pursuant to the book-entry-only system described herein. Beneficial ownership of the Bonds may be acquired in denominations of \$5,000 or integral multiples thereof. No physical delivery of the Bonds will be made to the purchasers thereof. Interest on and principal of the Bonds will be payable by The Bank of New York Mellon Trust Company, N.A., the initial Paying Agent/Registrar, to Cede & Co., which will make distribution of the amounts so paid to the beneficial owners of the Bonds. See "THE BONDS – Book-Entry-Only System."

The Bonds are subject to redemption and as provided herein. See "THE BONDS – Redemption."

CUSIP PREFIX: 88278P
MATURITY SCHEDULE
See Inside Front Cover

The Bonds are offered when, as, and if issued, subject to approval of legality by the Attorney General of the State of Texas and the opinion of McCall, Parkhurst & Horton L.L.P., Austin, Texas, Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Fulbright & Jaworski L.L.P. Dallas, Texas. The Bonds are expected to be available for delivery through DTC on or about February 12, 2013.

BARCLAYS

JEFFERIES

RAYMOND JAMES | MORGAN KEEGAN

PIPER JAFFRAY & CO.

SIEBERT BRANDFORD SHANK & CO., L.L.C.

WELLS FARGO SECURITIES

MATURITY SCHEDULE

CUSIP⁽¹⁾ Prefix: 88278P

\$87,060,000

Revenue Financing System Revenue and Refunding Bonds, Series 2013

<u>Due</u> <u>March 15</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Initial</u> <u>Yield</u>	<u>CUSIP</u> ⁽¹⁾ <u>Suffix</u>	<u>Due</u> <u>March 15</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Initial</u> <u>Yield</u>	<u>CUSIP</u> ⁽¹⁾ <u>Suffix</u>
2013	\$ 920,000	2.000%	0.200%	QX5	2024	\$ 3,535,000	5.000%	2.160% ⁽²⁾	RJ5
2014	795,000	2.000%	0.350%	QY3	2025	3,700,000	5.000%	2.260% ⁽²⁾	RK2
2015	2,930,000	2.000%	0.460%	QZ0	2026	3,895,000	5.000%	2.350% ⁽²⁾	RL0
2016	2,920,000	2.000%	0.700%	RA4	2027	3,355,000	5.000%	2.420% ⁽²⁾	RM8
2017	2,315,000	2.000%	0.900%	RB2	2028	3,515,000	4.000%	2.780% ⁽²⁾	RN6
2018	2,360,000	4.000%	1.030%	RC0	2029	3,650,000	4.000%	2.870% ⁽²⁾	RP1
2019	2,815,000	4.000%	1.190%	RD8	2030	3,795,000	3.000%	3.130%	RQ9
2020	2,920,000	4.000%	1.400%	RE6	2031	3,920,000	4.000%	2.990% ⁽²⁾	RR7
2021	3,045,000	5.000%	1.620%	RF3	2032	4,075,000	4.000%	3.050% ⁽²⁾	RS5
2022	3,205,000	5.000%	1.830%	RG1	2033	2,590,000	4.000%	3.110% ⁽²⁾	RT3
2023	3,360,000	5.000%	2.010%	RH9					

\$12,060,000 5.000% Term Bonds due March 15, 2038 Priced to Yield 3.110%⁽²⁾ CUSIP Suffix⁽¹⁾ RU0

\$11,385,000 5.000% Term Bonds due March 15, 2042 Priced to Yield 3.170%⁽²⁾ CUSIP Suffix⁽¹⁾ RV8

(Interest accrues from the date of delivery)

⁽¹⁾ CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by Standard & Poor's Financial Services LLC on behalf of the American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. CUSIP numbers are included herein solely for the convenience of the owners of the Bonds. Neither the Board, the Financial Advisor nor the Underwriters shall be responsible for the selection or correctness of the CUSIP numbers shown herein.

⁽²⁾ Yield shown is calculated based on the assumption that the Bonds maturing in the years 2024 through 2029 inclusive, in the years 2031 through 2033 inclusive, and in the years 2038 and 2042 will be called on the first optional redemption date (March 15, 2023) at par.

Redemption . . . The University System reserves the right, at its option, to redeem Bonds having stated maturities on and after March 15, 2024, in whole or in part in principal amounts of \$5,000, or any integral multiple thereof, on March 15, 2023, or any date thereafter, at the par value thereof plus accrued interest to the date of redemption. Additionally, the Bonds maturing March 15 in the years 2038 and 2042 are subject to mandatory sinking fund redemption. (See "THE BONDS – Redemption").

BOARD OF REGENTS OF TEXAS STATE UNIVERSITY SYSTEM

<u>Name</u>	<u>Residence</u>	<u>Term Expiration</u>
Donna N. Williams, Chairman	Arlington	February 1, 2017
Ron Mitchell, Vice Chairman	Horseshoe Bay	February 1, 2015
Charlie Amato	San Antonio	February 1, 2013*
Jaime Garza	San Antonio	February 1, 2017
Kevin J. Lilly	Houston	February 1, 2015
David Montagne	Beaumont	February 1, 2015
Trisha Pollard	Bellaire	February 1, 2013*
Rossanna Salazar	Austin	February 1, 2017
William Scott	Nederland	February 1, 2013*
Andrew Greenberg ⁽¹⁾	Beaumont	May 1, 2013

* The Governor will appoint a successor; however, the current regent will continue to serve until his or her replacement is approved.

⁽¹⁾ Student Regent. State law does not allow a student regent to vote on matters before the Board.

PRINCIPAL ADMINISTRATORS

<u>Name</u>	<u>Title</u>	<u>Length of Service</u>
Brian McCall, Ph.D.	Chancellor, Secretary of the Board	3 years
Perry Moore, Ph.D.	Vice Chancellor for Academic Affairs	1 year
Fernando C. Gomez, J.D., Ph.D.	Vice Chancellor & General Counsel	22 years
Roland Smith, Ph.D., C.P.A.	Vice Chancellor for Finance	7 years
Sean Cunningham, J.D.	Vice Chancellor for Governmental Relations	3 years
Peter Graves, J.D.	Vice Chancellor for Contract Administration	7 years
Carole Fox, C.P.A.	Director of Audits & Analysis	5 years

CONSULTANTS

Financial Advisor

First Southwest Company
Dallas, Texas

Bond Counsel

McCall, Parkhurst & Horton L.L.P.
Austin, Texas

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USE OF INFORMATION IN OFFICIAL STATEMENT

No dealer, broker, salesman or other person has been authorized to give any information, or to make any representations, other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by the Board or the Underwriters. This Official Statement is not to be used in connection with an offer to sell or the solicitation of an offer to buy in any state in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

Any information and expressions of opinion herein contained are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the University System or other matters described herein since the date hereof.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

CUSIP numbers have been assigned to this issue by the CUSIP Service Bureau and are included solely for the convenience of the owners of the Bonds. None of the Board, the Financial Advisor, or the Underwriters shall be responsible for the selection or correctness of the CUSIP numbers shown on page ii.

THIS OFFICIAL STATEMENT IS INTENDED TO REFLECT FACTS AND CIRCUMSTANCES ON THE DATE OF THIS OFFICIAL STATEMENT OR ON SUCH OTHER DATE OR AT SUCH OTHER TIME AS IDENTIFIED HEREIN. NO ASSURANCE CAN BE GIVEN THAT SUCH INFORMATION WILL NOT BE MISLEADING AT A LATER DATE. CONSEQUENTLY, RELIANCE ON THIS OFFICIAL STATEMENT AT TIMES SUBSEQUENT TO THE ISSUANCE OF THE BONDS DESCRIBED HEREIN SHOULD NOT BE MADE ON THE ASSUMPTION THAT ANY SUCH FACTS OR CIRCUMSTANCES ARE UNCHANGED.

NONE OF THE BOARD, THE FINANCIAL ADVISOR OR THE UNDERWRITERS MAKE ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT REGARDING THE DEPOSITORY TRUST COMPANY (“DTC”) OR ITS BOOK-ENTRY-ONLY SYSTEM.

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

No registration statement relating to the Bonds has been filed with the United States Securities and Exchange Commission under the Securities Act of 1933, as amended, in reliance upon an exemption provided thereunder. The Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Bonds been registered or qualified under the securities laws of any other jurisdiction. The Board assumes no responsibility for the registration or qualification for sale or other disposition of the Bonds under the securities laws of any jurisdiction in which the Bonds may be offered, sold or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualifications provisions.

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.

The statements contained in this Official Statement, and in other information provided by the Board, that are not purely historical are forward-looking statements, including statements regarding the Board’s expectations, hopes, intentions or strategies regarding the future. All forward-looking statements included in this Official Statement are based on information available to the Board on the date hereof, and the Board assumes no obligation to update any such forward-looking statements.

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The cover page hereof, this page, the schedule and the appendices included herein and any addenda, supplement or amendment hereto, are part of the Official Statement.

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OFFICIAL STATEMENT

\$87,060,000

BOARD OF REGENTS, TEXAS STATE UNIVERSITY SYSTEM REVENUE FINANCING SYSTEM REVENUE AND REFUNDING BONDS, SERIES 2013

INTRODUCTION

This Official Statement, which includes the cover page, Schedule I, and the appendices hereto, provides certain information regarding the issuance by the Board of Regents (the “Board”), Texas State University System (the “University System”), of its \$87,060,000 Revenue Financing System Revenue and Refunding Bonds, Series 2013 (the “Bonds”). Capitalized terms used in this Official Statement and not otherwise defined have the same meanings assigned to such terms in “APPENDIX C, EXCERPTS FROM THE MASTER RESOLUTION.”

The following state supported institutions are under the governance and control of the University System: Lamar University; Lamar Institute of Technology; Lamar State College - Orange; Lamar State College - Port Arthur; Sam Houston State University; Texas State University - San Marcos (formerly known as Southwest Texas State University); Sul Ross State University; and Sul Ross State University Rio Grande College. Angelo State University (“ASU”) was previously under the governance and control of the University System, but during the 80th Legislature, Regular Session, H.B. 3564 was passed transferring ASU from the University System to the Texas Tech University System, effective September 1, 2007. All conditions precedent to the release of ASU as a member of the Revenue Financing System (defined below) pursuant to the Master Resolution were completed and the transfer and release was effectuated as of February 4, 2009. See “ASU TRANSFER”. For the 2012 Fall Semester, the University System, had a total enrollment of 78,144* students. For a full description of the University System and its component institutions, see “APPENDIX A, DESCRIPTION OF THE UNIVERSITY SYSTEM.”

Pursuant to the Master Resolution, the Board created the Texas State University System Revenue Financing System (the “Revenue Financing System”) for the purpose of providing a system-wide financing structure for revenue supported indebtedness to reduce costs, increase borrowing capacity, provide additional security to the credit markets and provide the Board with increased financial flexibility. Currently, all of the eight component institutions of the University System identified above are Members in the Revenue Financing System. Pursuant to the Master Resolution, the Board has, with certain exceptions, combined all of the revenues, funds and balances attributable to any Member in the Revenue Financing System that may lawfully be pledged to secure the payment of revenue-supported debt obligations and has pledged those sources as Pledged Revenues to secure the payment of revenue-supported debt obligations of the Board incurred as Parity Debt under the Master Resolution. The Board has covenanted that it will not incur any additional debt secured by Pledged Revenues unless such debt constitutes Parity Debt or is junior and subordinate to Parity Debt. See “SECURITY FOR THE BONDS—The Revenue Financing System” and “APPENDIX C, EXCERPTS FROM THE MASTER RESOLUTION.”

This Official Statement contains summaries and descriptions of the plan of financing, the Master Resolution, the Bonds, the Board, the University System and other related matters. All references to and descriptions of documents contained herein are only summaries and are qualified in their entirety by reference to each such document. Copies of such documents may be obtained from Roland Smith, Ph.D., Vice Chancellor of Finance, Texas State University System, Thomas J. Rusk Building, Suite 600, 208 East 10th Street, Austin, Texas 78701-2407.

PLAN OF FINANCING

Purpose. The Bonds are being issued for the purpose of (i) acquiring, purchasing, constructing, improving, renovating, enlarging or equipping property, buildings, structures, facilities, roads or related infrastructure for certain members of the Revenue Financing System, (ii) refunding a portion of the University System’s outstanding obligations (as described on Schedule I hereto) (the “Refunded Bonds”) for debt service savings, (iii) funding certain capitalized interest for the Bonds, and (iv) paying the costs of issuance of the Bonds. See Schedule I for a detailed listing of the Refunded Bonds and their redemption date and redemption price.

* Based on preliminary enrollment data, subject to change. See “APPENDIX A - Table A-1 “Headcount Enrollment Information”.

Refunded Bonds. The payments due on the Refunded Bonds are to be paid on the redemption date of such Refunded Bonds from funds to be deposited pursuant to a certain Escrow Agreement (the “Escrow Agreement”) between the University System and The Bank of New York Mellon Trust Company, N.A. (the “Escrow Agent”). The Sixteenth Supplemental Resolution provides that from the proceeds of the sale of the Bonds received from the Underwriters the University System will deposit with the Escrow Agent the amount necessary to accomplish the discharge and final payment of the Refunded Bonds on their redemption date. Such funds will be held by the Escrow Agent in a special escrow account (the “Escrow Fund”) and used to purchase (i) direct noncallable obligations of the United States, including obligations that are unconditionally guaranteed by the United States and (ii) noncallable obligations of an agency or instrumentality of the United States, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date of the purchase thereof are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent (the “Defeasance Securities”). Under the Escrow Agreement, the Escrow Fund is irrevocably pledged to the payment of the principal of and interest on the Refunded Bonds and amounts therein will not be available to pay the Bonds.

By the deposit of the Defeasance Securities and cash, if necessary, with the Escrow Agent pursuant to the Escrow Agreement, the University System will have effected the defeasance of all of the Refunded Bonds in accordance with State law. The Refunded Bonds will be outstanding only for the purpose of receiving payments from the Defeasance Securities and any cash held for such purpose by the Escrow Agent and such Refunded Bonds will not be deemed as being outstanding obligations of the University System. The University System has covenanted in the Escrow Agreement to make timely deposits to the Escrow Fund, from lawfully available funds, of any additional amounts required to make payments on the Refunded Bonds, if for any reason, the cash balances on deposit or scheduled to be on deposit in the Escrow Fund are insufficient to make such payment.

Grant Thornton LLP will certify as to the sufficiency of the amounts initially deposited to the Escrow Fund to pay the principal of and any interest on the Refunded Bonds when due on the scheduled maturity or redemption dates. In accordance with the supplemental resolutions authorizing the issuance of the Refunded Bonds, the University System will give irrevocable instructions to the Escrow Agent to provide the required notice to the owners of the Refunded Bonds that the Refunded Bonds will be paid or redeemed prior to their stated maturity on the date or dates reflected on Schedule I.

THE BONDS

Authority for Issuance of the Bonds. The Bonds are being issued in accordance with the general laws of the State of Texas, including particularly Chapters 54 and 55 of the Texas Education Code, as amended, and Chapters 1207 and 1371, Texas Government Code, as amended, and other applicable law, and pursuant to the Master Resolution, the Sixteenth Supplemental Resolution, and a certificate awarding the sale of the Bonds as authorized by the Sixteenth Supplemental Resolution (the “Award Certificate”). The Bonds will be the nineteenth series of debt obligations issued as Parity Debt and payable from the Pledged Revenues. The Master Resolution permits additional Parity Debt to be issued in the future. Each issue of long-term Parity Debt was issued pursuant to supplements to the Master Resolution.

As of December 1, 2012, long-term Parity Debt in the aggregate principal amount of \$752,560,000 was outstanding. See “SECURITY FOR THE BONDS – The Revenue Financing System,” “SECURITY FOR THE BONDS—Additional Obligations”, “SECURITY FOR THE BONDS – Parity Debt,” “TABLE 2 – DEBT SERVICE REQUIREMENTS” and “APPENDIX A, DESCRIPTION OF THE UNIVERSITY SYSTEM—Outstanding Indebtedness.”

Sources and Uses of Proceeds. The proceeds from the sale of the Bonds will be applied as follows:

Par Amount of Bonds	\$ 87,060,000.00
Net Original Issue Premium	<u>12,987,771.45</u>
Total Sources of Funds	<u>\$100,047,771.45</u>
Uses of Funds	
Deposit to Project Fund	\$ 78,049,119.00
Deposit to Escrow Fund	17,724,362.23
Costs of Issuance (including Underwriters’ Discount)	727,897.72
Capitalized Interest Fund (through 9/15/2014)	<u>3,546,392.50</u>
Total Uses of Funds	<u>\$100,047,771.45</u>

General. The Bonds will be initially issued in book-entry-only form, as discussed below under “THE BONDS—Book-Entry-Only System,” but may subsequently be issued in certificated form, in either case only as fully registered bonds, without coupons, in any integral multiple of \$5,000 principal amount within a stated maturity. The Bonds will be dated February 1, 2013, will accrue interest from the delivery date, and will bear interest at the per annum rates, mature on the dates and in the principal amounts shown on the inside front cover page of this Official Statement. Interest on the Bonds is payable on each March 15 and September 15, commencing March 15, 2013, until maturity or prior redemption. Interest is payable to the person in whose name such Bond is registered on the last business day of the month next preceding such interest payment date.

In the event that any date for payment of the principal of or interest on the Bonds is a Saturday, Sunday, legal holiday, or day on which banking institutions are authorized by law or executive order to close in the city of New York, New York or where the Designated Trust Office (as hereinafter defined) of The Bank of New York Mellon Trust Company, N.A. (the “Paying Agent/Registrar”) is located, then the date for such payment will be the next succeeding day which is not a Saturday, Sunday, legal holiday, or day on which such banking institutions are authorized to close (a “Business Day”). Payment on such later date will not increase the amount of interest due and will have the same force and effect as if made on the original date payment was due.

Redemption.

Optional Redemption. The Bonds scheduled to mature on and after March 15, 2024 are subject to redemption prior to maturity at the option of the Board on March 15, 2023 or on any date thereafter, in whole or from time to time in part, in principal amounts of \$5,000 or any integral multiple thereof (and, if in part, the particular Bonds or portion thereof to be redeemed shall be selected by the Board) at a price of 100% of the principal amount plus accrued interest to the redemption date.

During any period in which ownership of the Bonds is determined by a book entry at a securities depository for the Bonds, if fewer than all of the Bonds of the same maturity are to be redeemed, the particular Bonds of such maturity shall be selected in accordance with the arrangements between the Board and the securities depository.

Mandatory Sinking Fund Redemption. The Bonds scheduled to mature on March 15 in the years 2038 and 2042 (the “Term Bonds”) are subject to mandatory sinking fund redemption prior to their scheduled maturity and shall be redeemed by the Board, in part, prior to their scheduled maturity, at a redemption price equal to the principal amount thereof plus accrued interest to the date of redemption on the dates, and in the principal amounts, respectively, set forth in the following schedules:

<u>Term Bonds Stated to Mature on March 15, 2038</u>		<u>Term Bonds Stated to Mature on March 15, 2042</u>	
<u>Redemption Date</u>	<u>Principal Amount</u>	<u>Redemption Date</u>	<u>Principal Amount</u>
March 15, 2034	\$ 2,695,000	March 15, 2039	\$ 2,640,000
March 15, 2035	2,175,000	March 15, 2040	2,775,000
March 15, 2036	2,280,000	March 15, 2041	2,910,000
March 15, 2037	2,395,000	March 15, 2042**	3,060,000
March 15, 2038**	2,515,000		

** Stated Maturity

The principal amount of the Term Bonds required to be redeemed on each such redemption date shall be reduced, at the option of the Board, by the principal amount of any Term Bond of the same maturity, which, at least 45 days prior to the mandatory sinking fund redemption date, (1) shall have been acquired by the Board and delivered to the Paying Agent/Registrar for cancellation, or (2) shall have been acquired and canceled by such Paying Agent/Registrar at the direction of the Board, in either case of (1) or (2) at a price not exceeding the par or principal amount of such Term Bonds, or (3) have been redeemed pursuant to the optional redemption provisions set forth above and not theretofore credited against a mandatory sinking fund redemption. During any period in which ownership of the Term Bonds to be redeemed is determined by a book entry at a securities depository for such Term Bonds, if fewer than all of such Term Bonds of the same maturity are to be redeemed, the particular Term Bonds of such maturity shall be selected in accordance with the arrangements between the Board and the securities depository.

Notice of Redemption. At least thirty (30) days prior to the date fixed for any redemption of Bonds or portions thereof prior to maturity, a written notice of such redemption shall be published once in a financial publication, journal or reporter of general circulation among securities dealers in the City of New York, New York or in the State of Texas. Such notice shall also be sent by the Paying Agent/Registrar by United States mail, first-class postage prepaid, at least 30 days prior to the date fixed for any such redemption, to the registered owners of each bond or a portion thereof to be redeemed at its address as it appeared on the registration books of the Paying Agent/Registrar on the forty-fifth (45th) day prior to such redemption date; provided, however, that the failure to send, mail or receive such notice, or any defect therein or in the sending or mailing thereof, shall not affect the validity or effectiveness of the proceedings for the redemption of any Bond and that publication of such notice as described above shall be the only notice actually required. By the date fixed for any such redemption, due provision shall be made with the Paying Agent/Registrar for the payment of the required redemption price for the Bonds or portions thereof which are to be so redeemed. If such notice of redemption is given and if due provision for such payment is made, all as provided above, the Bonds or portions thereof which are to be redeemed thereby automatically shall be treated as redeemed prior to their scheduled maturities, and they shall not bear interest after the date fixed for redemption, and they shall not be regarded as being outstanding except for the right of the registered owner to receive the redemption price from the Paying Agent/Registrar out of the funds provided for such payment.

If at the time of mailing of notice of any optional redemption in connection with a refunding of the Bonds, the Board shall not have deposited with the Paying Agent/Registrar moneys sufficient to redeem all of the Bonds called for redemption, such notice may state that it is conditional in that it is subject to the deposit of the proceeds of refunding bonds with the Paying Agent/Registrar not later than the redemption date, and such notice shall be of no effect unless such moneys are so deposited.

Legality. The Bonds are offered when, as and if issued, subject to the approval of legality by the Attorney General of the State of Texas and the opinion of McCall, Parkhurst & Horton L.L.P., Austin, Texas, Bond Counsel. See “LEGAL MATTERS.”

Paying Agent/Registrar. The Board covenants in the Sixteenth Supplemental Resolution to maintain and provide a paying agent/registrar at all times until the Bonds are paid. The initial Paying Agent/Registrar is The Bank of New York Mellon Trust Company, N.A.

Successor Paying Agent/Registrar. In the Sixteenth Supplemental Resolution, the Board reserves the right to replace the Paying Agent/Registrar. The Board covenants to maintain and provide a Paying Agent/Registrar at all times while the Bonds are outstanding, and any successor Paying Agent/Registrar shall be a competent and legally qualified bank, trust company, financial institution, or other qualified agency. In the event that the entity at any time acting as Paying Agent/Registrar should resign or otherwise cease to act as such, the Board covenants to promptly appoint a competent and legally qualified bank, trust company, financial institution or other qualified agency to act as Paying Agent/Registrar. Upon any change in the Paying Agent/Registrar with respect to the Bonds, the Board agrees to promptly cause a written notice thereof to be sent to each registered owner of the affected Bonds by United States mail, first-class, postage prepaid, which notice shall also give the address of the new Paying Agent/Registrar.

Sixteenth Supplemental Resolution. The issuance, sale and delivery of the Bonds are authorized by the Sixteenth Supplemental Resolution and the Award Certificate authorized in the Sixteenth Supplemental Resolution. The Sixteenth Supplemental Resolution also contains the written determination by the Board, as required by the Master Resolution as a condition to the issuance of Parity Debt, that it will have sufficient funds to meet the financial obligations of the University System, including sufficient Pledged Revenues to satisfy the annual debt service requirements of the Revenue Financing System and to meet all financial obligations of the Board relating to the Revenue Financing System and that the Members on whose behalf the Bonds are issued possess the financial capacity to satisfy their Direct Obligations after taking the Bonds into account.

The Sixteenth Supplemental Resolution permits amendment, without the consent of the Bondholders, for the same purposes for which amendment may be made to the Master Resolution without the consent of the owners of outstanding Parity Debt. See “APPENDIX C, EXCERPTS FROM THE MASTER RESOLUTION.” The Sixteenth Supplemental Resolution also permits amendment, with the consent of the owners of 51% in aggregate principal amount of the Outstanding Bonds, other than amendments which change the maturity of the Outstanding Bonds, reduce the rate of interest borne by the Outstanding Bonds, reduce the amount of principal payable on the

Outstanding Bonds, modify the payment of principal of or interest on the Outstanding Bonds, or impose any conditions with respect to such payment, affect the rights of the owners of less than all Bonds then outstanding, or change the minimum percentage of outstanding principal amount of Bonds necessary for consent to an amendment.

Additional Defeasance Provisions. In addition to the defeasance provisions set forth in the Master Resolution as described in “APPENDIX C”, the Sixteenth Supplemental Resolution provides that, to the extent that the Bonds are treated as Defeased Debt for purposes of the Master Resolution, any determination not to redeem Defeased Debt that is made in conjunction with the payment arrangements specified in the Master Resolution shall not be irrevocable, provided that the Board: (i) in the proceedings providing for such defeasance, expressly reserves the right to call the Defeased Debt for redemption; (ii) gives notice of the reservation of that right to the owners of the Defeased Debt immediately following the defeasance; (iii) directs that notice of the reservation be included in any defeasance notices that it authorizes; and (iv) at or prior to the time of the redemption, satisfies the conditions of the Master Resolution with respect to such Defeased Debt as though it was being defeased at the time of the exercise of the option to redeem the Defeased Debt, after taking the redemption into account in determining the sufficiency of the provisions made for the payment of the Defeased Debt.

The Sixteenth Supplemental Resolution also provides that, with respect to the defeasance of the Bonds, the term Government Obligations shall mean (i) direct, noncallable obligations of the United States of America, including obligations that are unconditionally guaranteed by the United States of America, (ii) noncallable obligations of an agency or instrumentality of the United States of America, including obligations that are unconditionally guaranteed or insured by the agency or instrumentality and that, on the date of the purchase thereof are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent, and (iii) noncallable obligations of a state or an agency or a county, municipality, or other political subdivision of a state that have been refunded and that, on the date the Board adopts or approves the proceedings authorizing the financial arrangements are rated as to investment quality by a nationally recognized investment rating firm not less than AAA or its equivalent.

Book Entry-Only System. The following information has been furnished by The Depository Trust Company, New York, New York (“DTC”), for use in disclosure documents such as this Official Statement. None of the Board, the Financial Advisor or the Underwriters make any representation or warranty regarding the information furnished by DTC.

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered 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 certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world’s largest 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. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity, 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 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 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each 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 are, however, 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 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 Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all 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 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 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such 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 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the 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 Paying Agent/Registrar and request that copies of notices be provided directly to them.

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

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Board 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 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the 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 Board or Paying Agent/Registrar, on 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 nor its nominee, the Paying Agent/Registrar, or the Board, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Board or the Paying Agent/Registrar, 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 Bonds at any time by giving reasonable notice to the Board or the Paying Agent/Registrar. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

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

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Board believes to be reliable, but the Board takes no responsibility for the accuracy thereof.

Use of Certain Terms in Other Sections of this Official Statement. In reading this Official Statement it should be understood that while the Bonds are in the Book-Entry-Only System, references in other sections of this Official Statement to registered owners should be read to include the person for which the Participant acquires an interest in the Bonds, but (i) all rights of ownership must be exercised through DTC and the Book-Entry-Only System, and (ii) except as described above, notices that are to be given to registered owners under the Master Resolution or the Sixteenth Supplemental Resolution will be given only to DTC.

THE PAYING AGENT/REGISTRAR AND THE BOARD, SO LONG AS THE DTC BOOK-ENTRY SYSTEM IS USED FOR THE BONDS, WILL SEND ANY NOTICE OF REDEMPTION, NOTICE OF PROPOSED AMENDMENT TO THE MASTER RESOLUTION, THE SIXTEENTH SUPPLEMENTAL RESOLUTION, OR OTHER NOTICES WITH RESPECT TO THE BONDS ONLY TO DTC. ANY FAILURE BY DTC TO ADVISE ANY DTC PARTICIPANT, OR OF ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT TO NOTIFY THE BENEFICIAL OWNERS, OF ANY NOTICES AND THEIR CONTENTS OR EFFECT WILL NOT AFFECT THE VALIDITY OF THE REDEMPTION OF THE BONDS CALLED FOR REDEMPTION OR OF ANY OTHER ACTION PREMISED ON ANY SUCH NOTICE. REDEMPTION OF PORTIONS OF BONDS BY THE BOARD WILL REDUCE THE OUTSTANDING PRINCIPAL AMOUNT OF SUCH BONDS HELD BY DTC. IN SUCH EVENT, DTC MAY IMPLEMENT, THROUGH ITS BOOK-ENTRY SYSTEM, A REDEMPTION OF SUCH BONDS HELD FOR THE ACCOUNT OF DTC PARTICIPANTS IN ACCORDANCE WITH ITS OWN RULES OR OTHER AGREEMENTS WITH DTC PARTICIPANTS AND THEN DIRECT PARTICIPANTS AND INDIRECT PARTICIPANTS MAY IMPLEMENT A REDEMPTION OF SUCH BONDS FROM THE BENEFICIAL OWNERS. ANY SUCH SELECTION OF THE BONDS TO BE REDEEMED WILL NOT BE GOVERNED BY THE SIXTEENTH SUPPLEMENTAL RESOLUTION AND WILL NOT BE CONDUCTED BY THE BOARD OR THE PAYING AGENT/REGISTRAR. NEITHER THE BOARD NOR THE PAYING AGENT/REGISTRAR WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO DIRECT PARTICIPANTS, INDIRECT PARTICIPANTS, OR THE PERSONS FOR WHOM DTC PARTICIPANTS ACT AS NOMINEES, WITH RESPECT TO THE PAYMENTS ON THE AFFECTED BONDS OR THE PROVIDING OF NOTICE TO DIRECT PARTICIPANTS, INDIRECT PARTICIPANTS, OR BENEFICIAL OWNERS OF THE SELECTION OF PORTIONS OF THE BONDS FOR REDEMPTION. IF LESS THAN ALL OF THE BONDS ARE TO BE REDEEMED, THE CURRENT DTC PRACTICE IS TO DETERMINE BY LOT THE AMOUNT OF INTEREST OF EACH DTC PARTICIPANT TO BE REDEEMED.

Transfer, Exchange, and Registration. In the event the book-entry system is discontinued, the affected Bonds may be transferred and exchanged on the registration books of the Paying Agent/Registrar only upon presentation and surrender thereof to the Paying Agent/Registrar at its designated trust office, initially its office in Dallas, Texas (the “Designated Trust Office”), and such transfer or exchange shall be without expense or service charge to the registered owner, except for any tax or other governmental charges required to be paid with respect to such registration, exchange and transfer. A Bond may be assigned by the execution of an assignment form on the Bond or by other instrument of transfer and assignment acceptable to the Paying Agent/Registrar. A new Bond will be delivered by the Paying Agent/Registrar, in lieu of the Bond being transferred or exchanged, at the Designated Trust Office of the Paying Agent/Registrar. To the extent possible, new Bonds issued in an exchange or transfer of Bonds will be delivered to the registered owner or assignee of the registered owner in not more than three business days after the receipt of the Bonds to be canceled, and the written instrument of transfer or request for exchange duly executed by the registered owner or his duly authorized agent, in form satisfactory to the Paying Agent/Registrar. New Bonds registered and delivered in an exchange or transfer shall be in any integral multiple of \$5,000 for any one maturity and for a like aggregate principal amount as the Bond or Bonds surrendered for exchange or transfer.

Limitations on Transfer of Bonds. Neither the Board nor the Paying Agent/Registrar shall be required to make any transfer or exchange during a period beginning with the close of business on any Record Date and ending with the opening of business on the next following interest payment date or, with respect to any Bond or portion thereof called for redemption, within 45 days prior to its redemption date.

Record Date for Interest Payment. The record date (“Record Date”) for the interest payable on any interest payment date means the last business day of the month next preceding such interest payment date.

Special Record Date. In the event of a non-payment of interest on a scheduled payment date, and for 30 days thereafter, a new record date for such interest payment (a “Special Record Date”) will be established by the Paying Agent/Registrar, if and when funds for the payment of such interest have been received from the University

System. Notice of the Special Record Date and of the scheduled payment date of the past due interest (which shall be 15 days after the Special Record Date) shall be sent at least five business days prior to the Special Record Date by United States mail, first-class postage prepaid, to the address of each Bondholder appearing on the registration books of the Paying Agent/Registrar at the close of business on the last business day next preceding the date of mailing of such notice.

Damaged, Mutilated, Lost, Stolen or Destroyed Bonds. In case any Bond shall be damaged, mutilated, lost, stolen or destroyed, the Paying Agent/Registrar may register and deliver a replacement Bond of like form and tenor, and in the same denomination and bearing a number not contemporaneously outstanding, in exchange and substitution for, or in lieu of such damaged, mutilated, lost, stolen or destroyed Bond, only upon the approval of the University System and after (i) the filing by the registered owner thereof with the Paying Agent/Registrar of evidence satisfactory to the Paying Agent/Registrar of the destruction, loss or theft of such Bond, and of the authenticity of the ownership thereof and (ii) the furnishing to the Paying Agent/Registrar of indemnification in an amount satisfactory to hold the University System and the Paying Agent/Registrar harmless. All expenses and charges associated with such indemnity and with the preparation, execution and delivery of a replacement Bond shall be borne by the registered owner of the Bond damaged, mutilated, lost, stolen or destroyed.

Bondholder Remedies. The Master Resolution and the Sixteenth Supplemental Resolution do not establish specific events of default with respect to the Bonds. If the Board defaults in the payment of the principal of or interest on the Bonds when due, any registered owner is entitled to seek a writ of mandamus from a court of proper jurisdiction requiring the Board to make such payment or observe and perform such covenants, obligations or conditions. Such right is in addition to any other rights the registered owners of the Bonds may be provided by the laws of the State. Under Texas law, there is no right to the acceleration of maturity of the Bonds upon the failure of the Board to observe any covenant under the Master Resolution or the Sixteenth Supplemental Resolution. Such registered owner's only practical remedy, if a default occurs, is a mandamus or mandatory injunction proceeding to compel the Board to set tuition and fees at a level sufficient to pay principal of and interest on the Bonds as such becomes due. The enforcement of any such remedy may be difficult and time consuming and a registered owner could be required to enforce such remedy on a periodic basis.

In general, Texas courts have held that a writ of mandamus may be issued to require public officials to perform ministerial acts that clearly pertain to their duties. Texas courts have held that a ministerial act is defined as a legal duty that is prescribed and defined with a precision and certainty that leaves nothing to the exercise of discretion or judgment, though mandamus is not available to enforce purely contractual duties. However, Texas courts have held that mandamus may be used to require a public officer to perform legally-imposed ministerial duties necessary for the performance of a valid contract to which the State or a political subdivision of the State is a party, including the payment of monies due under a contract.

Under current State law, the Board is prohibited from waiving sovereign immunity from suit or liability with respect to the Bonds, and the owners thereof are prevented by operation of the Board's sovereign immunity from bringing a suit against the Board in a court of law to adjudicate a claim to enforce the Bonds or for damages for breach of the Bonds. However, State courts have held that mandamus proceedings against a governmental unit, such as the Board, as discussed in the preceding paragraphs, are not prohibited by sovereign immunity.

The Master Resolution and the Sixteenth Supplemental Resolution do not provide for the appointment of a trustee to represent the interest of the bondholders upon any failure of the Board to perform in accordance with the terms of the Master Resolution and the Sixteenth Supplemental Resolution, or upon any other condition. The opinion of Bond Counsel will note that all opinions relative to the enforceability of the Master Resolution, the Sixteenth Supplemental Resolution and the Bonds are qualified with respect to the customary rights of debtors relative to their creditors.

SECURITY FOR THE BONDS

The Revenue Financing System. The Master Resolution created the Revenue Financing System to provide a financing structure for revenue supported indebtedness of the component institutions of the University System and other entities which may be included in the future, by Board action, as Members in the Revenue Financing System. The Revenue Financing System is intended to facilitate the assembling of all of the Members' revenue-supported debt capacity into a single financing program in order to provide a cost-effective debt program to Members and to maximize the financing options available to the Board. The Master Resolution provides that once a university or agency becomes a Member, the lawfully available revenues, income, receipts, rentals, rates, charges,

fees, including interest or other income, and balances attributable to that entity and pledged by the Board become part of the Pledged Revenues; provided, however, that, if at the time an entity becomes a Member it has outstanding obligations secured by such sources, such obligations will constitute Prior Encumbered Obligations under the Master Resolution and the pledge of such sources as Pledged Revenues will be subject and subordinate to such outstanding Prior Encumbered Obligations. Thereafter, the Board may issue bonds, notes, commercial paper, contracts, or other evidences of indebtedness, including credit agreements, on behalf of such institution, on a parity, as to payment and security, with the Outstanding Parity Debt, subject only to the outstanding Prior Encumbered Obligations, if any, with respect to such Member. Upon becoming a Member, an entity may no longer issue obligations having a lien on Pledged Revenues prior to the lien on the Outstanding Parity Debt. Generally, Prior Encumbered Obligations are those bonds or other obligations issued on behalf of a Member which were outstanding on the date such entity became a Member in the Revenue Financing System. As of December 1, 2012, there was \$520,000 in aggregate principal amount of Prior Encumbered Obligations outstanding. The Board does not currently anticipate adding Members to the Revenue Financing System which would result in the assumption of additional Prior Encumbered Obligations; however, no assurance can be given that the State Legislature will not add or remove additional component institutions to the University System in the future. See "APPENDIX A, DESCRIPTION OF THE UNIVERSITY SYSTEM - Outstanding Indebtedness."

In connection with each issuance of Parity Debt, the Board will make an accounting allocation to each Member of the University System of its proportionate share, if any, of such Parity Debt (hereinafter referred to as a Member's "Direct Obligation"). The Master Resolution provides that the Board, in establishing the annual budget for each Member of the Revenue Financing System shall provide for the satisfaction by each Member of its Direct Obligation. A Member's Direct Obligation is the financial responsibility of such Member with respect to Outstanding Parity Debt.

Further, the Master Resolution provides that if, in the judgment of the Board, any Member of the Revenue Financing System has been or will be unable to meet its Annual Obligation (which includes its Direct Obligation), the Board shall fix, levy, charge, and collect rentals, rates, fees and charges for goods and services furnished by such Member and the Pledged General Tuition, effective at the next succeeding regular semester(s) or summer term(s), in amounts sufficient, without limit (after taking into account the anticipated effect of the proposed adjustments would have on enrollment and the receipt of Pledged Revenues), together with other legally available funds, including Pledged Revenues attributable to such Member, to enable it to pay its Annual Obligations.

Pledge Under Master Resolution. All Parity Debt constitutes a special obligation of the Board equally and ratably secured solely by and payable solely from a pledge of and lien on the Pledged Revenues as described below.

The Pledged Revenues consist of, subject to the provisions of the Prior Encumbered Obligations, the Revenue Funds, including all of the funds and balances now or hereafter lawfully available to the Board and derived from or attributable to any Member of the Revenue Financing System which are lawfully available to the Board for payments on Parity Debt, including payments contemplated by the Agreement; provided, however, that the following shall not be included in Pledged Revenues unless and to the extent set forth in a supplement to the Master Resolution: (a) amounts received on behalf of any Member under Article VII, Section 17 of the State Constitution, including the income therefrom and any fund balances relating thereto (see "APPENDIX A - DESCRIPTION OF THE UNIVERSITY SYSTEM – Higher Education Assistance Fund Appropriations"); and (b) except to the extent so specifically appropriated, general revenue funds appropriated to the Board by the Legislature of the State of Texas. The "Revenue Funds" are defined in the Master Resolution to include the "revenue funds" of the Board (as defined in Section 55.01 of the Texas Education Code to mean the revenues, incomes, receipts, rentals, rates, charges, fees, grants, and tuition levied or collected from any public or private source by an institution of higher education, including interest or other income from those funds) derived by the Board from the operations of the Members, including specifically the Pledged General Tuition; provided, that Revenue Funds does not include, with respect to each series or issue of Parity Debt, any tuition, rentals, rates, fees, or other charges attributable to any student in a category which, at the time of adoption of the Supplement relating to such Parity Debt is exempt by law from paying such tuition, rentals, rates, fees, or other charges. All legally available funds of the Members, including unrestricted fund and reserve balances, are pledged to the payment of the Parity Debt. For a more detailed description of the Pledged General Tuition, see "APPENDIX C, EXCERPTS FROM THE MASTER RESOLUTION." For a more detailed description of the types of revenues and expenditures of the University System, see "APPENDIX A, DESCRIPTION OF THE UNIVERSITY SYSTEM."

Chapter 1208, as amended, Texas Government Code, applies to the issuance of the Bonds and the pledge of the Pledged Revenues, and such pledge is therefore, valid, effective and perfected. Should Texas law be amended while the Bonds are outstanding and unpaid, the result of such amendment being that the pledge of the Pledged Revenues is to be subject to the filing requirements of Chapter 9, Texas Business and Commerce Code, in order to preserve to the registered owners of the Bonds a security interest in such pledge, the Board agrees to take such measures as it determines are reasonable and necessary to enable a filing of a security interest in said pledge to occur.

The following table sets forth a historical compilation for fiscal years 2008 through 2012, inclusive, of the available revenues available during such years that would constitute Pledged Revenues under the Revenue Financing System based on current law:

TABLE 1
Pledged Revenues

	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Available Pledged Revenues Not Including Fund Balances ⁽¹⁾	\$ 397,263,787	\$ 439,196,376	\$ 434,282,274	\$ 453,981,523	\$ 538,585,385
Unrestricted Net Assets ⁽²⁾	<u>322,489,790</u>	<u>290,472,843</u>	<u>320,344,551</u>	<u>336,413,452</u>	<u>329,445,404</u>
Total Pledged Revenues and Unrestricted Net Assets	<u>\$ 719,753,577</u>	<u>\$ 729,669,219</u>	<u>\$ 754,626,825</u>	<u>\$ 790,394,975</u>	<u>\$ 868,030,789</u>

(1) The Available Pledged Revenues shown above consist of tuition, designated tuition, student center fees, and recovery of indirect costs for federal grants and contracts, federal pass-through grants from other agencies and State grants and contracts. The prior encumbered revenues of the University System are excluded. Also excludes state appropriations for reimbursement of debt service on tuition revenue bonds ("TRB's"). See APPENDIX A – FUNDING FOR THE UNIVERSITY SYSTEM AND ITS COMPONENT INSTITUTIONS – Tuition Revenue Bonds.

(2) Texas State University System Combined Annual Financial Report. In addition to current year Pledged Revenues, any unappropriated or reserve fund balances remaining at year-end are available for payment of the subsequent year's debt service.

Subject to the provisions of the Master Resolution authorizing the Prior Encumbered Obligations, the Board has covenanted in the Master Resolution that in each fiscal year it will establish, charge, and use its reasonable efforts to collect Pledged Revenues which, if collected, would be sufficient to meet all financial obligations of the Board relating to the Revenue Financing System including all deposits or payments due on or with respect to Outstanding Parity Debt for such fiscal year. The Board has also covenanted in the Master Resolution that it will not incur any debt secured by Pledged Revenues unless such debt constitutes Parity Debt or is junior and subordinate to the Parity Debt. The Board intends to issue most of its revenue-supported debt obligations which benefit the Members as Parity Debt under the Master Resolution.

THE OPERATIONS OF THE UNIVERSITY SYSTEM AND ITS COMPONENT INSTITUTIONS ARE HEAVILY DEPENDENT ON STATE APPROPRIATIONS. THE BOARD AND THE COMPONENT INSTITUTIONS HAVE NO ASSURANCE THAT STATE APPROPRIATIONS TO THE COMPONENT INSTITUTIONS WILL CONTINUE AT THE SAME LEVEL AS IN PREVIOUS YEARS. See "Appendix A, DESCRIPTION OF THE UNIVERSITY SYSTEM—Funding for the University System and its Component Institutions."

THE BONDS ARE NOT GENERAL OBLIGATIONS OF THE BOARD, THE UNIVERSITY SYSTEM, THE STATE, OR ANY POLITICAL SUBDIVISION OF THE STATE. THE BOARD HAS NO TAXING POWER, AND NEITHER THE CREDIT NOR THE TAXING POWER OF THE STATE OR ANY POLITICAL SUBDIVISION OF THE STATE IS PLEDGED AS SECURITY FOR THE BONDS. THE BREACH OF ANY COVENANT, AGREEMENT, OR OBLIGATION CONTAINED IN THE SIXTEENTH SUPPLEMENTAL RESOLUTION WILL NOT IMPOSE OR RESULT IN GENERAL LIABILITY ON OR A CHARGE AGAINST THE GENERAL CREDIT OF THE BOARD OR THE UNIVERSITY SYSTEM.

Additional Obligations. The Board may issue additional Parity Debt to provide funds for the purpose of acquiring, purchasing, constructing, improving, renovating, enlarging or equipping the property, buildings, structures, facilities, roads or related infrastructure for the Members of the Revenue Financing System and to pay costs of issuance related to such additional Parity Debt. See “FUTURE CAPITAL IMPROVEMENT PLANS.” The Board may also issue additional Parity Debt to refund outstanding Prior Encumbered Obligations and Outstanding Parity Debt.

Parity Debt. The Board has previously issued other obligations that constitute Parity Debt. The Board has reserved the right to issue or incur additional Parity Debt for any purpose authorized by law pursuant to the provisions of the Master Resolution and a supplemental resolution. The Board may incur, assume, guarantee, or otherwise become liable with respect to any Parity Debt if the Board has determined that it will have sufficient funds to meet the financial obligations of the Members, including sufficient Pledged Revenues to satisfy the annual debt service requirements of the Revenue Financing System and to meet all financial obligations of the Board relating to the Revenue Financing System. The Master Resolution provides that the Board will not issue or incur additional Parity Debt unless (i) the Board determines that the Member or Members for whom the Parity Debt is being issued or incurred possess the financial capacity to satisfy their respective Direct Obligations, after taking into account the then proposed additional Parity Debt, and (ii) a System Representative delivers to the Board a certificate stating that, to the best of his or her knowledge, the Board is in compliance with all covenants contained in the Master Resolution and any Supplement and is not in default in the performance and observance of any of the terms, provisions, and conditions thereof.

Nonrecourse Debt and Subordinated Debt. The Master Resolution provides that Non-Recourse Debt and Subordinated Debt may be incurred by the Board without limitation. No such Non-Recourse Debt or Subordinated Debt has been issued by the Board on behalf of the Members.

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The following table is a summary of the debt service requirements of all Parity Debt and Prior Encumbered Obligations outstanding prior to the issuance of the Bonds. For a discussion of other debt of the University System payable from Higher Education Assistance Fund payments, see “APPENDIX A, DESCRIPTION OF THE UNIVERSITY SYSTEM —Funding for the University System and its Component Institutions-State Appropriations” and “ — Higher Education Assistance Fund (HEAF) Bonds.”

TABLE 2
DEBT SERVICE REQUIREMENTS
Texas State University System – Revenue Financing System
Debt Service Requirements

Fiscal Year End August 31 ⁺	Prior Encumbered Obligations ⁽¹⁾	Outstanding Parity Debt Service ^{(2)(3)*}	Less: Debt Service for		The Bonds		Total Annual Debt Service ^{*(2)(3)}
			Refunded Bonds	Principal	Interest ⁽³⁾	Total ⁽³⁾	
2013	\$ 7,800	\$ 57,190,184	\$ 397,394	\$ 920,000	\$ 341,206	\$ 1,261,206	\$58,061,796
2014	178,125	75,388,580	794,788	795,000	3,703,850	4,498,850	79,270,768
2015	183,025	73,952,030	2,219,788	2,930,000	3,687,950	6,617,950	78,533,218
2016	182,700	72,015,530	2,148,538	2,920,000	3,629,350	6,549,350	76,599,043
2017		71,766,863	1,392,250	2,315,000	3,570,950	5,885,950	76,260,563
2018		71,791,513	1,391,000	2,360,000	3,524,650	5,884,650	76,285,163
2019		65,239,938	1,388,000	2,815,000	3,430,250	6,245,250	70,097,188
2020		65,263,125	1,388,250	2,920,000	3,317,650	6,237,650	70,112,525
2021		63,066,425	1,391,500	3,045,000	3,200,850	6,245,850	67,920,775
2022		61,998,438	1,392,500	3,205,000	3,048,600	6,253,600	66,859,538
2023		50,312,269	1,391,250	3,360,000	2,888,350	6,248,350	55,169,369
2024		48,346,463	1,392,750	3,535,000	2,720,350	6,255,350	53,209,063
2025		48,361,650	1,391,750	3,700,000	2,543,600	6,243,600	53,213,500
2026		48,338,563	1,393,250	3,895,000	2,358,600	6,253,600	53,198,913
2027		43,725,150	657,000	3,355,000	2,163,850	5,518,850	48,587,000
2028		43,686,150	654,750	3,515,000	1,996,100	5,511,100	48,542,500
2029		29,412,263	656,500	3,650,000	1,855,500	5,505,500	34,261,263
2030		22,520,550	657,000	3,795,000	1,709,500	5,504,500	27,368,050
2031		22,423,031	656,250	3,920,000	1,595,650	5,515,650	27,282,431
2032		14,569,213	654,250	4,075,000	1,438,850	5,513,850	19,428,813
2033		12,613,063	656,000	2,590,000	1,275,850	3,865,850	15,822,913
2034		11,428,063	656,250	2,695,000	1,172,250	3,867,250	14,639,063
2035		7,458,313		2,175,000	1,037,500	3,212,500	10,670,813
2036		7,464,813		2,280,000	928,750	3,208,750	10,673,563
2037		7,457,969		2,395,000	814,750	3,209,750	10,667,719
2038		7,459,250		2,515,000	695,000	3,210,000	10,669,250
2039		7,460,500		2,640,000	569,250	3,209,250	10,669,750
2040		7,456,250		2,775,000	437,250	3,212,250	10,668,500
2041		3,346,000		2,910,000	298,500	3,208,500	6,554,500
2042		3,344,250		3,060,000	153,000	3,213,000	6,557,250
TOTAL	<u>\$551,650</u>	<u>\$1,124,856,393</u>	<u>\$24,721,006</u>	<u>\$87,060,000</u>	<u>\$60,107,756</u>	<u>\$147,167,756</u>	<u>\$1,247,854,793</u>

⁺ As of November 1, 2012

* A portion of such outstanding Parity Debt constitute Tuition Revenue Bonds that qualify the University System to be reimbursed from State appropriations for debt service payments in the amount of \$20,482,215 during fiscal year 2013. Future reimbursement by the State for debt service payments is entirely subject to future appropriations by the State Legislature in each subsequent State Biennium. See “APPENDIX A – FUNDING FOR THE UNIVERSITY SYSTEM AND ITS COMPONENT INSTITUTIONS – Tuition Revenue Bonds.”

⁽¹⁾ Texas State University – San Marcos, Series 1986 (Housing).

⁽²⁾ Includes outstanding Angelo State University debt issued prior to September 1, 2007.

⁽³⁾ Totals of these columns do not calculate exactly due to rounding of pennies for purposes of this table. Includes capitalized interest.

OUTSTANDING DEBT OBLIGATIONS

<u>Parity Debt (as of December 1, 2012)</u>	<u>Total</u>
Series 2003 ⁽¹⁾	\$ 2,280,000
Series 2004 ⁽¹⁾⁽²⁾	56,810,000
Series 2005 ⁽¹⁾	35,655,000
Series 2006	122,085,000
Series 2006A	19,130,000
Series 2008 ⁽¹⁾	163,480,000
Series 2009 ⁽¹⁾	76,985,000
Series 2010 ⁽¹⁾	98,445,000
Series 2010A ⁽¹⁾	64,495,000
Series 2011	85,335,000
Series 2012 ⁽¹⁾	<u>27,860,000</u>
	\$ 752,560,000
<u>Prior Encumbered Debt (as of December 1, 2012)</u>	
Housing System, Series 1986	<u>\$ 520,000</u>
	\$ 520,000
<u>Other Obligations (as of December 1, 2012)</u>	
Capital Leases	<u>\$ 23,140</u>
TOTAL	\$ 753,103,140

⁽¹⁾ All or a portion of such issue constitutes Tuition Revenue Bonds that qualify the University System to be reimbursed from State appropriations for debt service payments in the amount of \$20,482,215 during fiscal year 2013. Future reimbursement by the State for debt service payments is entirely subject to future appropriations by the State Legislature in each subsequent State biennium. See "APPENDIX A – FUNDING FOR THE UNIVERSITY SYSTEM AND ITS COMPONENT INSTITUTIONS – Tuition Revenue Bonds."

⁽²⁾ A portion of such bonds are to be part of the Refunded Bonds. See "PLAN OF FINANCING - Refunded Bonds" and Schedule I hereto.

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ASU TRANSFER

The 80th Texas Legislature approved House Bill 3564 (“H.B. 3564”) which transferred Angelo State University located in San Angelo, Texas (“ASU”) from the University System to Texas Tech effective September 1, 2007. Pursuant to H.B. 3564, all contracts and written obligations of every kind and character entered into by the Board for and on behalf of ASU, other than bonds, are considered ratified, confirmed, and validated by the Board of Regents of Texas Tech on the effective date of the transfer (i.e., September 1, 2007) and in those contracts and written obligations, the Board of Regents of Texas Tech is substituted for and stands and acts in the place of the Board to the extent permitted by law. Additionally, all funds that, on the effective date of the transfer, had been appropriated or dedicated to or were held for the use and benefit of ASU under the governance of the Board of the University System were transferred to the Board of Texas Tech for the use and benefit of ASU. Effective September 1, 2007, ASU ceased being under the control or governance of the Board.

Pursuant to the terms of the Master Resolution, the release of ASU required the Board of Regents of Texas Tech to enter into a binding obligation to make payments to the Board at the time and in the amounts equal to ASU’s Annual Obligation and to pay or discharge the ASU’s Direct Obligations. On June 19, 2008, the Board adopted a Resolution Amending the Master Resolution establishing the Texas State University System Revenue Financing System (the “Amending Resolution”) which amended the definition of “Pledged Revenues” in the Master Resolution to include payments received from Texas Tech. The Amending Resolution also provided for the automatic release of ASU as a Member of the University System’s Revenue Financing System without further action by the Board upon the delivery of (i) a binding obligation in compliance with the Master Resolution providing for Texas Tech to make payments to the Board at the times and in the amounts equal to ASU’s Annual Obligation and to pay or discharge ASU’s Direct Obligation and (ii) an opinion of counsel required by the Master Resolution that such release will not affect the status for federal income tax purposes of interest on any outstanding Parity Debt and that all conditions precedent relating to such release in the Master Resolution or in any supplemental resolution thereto have been complied with.

The Board and the Board of Regents of Texas Tech have entered into an “Agreement between the Board of Regents, Texas Tech University System and the Board of Regents, Texas State University System” (the “TT-TSUS Agreement”), dated as of December 19, 2008, and the Board has received the executed Board of Regents of Texas Tech University System Revenue Financing System Refunding Note Thirteenth Series (2008)”(the “Note”), which together with the TT-TSU Agreement constitutes a binding obligation as required by the Master Resolution. The Note provides for payments coming due in amounts and at times necessary to pay the debt service due on the ASU related Parity Debt and is secured by a lien on Texas Tech’s pledged revenues pursuant to the Texas Tech revenue financing system on parity with Texas Tech’s outstanding revenue financing system parity debt. On January 14, 2009, the Board received the approval of the Note by the Attorney General of the State of Texas and the Texas Bond Review Board. Under the terms of the TT-TSUS Agreement, the Board is obligated to use the payments it receives under the Note to make payments on the ASU-related Parity Debt. The TT-TSUS Agreement also provides that Texas Tech may assume, refund or defease all or a portion of the ASU-related Parity Debt provided that the assumption, refunding or defeasance does not result in additional costs to the University System. In the event Texas Tech assumes, refunds or defeases all or a portion of the ASU-related Parity Debt, an amount of the Note equal to the amount of the ASU-related Parity Debt so assumed, refunded or defeased shall be cancelled and discharged on the effective date of such assumption, refunding or defeasance. The Board shall not refinance, refund, defease or prepay the ASU-related Parity Debt without the prior written consent of Texas Tech, which consent shall not be unreasonably withheld. On February 4, 2009, Bond Counsel to the System delivered the opinion required by Master Resolution; that all conditions precedent to the release of ASU as a member of the Revenue Financing System pursuant to the Master Resolution were completed and the transfer was effectuated as of February 4, 2009. As of December 1, 2012, all parties are current on payments required under the TT-TSUS Agreement.

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FUTURE CAPITAL IMPROVEMENT PLANS

The University System’s component institutions plan for future capital improvements through individual Campus Master Plans that identify long term needs for capital improvements. The University System’s current capital improvement program for the years 2013 through 2018 is set forth below. The Campus Master Plans are subject to change and are reviewed periodically by the Texas Higher Education Coordinating Board and are used by that agency as one factor in the formula funding methodology used to allocate the University System’s share of the \$262,500,000 annual Constitutional Appropriation referred to as the Higher Education Assistance Fund (HEAF). See “APPENDIX A, DESCRIPTION OF THE UNIVERSITY SYSTEM—Funding for the University System and its Component Institutions-State Appropriations.”

Sources of funding for the needs identified in each component institution’s Campus Master Plan include legislative appropriations, constitutional appropriations, operational earnings of the various institutional activities such as residence halls, bookstores and utility systems, balances reserved for this purpose, unallocated balances and proceeds from debt issuances. With respect to constitutional appropriations, if projects are identified to be funded from appropriations and the legislature fails to appropriate such funds, then the University System may elect to postpone those projects until funds are appropriated.

Texas State University System Capital Improvement Program FY 2013-2018

<u>INSTITUTION</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>Total by Institution</u>
Lamar Institute of Technology	\$16,504,683	\$0	\$16,202,972	\$0	\$0	\$28,325,000	\$61,032,655
Lamar State College – Orange	\$0	\$0	\$0	\$23,778,000	\$0	\$0	\$23,778,000
Lamar State College – Port Arthur	\$3,195,000	\$1,500,000	\$7,000,000	\$0	\$0	\$0	\$11,695,000
Lamar University	\$4,277,850	\$39,926,600	\$22,238,527	\$49,275,748	\$67,255,690	\$0	\$182,974,415
Sam Houston State University	\$179,860,000	\$96,251,098	\$52,706,039	\$117,200,000	\$138,401,913	\$3,150,000	\$587,569,050
Sul Ross State University	\$10,191,130	\$980,000	\$2,263,832	\$8,552,000	\$19,604,000	\$24,941,000	\$66,531,962
Texas State University – San Marcos	<u>\$315,399,662</u>	<u>\$170,964,825</u>	<u>\$26,605,408</u>	<u>\$51,550,000</u>	<u>\$9,600,000</u>	<u>\$39,500,000</u>	<u>\$613,619,895</u>
TOTAL BY YEAR	\$529,428,325	\$309,622,523	\$127,016,778	\$250,355,748	\$234,861,603	\$95,916,000	
SYSTEM TOTAL							<u>\$1,547,200,977</u>

ABSENCE OF LITIGATION

Neither the Board nor any Member is a party to any litigation or other proceeding pending or, to the knowledge of such parties, threatened, in any court, agency, or other administrative body (either state or federal) which, if decided adversely to such parties, would have a material adverse effect on the Pledged Revenues, and no litigation of any nature has been filed or, to their knowledge, threatened, that would affect the provisions made for the use of the Pledged Revenues to secure or pay the principal of or interest on the Bonds, or in any manner questioning the validity of the Bonds.

REGISTRATION AND QUALIFICATION OF THE BONDS FOR SALE

No registration statement relating to the Bonds has been filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, in reliance upon the exemption provided thereunder by Section 3(a)(2). The Bonds have not been approved or disapproved by the Securities and Exchange Commission, nor has the Securities and Exchange Commission passed upon the accuracy or adequacy of this Official Statement. The Bonds have not been registered or qualified under the Securities Act of Texas in reliance upon various exemptions contained therein; nor have the Bonds been registered or qualified under the securities acts of any other jurisdiction. The University System assumes no responsibility for registration or qualification of the Bonds under the securities laws of any jurisdiction in which the Bonds may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for registration or qualification for sale or other disposition of the Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration or qualification provisions.

CONTINUING DISCLOSURE OF INFORMATION

In the Sixteenth Supplemental Resolution, the Board has made the following agreement for the benefit of the holders and beneficial owners of the Bonds. The Board is required to observe its agreement for so long as it remains obligated to advance funds to pay the Bonds. Under the agreement, the Board will be obligated to provide certain updated financial information and operating data annually, and timely notice of specified material events, to the Municipal Securities Rulemaking Board (the "MSRB"). Investors will be able to access continuing disclosure information filed with the MSRB free of charge at www.emma.msrb.org.

Annual Reports. The Board will provide, in an electronic format prescribed by the MSRB, certain updated financial information and operating data to the MSRB annually. The information to be updated includes all quantitative financial information and operating data with respect to the University System of the general type included in this Official Statement under Tables 1, 2, A-1, A-2, A-3, A-4, A-5, A-9 and A-10 and in APPENDIX B. The Board will update and provide this information within 180 days after the end of each fiscal year.

The Board may provide updated information in full text or such information may be included by specific reference to any document available to the public on the MSRB's internet web site or filed with the Securities and Exchange Commission (the "SEC"), as permitted by SEC Rule 15c2-12. The updated information will include audited financial statements, if the Board commissions an audit and it is completed by the time required. If audited financial statements are not available by the required time, the Board will provide such statements when and if they become available, but if such audited financial statements are unavailable, the Board will provide such financial statements on an unaudited basis within the required time. Any such financial statements are to be prepared in accordance with generally accepted accounting principles or such other accounting principles as the Board may be required to employ from time to time pursuant to state law or regulation. It is not expected that the Board will commission an audit. Hence, unaudited financial statements, as shown in APPENDIX B, are expected to be provided. However, the University System is audited as part of the State of Texas audit, but separate financial statements are not available.

The State's current fiscal year end is August 31. Accordingly, the Board must provide updated information within 180 days following August 31 of each year, unless the State changes its fiscal year. If the State changes its fiscal year, the Board will notify the MSRB of the change.

Notice of Certain Events. The Board will provide notice to the MSRB of any of the following events with respect to the Bonds, if such event is material within the meaning of the federal securities laws: (1) non-payment related defaults; (2) modifications to rights of bondholders; (3) Bond calls; (4) release, substitution, or sale of property securing repayment of the Bonds; (5) the consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into of a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions; other than pursuant to its terms; and (6) appointment of a successor or additional trustee or the change of name of a trustee.

The Board will also provide notice to the MSRB of any of the following events with respect to the Bonds, without regard to whether such even is considered material within the meaning of the federal securities laws: (1) principal and interest payment delinquencies; (2) unscheduled draws on debt service reserves reflecting financial difficulties; (3) unscheduled draws on credit enhancements reflecting financial difficulties; (4) substitution of credit or liquidity providers, or their failure to perform; (5) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; (6) tender offers; (7) defeasances; (8) rating changes; and (9) bankruptcy, insolvency, receivership, or similar event of the Board (which is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for the Board in a proceeding under the United States Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Board, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court of governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Board).

The Board will provide notice of the aforementioned events to the MSRB in a timely manner (but not in excess of ten business days after the occurrence of the event). The Board will also provide timely notice of any failure by the Board to provide annual financial information in accordance with their agreement described above under “—Annual Reports”.

Limitations and Amendments. The Board has agreed to update information and to provide notices of material events only as described above. The Board has not agreed to provide other information that may be relevant or material to a complete presentation of its financial results of operations, condition, or prospects or agreed to update any information that is provided, except as described above. The Board makes no representation or warranty concerning such information or concerning its usefulness to a decision to invest in or sell Bonds at any future date. The Board disclaims any contractual or tort liability for damages resulting in whole or in part from any breach of its continuing disclosure agreement or from any statement made pursuant to its agreement, although holders of Bonds may seek a writ of mandamus to compel the Board to comply with its agreement.

The Board may amend its continuing disclosure agreement from time to time to adapt to changed circumstances that arise from a change in legal requirements, a change in law, or a change in the identity, nature, status, or type of operations of the Board, if (i) the agreement, as amended, would have permitted an underwriter to purchase or sell Bonds in the primary offering described herein in compliance with SEC Rule 15c2-12, taking into account any amendments or interpretations of SEC Rule 15c2-12 to the date of such amendment, as well as such changed circumstances, and (ii) either (a) the holders of a majority in aggregate principal amount of the outstanding Bonds consent to the amendment or (b) any person unaffiliated with the Board (such as nationally recognized bond counsel) determines that the amendment will not materially impair the interests of the holders and beneficial owners of the Bonds. The Board may also amend or repeal its continuing disclosure agreement if the SEC amends or repeals the applicable provisions of SEC Rule 15c2-12 or a court of final jurisdiction enters judgment that such provisions of said rule are invalid, but only if and to the extent that the provisions of this sentence would not prevent an underwriter from lawfully purchasing or selling the Bonds in the primary offering of the Bonds. If the Board so amends the agreement, it has agreed to include with the next financial information and operating data provided in accordance with its agreement described above under “Annual Reports” an explanation, in narrative form, of the reasons for the amendment and of the impact of any change in the type of financial information and operating data so provided.

Compliance with Prior Agreements. The Board became obligated to make annual disclosure of certain financial information for the Texas State University System by filing with the state information depository (“SID”) and each nationally recognized municipal securities information repository (“NRMSIR”) in an offering that took place in 2003. Due to an administrative oversight, the System’s fiscal year end 2008 financial statements were not timely filed with the SID and each NRMSIR. Certain required financial information was not timely filed or was missing with the SID and each NRMSIR for fiscal years ending 2007 and 2008. All information has been filed, including a notice of late filing. The Board has implemented procedures to ensure timely filing of all future financial information.

Except for these late filings, the Board has not failed to comply in any material respect with any continuing disclosure agreement made by it in accordance with SEC Rule 15c2-12 during the past five years.

LEGAL MATTERS

General. Legal matters relating to the Bonds are subject to approval of legality by the Attorney General of the State of Texas and of certain legal matters by McCall, Parkhurst & Horton L.L.P., Austin, Texas, Bond Counsel to the Board, whose opinion will be delivered at the closing of the sale of the Bonds in substantially the form set forth in APPENDIX D. Bond Counsel was not requested to participate, and did not take part, in the preparation of this Official Statement except as hereinafter noted, and such firm has not assumed any responsibility with respect thereto or undertaken to verify any of the information contained herein, except that, in its capacity as Bond Counsel, such firm has reviewed the information relating to the Bonds, the Master Resolution, the Sixteenth Supplemental Resolution and the Revenue Financing System contained in this Official Statement under the captions “INTRODUCTION”, “PLAN OF FINANCING,” “THE BONDS” (other than information under the subcaptions “Sources and Uses of Proceeds,” “Book-Entry-Only System” and “Bondholder Remedies”), “SECURITY FOR THE BONDS,” “REGISTRATION AND QUALIFICATION OF THE BONDS FOR SALE,” “CONTINUING DISCLOSURE OF INFORMATION” (other than information under the subcaption “—Compliance with Prior Agreements”), “TAX MATTERS,” “LEGAL INVESTMENTS IN TEXAS”, “LEGAL MATTERS” (except for the last sentence of the first paragraph thereof), and in APPENDIX C and APPENDIX D and such firm is of the opinion that the information contained under such captions and in such Appendices is a fair and accurate summary of the information purported to be shown therein and is correct as to matters of law. The payment of legal fees to Bond Counsel is contingent upon the sale and delivery of the Bonds. Certain legal matters will be passed upon for the Underwriters by their counsel, Fulbright & Jaworski L.L.P. Dallas, Texas.

The various legal opinions to be delivered concurrently with the delivery of the Bonds express the professional judgment of the attorneys rendering the opinion as to the legal issues explicitly addressed therein. In rendering a legal opinion, the attorney does not become an insurer or guarantor of that expression of professional judgment, of the transaction opined upon, or of the future performance of the parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

Forward Looking Statements. The statements contained in this Official Statement, and in any other information provided by the Board, that are not purely historical, are forward-looking statements, including statements regarding the Board’s expectations, hopes, and intentions, or strategies regarding the future. Readers should not place undue reliance on forward-looking statements. All forward-looking statements included in this Official Statement are based on information available to the Board on the date hereof, and the Board assumes no obligation to update any such forward-looking statements. The Board’s actual results could differ materially from those discussed in such forward-looking statements.

The forward-looking statements herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners, and competitors, and legislative, judicial and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and therefore, there can be no assurance that the forward-looking statements in this Official Statement will prove to be accurate.

TAX MATTERS

Opinion. On the date of initial delivery of the Bonds, Bond Counsel will render its opinion that, in accordance with statutes, regulations, published rulings and court decisions existing on the date thereof (“Existing Law”), (i) interest on the Bonds for federal income tax purposes will be excludable from the “gross income” of the holders thereof and (ii) the Bonds will not be treated as “specified private activity bonds” the interest of which would be included as an alternative minimum tax preference under section 57(a)(5) of the Internal Revenue Code of 1986 (the “Code”). Except as stated above, Bond Counsel will express no opinion as to any other federal, state or local tax consequences of the purchase, ownership or disposition of the Bonds. See APPENDIX D – “FORM OF BOND COUNSEL OPINION.”

In rendering its opinion, Bond Counsel will rely upon certain information and representations of the Board, including information and representations contained in the Board’s federal tax certificate; and covenants of the Board contained in the bond documents relating to certain matters including arbitrage, the use of the proceeds of the

Bonds and the property to be refinanced therewith, and the verification report of Grant Thornton LLP. Failure by the Board to observe the aforementioned representations or covenants, could cause the interest on the Bonds to become taxable retroactively to the date of issuance.

The Code and the regulations promulgated thereunder contain a number of requirements that must be satisfied subsequent to the issuance of the Bonds in order for interest on the Bonds to be, and to remain, excludable from gross income for federal income tax purposes. Failure to comply with such requirements may cause interest on the Bonds to be included in gross income retroactively to the date of issuance of the Bonds. The opinion of Bond Counsel is conditioned on compliance by the Board with such requirements, and Bond Counsel has not been retained to monitor compliance with these requirements subsequent to the issuance of the Bonds.

Bond Counsel's opinion represents its legal judgment based upon its review of Existing Law and the reliance on the aforementioned information, representations, and covenants. Bond Counsel's opinion is not a guarantee of a result. Existing Law is subject to change by Congress and to subsequent judicial and administrative interpretation by the courts and the Department of the Treasury. There can be no assurance that Existing Law or the interpretation thereof will not be changed in a manner which would adversely affect the tax treatment of the purchase, ownership, or disposition of the Bonds.

A ruling was not sought from the Internal Revenue Service by the Board with respect to the Bonds or the projects financed or refinanced with the proceeds of the Bonds. No assurances can be given as to whether or not the Internal Revenue Service will commence an audit of the Bonds, or as to whether the Internal Revenue Service would agree with the opinion of Bond Counsel. If an Internal Revenue Service audit is commenced, under current procedures the Internal Revenue Service is likely to treat the Board as the taxpayer and the Bondholders may have no right to participate in such procedure. No additional interest will be paid upon any determination of taxability.

Federal Income Tax Accounting Treatment of Original Issue Discount. The initial public offering price to be paid for one or more maturities of the Bonds, may be less than the principal amount thereof or one or more periods for the payment of interest on the Bonds may not be equal to the accrual period or be in excess of one year (the "Original Issue Discount Bonds"). The difference between (i) the "stated redemption price at maturity" of each Original Issue Discount Bond, and (ii) the initial offering price to the public of such Original Issue Discount Bond constitutes original issue discount. The "stated redemption price at maturity" means the sum of all payments to be made on the Bonds less the amount of all periodic interest payments. Periodic interest payments are payments which are made during equal accrual periods (or during any unequal period if it is the initial or final period) and which are made during accrual periods which do not exceed one year.

Under Existing Law, any owner who has purchased such Original Issue Discount Bond in the initial public offering is entitled to exclude from gross income (as defined in Section 61 of the Code) an amount of income with respect to such Original Issue Discount Bond equal to that portion of the amount of such original issue discount allocable to the accrual period. For a discussion of certain collateral federal tax consequences, see discussion set forth below.

In the event of the redemption, sale or other taxable disposition of such Original Issue Discount Bond prior to stated maturity, however, the amount realized by such owner in excess of the basis of such Original Issue Discount Bond in the hands of such owner (adjusted upward by the portion of the original issue discount allocable to the period for which such Original Issue Discount Bond was held by such initial owner) is includable in gross income.

Under Existing Law, the original issue discount on each Original Issue Discount Bond is accrued daily to the stated maturity thereof (in amounts calculated as described below for each six-month period ending on the date before the semiannual anniversary dates of the date of the Bonds and ratably within each such six-month period) and the accrued amount is added to an initial owner's basis for such Original Issue Discount Bond for purposes of determining the amount of gain or loss recognized by such owner upon the redemption, sale or other disposition thereof. The amount to be added to basis for each accrual period is equal to (a) the sum of the issue price and the amount of original issue discount accrued in prior periods multiplied by the yield to stated maturity (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period) less (b) the amounts payable as current interest during such accrual period on such Original Issue Discount Bond.

The federal income tax consequences of the purchase, ownership, redemption, sale or other disposition of Original Issue Discount Bonds which are not purchased in the initial offering at the initial offering price may be determined according to rules which differ from those described above. All owners of Original Issue Discount

Bonds should consult their own tax advisors with respect to the determination for federal, state and local income tax purposes of the treatment of interest accrued upon redemption, sale or other disposition of such Original Issue Discount Bonds and with respect to the federal, state, local and foreign tax consequences of the purchase, ownership, redemption, sale or other disposition of such Original Issue Discount Bonds.

Collateral Federal Income Tax Consequences. The following discussion is a summary of certain collateral federal income tax consequences resulting from the purchase, ownership or disposition of the Bonds. This discussion is based on Existing Law, which is subject to change or modification, retroactively.

The following discussion is applicable to investors, other than those who are subject to special provisions of the Code, such as financial institutions, property and casualty insurance companies, life insurance companies, individual recipients of Social Security or Railroad Retirement benefits, individuals allowed an earned income credit, certain S corporations with accumulated earnings and profits and excess passive investment income, foreign corporations subject to the branch profits tax and taxpayers who may be deemed to have incurred or continued indebtedness to purchase tax-exempt obligations.

THE DISCUSSION CONTAINED HEREIN MAY NOT BE EXHAUSTIVE. INVESTORS, INCLUDING THOSE WHO ARE SUBJECT TO SPECIAL PROVISIONS OF THE CODE, SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX TREATMENT WHICH MAY BE ANTICIPATED TO RESULT FROM THE PURCHASE, OWNERSHIP AND DISPOSITION OF TAX-EXEMPT OBLIGATIONS BEFORE DETERMINING WHETHER TO PURCHASE THE BONDS.

Interest on the Bonds will be includable as an adjustment for “adjusted current earnings” to calculate the alternative minimum tax imposed on corporations by section 55 of the Code.

Under Section 6012 of the Code, holders of tax-exempt obligations, such as the Bonds, may be required to disclose interest received or accrued during each taxable year on their returns of federal income taxation.

Section 1276 of the Code provides for ordinary income tax treatment of gain recognized upon the disposition of a tax-exempt obligation, such as the Bonds, if such obligation was acquired at a “market discount” and if the fixed maturity of such obligation is equal to, or exceeds, one year from the date of issue. Such treatment applies to “market discount bonds” to the extent such gain does not exceed the accrued market discount of such bonds; although for this purpose, a *de minimis* amount of market discount is ignored. A “market discount bond” is one which is acquired by the holder at a purchase price which is less than the stated redemption price at maturity or, in the case of a bond issued at an original issue discount, the “revised issue price” (i.e., the issue price plus accrued original issue discount). The “accrued market discount” is the amount which bears the same ratio to the market discount as the number of days during which the holder holds the obligation bears to the number of days between the acquisition date and the final maturity date.

State, Local and Foreign Taxes. Investors should consult their own tax advisors concerning the tax implications of the purchase, ownership or disposition of the Bonds under applicable state or local laws. Foreign investors should also consult their own tax advisors regarding the tax consequences unique to investors who are not United States persons.

RATINGS

The Bonds have been assigned the ratings of “Aa2” by Moody’s Investors Service, Inc. (“Moody’s”) and “AA” by Fitch Ratings (“Fitch”). An explanation of the significance of each such rating may be obtained from the company furnishing the rating. The ratings will reflect only the views of such organizations at the time such ratings are given, and the Board makes no representation as to the appropriateness of the ratings. There is no assurance that such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by such rating companies, if circumstances so warrant. Any such downward revision or withdrawal of either rating may have an adverse effect on the market price of the Bonds.

LEGAL INVESTMENTS IN TEXAS

Section 1201.041 of the Public Security Procedures Act (Chapter 1201, Texas Government Code) provides that the Bonds are negotiable instruments governed by Chapter 8, Texas Business & Commerce Code, and are legal and authorized investments for insurance companies, fiduciaries, and trustees, and for the sinking fund of municipalities or other political subdivisions or public agencies of the State of Texas. In addition, various provisions of the Texas Finance Code provide that, subject to a prudent investor standard, the Bonds are legal investments for state banks, savings banks, trust companies with at least \$1 million of capital and savings and loan associations. The Bonds are eligible to secure deposits of any public funds of the state, its agencies and political subdivisions, and are legal security for those deposits to the extent of their market value. For political subdivisions in Texas which have adopted investment policies and guidelines in accordance with the Public Funds Investment Act, the Bonds may have to be assigned a rating of “A” or its equivalent as to investment quality by a national rating agency before such obligations are eligible investments for sinking funds and other public funds.

The University System has not made any investigation of other laws, rules, regulations or investment criteria which might apply to such institutions or entities or which might limit the suitability of the Bonds for any of the foregoing purposes or limit the authority of such institutions or entities to purchase or invest in the Bonds for such purposes. The University System has not made any review of laws in other states to determine whether the Bonds are legal investments for various institutions in those states.

VERIFICATION OF MATHEMATICAL COMPUTATIONS

Grant Thornton LLP, a firm of independent public accountants, will deliver to the Board, on or before the settlement date of the Bonds, its verification report indicating that it has verified, in accordance with attestation standards established by the American Institute of Certified Public Accountants, the mathematical accuracy of (a) the mathematical computations of the adequacy of the cash and the maturing principal of and interest on the Defeasance Securities, to pay, when due, the maturing principal of, interest on and related call premium requirements, if any, of the Refunded Bonds and (b) the mathematical computations of yield used by Bond Counsel to support its opinion that interest on the Bonds will be excluded from gross income for federal income tax purposes.

The verification performed by Grant Thornton LLP will be solely based upon data, information and documents provided to Grant Thornton LLP by First Southwest Company on behalf of the Board. Grant Thornton LLP has restricted its procedures to recalculating the computations provided by First Southwest Company on behalf of the Board and has not evaluated or examined the assumptions or information used in the computations.

UNDERWRITING

The Underwriters have agreed, subject to certain customary conditions to delivery, to purchase the Bonds from the Board at the initial public offering price shown on the inside front cover of this Official Statement, less an underwriting discount of \$480,300.39. The Underwriters will be obligated to purchase all of the Bonds if any Bonds are purchased. The Bonds may be offered and sold to certain dealers and others at prices lower than such public offering prices, and such public prices may be changed, from time to time, by the Underwriters.

Piper Jaffray & Co. and Pershing LLC, a subsidiary of The Bank of New York Mellon Corporation, entered into an agreement (the “Agreement”) which enables Pershing LLC to distribute certain new issue municipal securities underwritten by or allocated to Piper Jaffray & Co., including the Bonds. Under the Agreement, Piper Jaffray & Co. will share with Pershing LLC a portion of the fee or commission paid to Piper.

“Raymond James Financial, Inc. (“Raymond James Financial”), which is the parent company of Raymond James & Associates, Inc. (“Raymond James”), acquired during 2012 all of the stock of Morgan Keegan & Company, Inc. (“Morgan Keegan”). Morgan Keegan and Raymond James are each registered broker-dealers. Both Morgan Keegan and Raymond James are wholly owned subsidiaries of Raymond James Financial and, as such, are affiliated broker-dealers companies that operate under the common control of Raymond James Financial and utilize the trade name Raymond James | Morgan Keegan that appears on the front cover of this Official Statement. It is anticipated that the Public Finance businesses of Raymond James and Morgan Keegan will be combined in the near future.

Raymond James has entered into a distribution agreement with Morgan Keegan for the distribution of the Bonds at the original issue prices. Such arrangement generally provides that Raymond James will share a portion of its underwriting compensation or selling concession with Morgan Keegan.”

Wells Fargo Securities is the trade name for certain securities-related capital markets and investment banking services of Wells Fargo & Company and its subsidiaries, including Wells Fargo Bank, National Association. Wells Fargo Bank, National Association (“WFBNA”), a co-manager of the Bonds, has entered into an agreement (the “Distribution Agreement”) with Wells Fargo Advisors, LLC (“WFA”) for the distribution of certain municipal securities offerings, including the Bonds. WFBNA and WFA are both wholly owned subsidiaries of Wells Fargo & Company.

FINANCIAL ADVISOR

First Southwest Company is employed as Financial Advisor to the Board in connection with the issuance of the Bonds. The Financial Advisor’s fee for services rendered with respect to the sale of the Bonds is contingent upon the issuance and delivery of the Bonds.

AUTHENTICITY OF FINANCIAL DATA AND OTHER INFORMATION

The financial data and other information contained herein have been obtained from the Board’s records, annual financial statements and other sources which are believed to be reliable. There is no guarantee that any of the assumptions or estimates contained herein will be realized. All of the summaries of the statutes, documents, and resolutions contained in this Official Statement are made subject to all of the provisions of such statutes, documents, and resolutions. These summaries do not purport to be complete statements of such provisions and reference is made to such documents for further information. Reference is made to original documents in all respects.

The Award Certificate authorized in the Sixteenth Supplemental Resolution approved the form and content of this Official Statement, and authorized the undersigned to approve any addenda, supplement, or amendment thereto, and authorized its further use by the Underwriters in the reoffering of the Bonds.

Chancellor, Secretary of the Board of Regents
Texas State University System

SCHEDULE I
REFUNDED BONDS

Revenue Financing System Revenue and Refunding Bonds, Series 2004

Original Dated Date: November 15, 2004
Anticipated Call Date: September 15, 2014

<u>Original Maturity</u>	<u>Principal Amount Outstanding</u>	<u>Principal Amount Being Refunded</u>	<u>Principal Amount Remaining</u>	<u>Interest Rates</u>	<u>Redemption Price</u>
3/15/2015	\$ 7,885,000	\$ 1,425,000	\$ 6,460,000	5.00%	100%
3/15/2016	3,065,000	1,425,000	1,640,000	3.95%	100%
3/15/2017	1,555,000	725,000	830,000	5.00%	100%
3/15/2018	1,635,000	760,000	875,000	5.00%	100%
3/15/2019	1,715,000	795,000	920,000	5.00%	100%
3/15/2020	1,800,000	835,000	965,000	5.00%	100%
3/15/2021	1,890,000	880,000	1,010,000	5.00%	100%
3/15/2022	1,985,000	925,000	1,060,000	5.00%	100%
3/15/2023	2,090,000	970,000	1,120,000	5.00%	100%
3/15/2024	2,195,000	1,020,000	1,175,000	5.00%	100%
3/15/2025	2,300,000	1,070,000	1,230,000	5.00%	100%
3/15/2026	2,415,000	1,125,000	1,290,000	5.00%	100%
3/15/2027 ⁽¹⁾	955,000	445,000	510,000	5.00%	100%
3/15/2028 ⁽¹⁾	1,000,000	465,000	535,000	5.00%	100%
3/15/2029 ⁽¹⁾	1,050,000	490,000	560,000	5.00%	100%
3/15/2030 ⁽¹⁾	1,105,000	515,000	590,000	5.00%	100%
3/15/2031 ⁽²⁾	1,160,000	540,000	620,000	5.00%	100%
3/15/2032 ⁽²⁾	1,215,000	565,000	650,000	5.00%	100%
3/15/2033 ⁽²⁾	1,275,000	595,000	680,000	5.00%	100%
3/15/2034 ⁽²⁾	<u>1,340,000</u>	<u>625,000</u>	<u>715,000</u>	5.00%	100%
TOTAL	\$ 39,630,000	\$ 16,195,000	\$ 23,435,000		

⁽¹⁾ Represents a term bond maturing March 15, 2030.

⁽²⁾ Represents a term bond maturing March 15, 2034.

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APPENDIX A*

DESCRIPTION OF THE UNIVERSITY SYSTEM

BACKGROUND AND HISTORY

The University System was originally created by the Texas Legislature in 1911. The following state supported institutions are under the governance and control of the University System: Lamar University; Lamar Institute of Technology; Lamar State College - Orange; Lamar State College - Port Arthur; Sam Houston State University; Texas State University - San Marcos (formerly known as Southwest Texas State University); Sul Ross State University; and Sul Ross State University Rio Grande College. Angelo State University ("ASU") was previously under the governance and control of the University System but during the 80th Legislature, Regular Session, H.B. 3564 was passed transferring ASU from the University System to the Texas Tech University System, effective September 1, 2007. All conditions precedent to the release of ASU as a member of the Revenue Financing System (defined below) pursuant to the Master Resolution were completed and the transfer and release was effectuated as of February 4, 2009. See "ASU TRANSFER".

As the oldest university system in Texas, the University System encompasses institutions which are leaders in training teachers who staff the growing public school system in Texas and the surrounding states. Demographics indicate this market demand should be strong for many years into the future. The University System components are keyed to regional service areas along with a state-wide appeal in specialized academic fields, such as the nationally recognized Criminal Justice program at Sam Houston State University. Each of the four-year universities are designated by the Texas Higher Education Coordinating Board as Comprehensive Regional Universities, thus allowing for rapid response to changing educational needs and demands. Two of the universities, Sam Houston State University and Texas State University-San Marcos, are located in high growth, economically diversified areas which should promote continued expansion and enrollment growth. Lamar University and Sul Ross State University are dominant institutions in the specific geographic areas they serve providing stability for their student base. Each of the two-year institutions, Lamar Institute of Technology, Lamar State College - Orange and Lamar State College - Port Arthur, serve vital functions in providing for a trained work force through academic and vocational educational opportunities in a key industrial area of the state. See "ENROLLMENT" below.

COORDINATING BOARD

The University System is subject to the supervisory powers of the Texas Higher Education Coordinating Board (the "Coordinating Board"). The Coordinating Board is an agency of the State established to promote the efficient use of State resources by providing coordination and leadership for the State's higher education systems, institutions and governing boards. The Coordinating Board is the highest authority in the State in matters of public higher education and prescribes the scope and role of each institution of higher education. The Coordinating Board periodically reviews all degree and certificate programs offered by the State's institutions of higher education and annually reviews the academic courses offered by such institutions. The Coordinating Board also determines space utilization formulas designed to promote the efficient use of construction funds and the development of physical plants to meet projected growth estimates. These space utilization formulas directly impact the allocation of appropriated funds among the State's institutions of higher education. As required by law, the Coordinating Board must approve all new construction projects for components of the University System except those specifically authorized by the Texas Legislature.

GOVERNANCE AND ADMINISTRATION

The University System is governed, managed, and controlled by a nine-member Board of Regents, each of whom is appointed by the Governor of the State subject to confirmation by the State Senate. Each regent serves a six-year term, with three new appointments made to the Board every two years. A regent may be reappointed to serve on the Board. The members of the Board elect one of the regents to serve as Chairman of the Board and may elect any other officers they deem necessary. The regents serve without pay except for a per diem payment as provided by the Legislature of the State of Texas and reimbursement for travel expenses incurred in the performance of their duties.

* Unless otherwise indicated, the information set forth in the tables in this APPENDIX A has been provided by the University System.

There is a student regent who is a student attending one of the University System schools. State law does not allow a student regent to vote on matters before the Board.

The Board is legally responsible for the general control and management of the component institutions of the University System and has authority to promulgate and enforce such rules, regulations, and orders as it deems necessary for the operation, control and management of the University System. The Board appoints a Chancellor who directs the operations of the University System and is responsible for carrying out policies determined by the Board. The Chancellor is assisted by a Vice Chancellor for Academic Affairs, a Vice Chancellor and General Counsel, a Vice Chancellor for Finance, a Vice Chancellor for Governmental Relations and Educational Policy and a Director of Audits and Analysis. The operations of each component institution of the University System are directed by a President appointed by the Board. Each President holds office without a fixed term and at the pleasure of the Board.

A list of the current members of the Board and certain principal administrative officers of the University System appears on page (iii) of this Official Statement. Set forth below is biographical information for such principal administrative officers of the University System:

Dr. Brian McCall serves as a Chancellor for the University System. Prior to his appointment as Chancellor, Dr. McCall was president of the Dallas-based Westminster Capital Corporation since 2000 and a member of the Texas House of Representatives since 1991 where he has held several key posts, including chairman of the Calendars Committee, member of the Higher Education Committee, and a member of the Legislative Budget Board. Dr. McCall holds a B.A. from Baylor University, a Master of Liberal Arts degree from Southern Methodist University, and his Ph.D in Humanities, Aesthetics from the University of Texas-Dallas.

Dr. Perry Moore serves as Vice Chancellor for Academic Affairs, coming from Texas State University-San Marcos where he was Provost and Vice President for Academic Affairs and Professor of Political Science. Prior to that Dr. Moore was at Wright State University at Dayton, Ohio for thirty years starting as an assistant professor of political science, promoted to an associate professor, accepted the chair of political science, then the associate dean, dean of college of liberal arts, to provost and culminating with Senior Vice President and Professor of Political Science. .

Dr. Fernando C. Gomez serves as the Vice Chancellor and General Counsel for the University System. Prior to becoming Vice Chancellor and General Counsel, Dr. Gomez served as a tenured professor at Michigan State University from 1974-1979 and at California State University-Fullerton from 1992-1994, Assistant Attorney General in Texas and Michigan from 1979-1986, General Counsel for the California State University System from 1992-1994 and engaged in private practice from 1990-92. Dr. Gomez received a B.A., cum laude, in English and Sociology from the University of New Mexico in 1970 and a J.D. from the University of Michigan in 1973. Dr. Gomez also received his Ph.D. in American Culture from the University of Michigan in 1977.

Sean Cunningham serves as Vice Chancellor for Governmental Relations and Educational Policy for the University System. Prior to his appointment, Mr. Cunningham was Chief of Staff to a Texas House of Representatives member and Special Advisor to the House Committee on Calendars where he assisted the committee in recommending and prioritizing the daily legislative agenda for the Texas House. During his 19 years working in the Texas House for only one member of the legislature, additional duties including serving as clerk of various subcommittees and full committees within the House. Mr. Cunningham earned his bachelor's degree in Government and his Doctor of Jurisprudence from The University of Texas at Austin. While in law school, Mr. Cunningham completed a judicial internship with the Honorable Lawrence Meyers of the Texas Court of Criminal Appeals and studied international law during his semester abroad at the University of College London.

Dr. Roland Smith was hired as Vice Chancellor for Finance in August, 2005. Prior to joining the University System, Dr. Smith worked for 10 years as Vice President for Business Affairs at Stephen F. Austin State University. During that time, he served as interim President of the University for a period of 18 months. Prior to his University experience, Dr. Smith worked as a faculty member and Vice President for Finance in Texas Community Colleges located in Alvin, Texas City and Austin. He is a CPA and holds BBA, MBA, and PhD degrees from The University of Texas at Austin.

Peter Graves is Vice Chancellor for Contract Administration and the staff of the Texas State University System in 2005. Mr. Graves is a native of Fort Worth, received his Bachelor of Arts degree from Texas Christian University, and began his career as a high school history teacher. He graduated *cum laude* from the Dedman School of Law at Southern Methodist University in Dallas in 1980. After practicing law with two firms in Dallas over a seven-year period, he served as a visiting instructor at the University of Illinois in Champaign, while earning the master of laws

degree from that institution. Subsequently, he was an associate professor of law at the University of Oklahoma College of Law, teaching courses in contract, commercial and business law for seven years. He then returned to Texas, practicing law in Austin until he joined the staff of then Texas Railroad Commissioner, and future Chancellor of the University System, Charles Matthews in 2003.

Carole M. Fox was named Director of Audits and Analysis in 2007. Prior to being named Director of Audits and Analysis, Ms. Fox was Director of the Office of Internal Audit at the Texas Workforce Commission and was Director of Internal Audit at the Texas Workers' Compensation Commission for 10 years. Ms. Fox also served as Audit Manager at the University of Texas System Administration for a period of 2 years.

COMPONENT INSTITUTIONS.

A summary description of the University System's eight component institutions, each of which is a Member in the Revenue Financing System, is set forth below:

Lamar University serves as a comprehensive, senior, public university and is a significant educational, scientific, engineering, business and cultural resource center for Southeast Texas. This institution, which became a part of the University System in 1995, has 520 full and part-time faculty members and offers over 14,400 students* more than 64 programs leading to 108 baccalaureate degrees and more than 39 programs leading to 69 graduate degrees. Lamar University also provides doctorate degrees in engineering and deaf education. The public service mission of this institution reaches out to communities throughout Southeast Texas to provide educational and training programs to meet the region's needs.

Lamar Institute of Technology was established in 1990 when the two-year programs of Lamar University's College of Technical Arts and several other programs were grouped together to establish a special purpose institution dedicated to technical education. Lamar Institute of Technology became a separate, degree-granting institution in 1995 and was accredited by the Southern Association of Colleges and Schools in 2000. The institution offers associate of applied science degrees in 30 fields and certificates in 25 fields. This wide range of associate degrees, non-credit courses and specialized technical programs offered to approximately 3,000 students* receiving academic credit and 1,183 non-credit students is designed to help meet the workforce needs in the Southeast Texas area.

Lamar State College - Orange was created in 1969 as a two-year, lower-division institution of higher learning in response to the need for educational and industrial training programs in the area. This college, located in historic downtown Orange, offers a wide range of academic programs for transfer to four-year universities along with training in a variety of vocational and technical fields. In addition to 17 associate degrees in 15 fields, one-year certificates in several career fields are also available from this institution to more than 2,600 students.*

Lamar State College - Port Arthur was originally founded in 1909 as Port Arthur College and still serves the educational needs of Port Arthur and Southeast Texas, offering associate degrees and an academic foundation for students seeking four-year degrees. The institution's vocational and technical courses are designed to provide more than 2,700 students* with marketable skills in fields such as allied health, computer information systems, business information systems, child development, automotive technology, cosmetology, legal assistance, computer engineering and maintenance, and chemical dependency counseling. Lamar State College - Port Arthur offers associate of arts and science degrees in 13 academic programs and has 21 technical programs leading to the Associate of Applied Science degree.

Sam Houston State University was created by the Texas Legislature in 1879, making it the third oldest state university in Texas and one of the oldest teacher-training institutions west of the Mississippi River. Today Sam Houston State University, located in Huntsville, is a multipurpose university serving one of the most diverse populations in the state.

Over 750 full and part-time faculty members serve more than 18,000 students* of the University. The University offers bachelor's and master's degrees in 127 fields through five colleges including Arts & Science, Business Administration, Criminal Justice, Education and Humanities and Social Sciences. Sam Houston State University also offers doctoral degrees in Educational Leadership, Criminal Justice, Forensic Clinical Psychology, Counselor

* Student numbers are based on preliminary headcount enrollment information for Fall 2012 and are subject to change. See Table A-1 "Headcount Enrollment Information"

Education, and Clinical Psychology. The Criminal Justice program enjoys nationally and internationally recognized status.

Texas State University-San Marcos (formerly known as Southwest Texas State University) was founded in 1899 and is uniquely situated in the middle of the growing Austin-San Antonio corridor. The headwaters of the beautiful San Marcos River are located within the boundaries of the university campus. The main campus is located on 456 acres and has an additional 5,027 acres in farm, ranch and recreational areas. With more than 34,000 students* taught by over 1,500 full and part time faculty members, Texas State University-San Marcos is one of the largest universities in Texas.

The institution provides nationally recognized programs in teacher education, geography, health professions, theater, music, aquatic biology, and chemistry, as well as programs in many other fields. The scope of the university's curriculum includes over 112 undergraduate majors, 85 graduate majors, certification in education, long-term healthcare, dietetics and legal assistance programs, and has added two engineering programs with additional programs in the planning stages. The institution also offers 11 doctoral programs consisting of 9 PhDs, an Educational Doctorate and Doctor of Physical Therapy (DPT). In 2005, the university opened its first permanent facility on a new 101-acre second campus in Round Rock, just north of Austin.

Sul Ross State University, located in Alpine, was created by the Texas Legislature in 1917 and encompasses a service area that includes a wide expanse of West and South Texas and a large portion of the international border shared with Mexico. Originally founded to train teachers, Sul Ross State University continues to be one of the leading institutions in preparing personnel for the public school system. The university serves as a professional, educational and cultural resource to more than 1,800 students* from the region. Sul Ross State University offers 30 bachelor's degrees, 22 master's degrees, 6 associate degrees and certificate programs including outstanding programs in agriculture and natural resource science, biology and geology.

Sul Ross State University Rio Grande College opened in 1973 in order to provide upper level course work in Del Rio, Eagle Pass and Uvalde leading to degrees from Sul Ross State University. This institution works in conjunction with Southwest Texas Junior College and makes it possible for students living in the region to pursue bachelor's and master's degrees. The institution provides enhanced educational opportunities to a student population that is 80.0 percent Hispanic and has an average age of 32.1 years. The institution offers approximately 950 students* of the region 11 bachelor's degree programs and 8 master's degree programs.

ENROLLMENT.

Set forth below is the fall semester headcount undergraduate and graduate enrollment at the component institutions of the University System for each of the last five years:

TABLE A-1
Headcount Enrollment Information

	<u>Fall 2008</u>	<u>Fall 2009</u>	<u>Fall 2010</u>	<u>Fall 2011</u>	<u>Fall 2012*</u>
Lamar University	13,280	13,992	13,969	14,021	14,469
Lamar Institute of Technology	2,885	3,154	3,243	3,025	2,914
Lamar State College - Orange	2,147	2,262	2,649	2,760	2,643
Lamar State College - Port Arthur	1,985	2,162	2,374	2,169	2,712
Sam Houston State University	16,612	16,715	17,236	17,527	18,396
Texas State University-San Marcos	29,105	30,803	32,572	34,087	34,229
Sul Ross State University	1,841	2,018	2,047	1,985	1,834
Sul Ross State University-Rio Grande College	939	1,045	1,092	971	947
Total	<u>68,794</u>	<u>72,151</u>	<u>75,182</u>	<u>76,545</u>	<u>78,144</u>

Source: Texas Higher Education Coordinating Board Accountability System and THECB Preliminary Enrollment Report.

* Based on preliminary enrollment data, subject to change.

Set forth below is the fall semester graduate enrollment at the component institutions of the University System for each of the last five years:

TABLE A-2
Graduate Enrollment Information⁽¹⁾

	<u>Fall 2008</u>	<u>Fall 2009</u>	<u>Fall 2010</u>	<u>Fall 2011</u>	<u>Fall 2012*</u>
Lamar University - Beaumont	4,730	4,896	4,392	4,182	4,649
Sam Houston State University	2,313	2,160	2,558	2,606	2,853
Texas State University-San Marcos	4,295	4,802	5,124	5,128	4,768
Sul Ross State University	581	582	612	536	552
Sul Ross State University Rio Grande College	219	301	284	243	202
Total	<u>12,138</u>	<u>12,741</u>	<u>12,970</u>	<u>12,695</u>	<u>13,024</u>

⁽¹⁾Lamar State College-Orange, Lamar State College-Port Arthur and Lamar Institute of Technology are lower level (freshman and sophomore) institutions which do not offer graduate programs.

* Based on preliminary enrollment data, subject to change.

Source: Texas Higher Education Coordinating Board Accountability System and TSUS 12th Class Day Report.

Set forth below is the fall semester full-time equivalent enrollment at the component institutions of the University System for each of the last five years:

TABLE A-3
Full-Time Equivalent Enrollment Information⁽¹⁾

	<u>Fall 2008</u>	<u>Fall 2009</u>	<u>Fall 2010</u>	<u>Fall 2011</u>	<u>Fall 2012*</u>
Lamar University	9,144	9,057	9,874	9,111	9,762
Lamar Institute of Technology ⁽²⁾	1,871	2,088	2,310	2,449	2,113
Lamar State College – Orange ⁽²⁾	1,275	1,359	1,444	1,669	1,600
Lamar State College - Port Arthur ⁽²⁾	1,403	1,221	1,354	1,557	1,691
Sam Houston State University	13,767	13,802	14,111	14,144	15,022
Sul Ross State University	1,367	1,525	1,513	1,530	1,339
Sul Ross State University Rio Grande College	510	537	581	530	484
Texas State University – San Marcos	23,527	24,770	26,140	27,497	27,930
Total	<u>52,864</u>	<u>54,359</u>	<u>57,327</u>	<u>58,487</u>	<u>59,941</u>

⁽¹⁾Full-time equivalent enrollment is 15 semester credit hours for undergraduate students, 12 semester hours for master's/post-baccalaureate students, and 9 hours per semester for doctoral students.

⁽²⁾Includes clock-hour Full Time Equivalent Enrollments.

* Based on preliminary enrollment data, subject to change.

Source: THECB Accountability System and the TSUS 12th Class Day Report.

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The following table sets forth a breakdown of the University System's enrollment by residency classification for the previous five Fall Semesters:

TABLE A-4
Systemwide Enrollment by Residency

	<u>Fall 2008</u>	<u>Fall 2009</u>	<u>Fall 2010</u>	<u>Fall 2011</u>	<u>Fall 2012*</u>
Texas Residents	66,203	69,385	72,300	73,834	75,018
Non-Texas Residents	1,354	1,478	1,540	1,689	1,758
Foreign Students	1,237	1,288	1,342	1,022	1,368
Total	<u>68,794</u>	<u>72,151</u>	<u>75,182</u>	<u>76,545</u>	<u>78,144</u>

* Data from all schools not available, based on preliminary enrollment and trend data, subject to change.

Source: Texas Higher Education Coordinating Board PREP database and University System Component Institutions.

ADMISSIONS AND MATRICULATION

Set forth below is information relating to undergraduate admissions and matriculation of the component institutions of the University System which offer four-year undergraduate degrees:

TABLE A-5
Admissions and Matriculation Information ⁽¹⁾

	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012*</u>
Applications Submitted	22,662	24,317	27,419	27,220	36,705
Applications Accepted	14,967	15,665	18,035	20,528	23,802
Matriculation	7,521	7,973	8,297	8,840	8,602
Percentage Accepted	66.0%	64.4%	65.8%	75.4%	64.8%
Percentage Matriculated	50.3%	50.9%	46.0%	43.1%	36.1%

(1) This table reflects only admissions and matriculation of undergraduates for Lamar University, Sam Houston State University, Texas State University-San Marcos, Lamar Institute of Technology, Lamar State College-Orange, Lamar State College-Port Arthur and Sul Ross State University-Rio Grande College. This information is inclusive of the fall, spring and summer sessions of the respective years.

* Based on preliminary admissions data, subject to change.

Source: THECB Report First Time Undergraduate Applicant, Acceptance, and Enrollment Information for Summer/Fall and University System Component Institutions.

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DEGREES

Set forth below is a listing of the aggregate degrees awarded by the component institutions of the University System during each of the last five years:

TABLE A-6
Systemwide Degrees Awarded⁽¹⁾

	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012⁽²⁾</u>
Associate	815	759	792	766	879	879
Certificate	583	526	490	619	622	675
Baccalaureate	9,599	9,329	9,934	10,124	10,010	10,116
Master's	2,385	2,465	3,746	5,037	4,736	4,045
Doctoral	92	77	84	83	139	164
Total	<u>13,474</u>	<u>13,156</u>	<u>15,046</u>	<u>16,629</u>	<u>16,386</u>	<u>15,879</u>

⁽¹⁾ Excludes ASU. See "ASU TRANSFER."

⁽²⁾ Data for 2012 is not yet available from the THECB Accountability System. Information is based on information self-reported by University System Component Institutions and is subject to change.

Source for 2007 through 2011: THECB Accountability System.

FACULTY AND EMPLOYEES

The numbers of faculty and employees employed by the University System and its component institutions as of Fall 2012 are set forth in the following table:

TABLE A-7
Faculty and Employees

	<u>Faculty</u>	<u>Employees⁽¹⁾</u>	<u>Total</u>
University System Administration	0	21	21
Lamar University	520	750	1,270
Sam Houston State University	779	1,052	1,831
Sul Ross State University	129	245	374
Sul Ross State University Rio Grande College	36	43	79
Texas State University-San Marcos	1,644	2,157	3,801
Lamar Institute of Technology	193	91	284
Lamar State College – Orange	122	105	227
Lamar State College - Port Arthur	113	137	250
Total	<u>3,536</u>	<u>4,601</u>	<u>8,137</u>

⁽¹⁾ Includes part-time and full-time employees. Excludes student employees.

ACCREDITATION.

Each of the component institutions of the University System is accredited by the Commission on Colleges of the Southern Association of Colleges and Schools. In addition, the various component institutions of the University System are accredited by other accrediting agencies, some of which include the National Council for Accreditation of Teacher Education, the Engineering Accreditation Commission of the Accreditation Board of Engineering and Technology, the Commission on Accreditation of Physical Therapy Education and the U.S. Department of Education and Veteran's Administration.

FINANCIAL STATEMENTS.

Annually, not later than November 20, an unaudited financial report dated as of August 31, prepared from the books of the University System, must be delivered to the Governor and the State Comptroller of Public Accounts (the "State Comptroller"). Each year, the State Auditor must certify the financial statements of the State as a whole, inclusive of the University System, and in so doing examines the financial records of the University System. No outside audit in support of this detailed review is required or obtained by the University System.

The State issues audited financial statements, prepared in accordance with generally accepted accounting principles for the State government as a whole. The statements are prepared by the State Comptroller and are audited by the State Auditor's Office. The State Auditor expresses an opinion on the financial statements of the State but does not express an opinion on the financial statements of individual component units including those of the University System. The scope of the State Auditor's audit includes tests for compliance with the covenants of general obligation and revenue bond issues of the State and its component agencies and institutions. Supplementary schedules are included in the State financial statements providing for each bond issue information related to the pledged revenues and expenditures, coverage of debt service requirements, restricted account balances, and/or other relevant information that may be feasibly incorporated. The State Auditor does not express an opinion on such schedules in relation to the basic financial statements taken as a whole. Any material compliance exceptions related to bond covenants are addressed in the overall management letter for the State audit.

APPENDIX B to this Official Statement contains excerpts from the unaudited Combined Annual Financial Report for the University System for the fiscal year ended August 31, 2012. The final report of the State Auditor is normally available in April of the year following the prior fiscal year.

The University System's combined primary financial reports cover all financial operations of the University System. Amounts due between University System and other duplications in reporting are eliminated in combining the individual financial reports.

Attached to this Official Statement as "APPENDIX B –UNAUDITED COMBINED FINANCIAL REPORT OF TEXAS STATE UNIVERSITY SYSTEM FOR THE YEAR ENDED AUGUST 31, 2012," are the most recent primary statements of the unaudited combined annual financial reports of the University System for Fiscal Year ended August 31, 2012. The University System's unaudited combined primary financial statements consist of the Statement of Net Assets as of August 31, 2012, the Combined Statement of Revenues, Expenses and Changes in Net Assets for the Year Ended August 31, 2012, and the Combined Statement of Cash Flows for the Year Ended August 31, 2012. See "APPENDIX B - UNAUDITED COMBINED FINANCIAL REPORT OF TEXAS STATE UNIVERSITY SYSTEM FOR THE YEAR ENDED AUGUST 31, 2012."

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The following table reflects the Condensed Combined Statement of Net Assets of the University System for the fiscal years ended August 31, 2008 through 2012.

Condensed Combined Statement of Net Assets
(In (\$) Millions)

	<u>FY2008</u>	<u>FY2009</u>	<u>FY2010</u>	<u>FY2011</u>	<u>FY2012</u>
Assets:					
Current Assets	806.8	775.9	805.4	868.6	809.3
Noncurrent Assets	<u>1,040.3</u>	<u>1,222.9</u>	<u>1,309.0</u>	<u>1,401.3</u>	<u>1,542.2</u>
Total Assets	<u>1,847.1</u>	<u>1,998.8</u>	<u>2,114.4</u>	<u>2,269.9</u>	<u>2,351.5</u>
Liabilities:					
Current Liabilities	342.0	388.2	400.0	435.7	470.6
Non-Current Liabilities	<u>644.7</u>	<u>685.5</u>	<u>712.4</u>	<u>768.9</u>	<u>744.7</u>
Total Liabilities	<u>986.7</u>	<u>1,073.7</u>	<u>1,112.4</u>	<u>1,204.6</u>	<u>1,215.3</u>
Net Assets:					
Invested in Capital Assets, Net of Related Debt	220.2	254.0	338.4	375.6	518.4
Restricted	317.7	380.6	343.2	353.3	288.4
Unrestricted	<u>322.5</u>	<u>290.5</u>	<u>320.3</u>	<u>336.4</u>	<u>329.4</u>
Total Net Assets	<u>860.4</u>	<u>925.1</u>	<u>1,001.9</u>	<u>1,065.3</u>	<u>1,136.2</u>
Total Liabilities and Net Assets	<u>1,847.1</u>	<u>1,988.8</u>	<u>2,114.3</u>	<u>2,269.9</u>	<u>2,351.5</u>

For more detailed information, see "APPENDIX B - UNAUDITED COMBINED FINANCIAL REPORT OF TEXAS STATE UNIVERSITY SYSTEM FOR THE YEAR ENDED AUGUST 31, 2012 - Combined Statement of Net Assets as of August 31, 2012."

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The table below presents the Condensed Combined Statement of Revenues, Expenses and Changes in Net Assets of the University System for the fiscal years ended August 31, 2008 through 2012.

Condensed Combined Statement of Revenues, Expenses, and Changes in Net Assets
(In (\$) Millions)

	<u>FY2008</u>	<u>FY2009</u>	<u>FY2010</u>	<u>FY2011</u>	<u>FY2012</u>
Operating Revenues	549.0	554.6	603.3	637.9	668.4
Operating Expenses	<u>788.0</u>	<u>883.7</u>	<u>958.9</u>	<u>1,002.8</u>	<u>1,017.8</u>
Operating Income (Loss)	<u>(239.0)</u>	<u>(329.1)</u>	<u>(355.6)</u>	<u>(364.9)</u>	<u>(349.4)</u>
Nonoperating Revenues (Expenses)	<u>280.8</u>	<u>344.4</u>	<u>389.7</u>	<u>379.4</u>	<u>366.7</u>
Income (Loss) before Other Revenues, Expenses, Gains, Losses and Transfers	41.8	15.3	34.1	14.5	17.3
Other Revenues, Expenses, Gains, Losses And Transfers	<u>(169.0)⁽¹⁾</u>	<u>49.5</u>	<u>43.0</u>	<u>48.3</u>	<u>49.2</u>
Change in Net Assets	<u>(127.2)</u>	<u>64.8</u>	<u>77.1</u>	<u>62.8</u>	<u>66.5</u>
Net Assets, Beginning of Year	987.6	860.4	925.1	1,002.0	1,065.3
Restatements for Depreciation/Capitalization ⁽¹⁾			(0.20)	0.5	4.4
Net Assets, Beginning of Year as Restated	<u>987.6</u>	<u>860.4</u>	<u>924.9</u>	<u>1,002.5</u>	<u>1,069.7</u>
Net Assets, End of Year	<u>860.4⁽¹⁾</u>	<u>925.1</u>	<u>1,002.0</u>	<u>1,065.3</u>	<u>1,136.3</u>

⁽¹⁾Reflects the transfer of assets and liabilities related to the ASU transfer.

For more detailed information, see “APPENDIX B - UNAUDITED COMBINED FINANCIAL REPORT OF TEXAS STATE UNIVERSITY SYSTEM FOR THE YEAR ENDED AUGUST 31, 2012 - Combined Statement of Revenues, Expenses and Changes in Net Assets for the Year Ended August 31, 2012.”

The table below presents the Condensed Combined Statement of Cash Flows of the University System for the fiscal years ended August 31, 2008 through 2012.

Condensed Combined Statement of Cash Flows
(In (\$) Millions)

	<u>FY2008</u>	<u>FY2009</u>	<u>FY2010</u>	<u>FY2011</u>	<u>FY2012</u>
Cash Provided (Used) by:					
Operating Activities	(190.4)	(245.5)	(312.5)	(282.7)	(275.7)
Noncapital Financing Activities	224.8	376.7	380.5	396.7	400.8
Capital and Related Financing Activities	66.2	(75.6)	(90.9)	(76.8)	(187.1)
Investing Activities	<u>16.5</u>	<u>(65.9)</u>	<u>(11.7)</u>	<u>(0.3)</u>	<u>(8.8)</u>
Net Change in Cash	<u>117.1</u>	<u>(10.3)</u>	<u>(34.6)</u>	<u>(36.9)</u>	<u>(70.7)</u>
Cash, Beginning of Year	<u>499.1</u>	<u>616.2</u>	<u>606.0</u>	<u>571.4</u>	<u>608.2</u>
Restatements to Beginning Cash	-	-	-	-	-
Cash, End of Year	<u>616.2</u>	<u>606.0</u>	<u>571.4</u>	<u>608.3</u>	<u>537.5</u>

For more detailed information, see “APPENDIX B - UNAUDITED COMBINED FINANCIAL REPORT OF TEXAS STATE UNIVERSITY SYSTEM FOR THE YEAR ENDED AUGUST 31, 2012 – Combined Statement of Cash Flows for the Year Ended August 31, 2012.”

FUNDING FOR THE UNIVERSITY SYSTEM AND ITS COMPONENT INSTITUTIONS.

Funding for the University System is derived from operating and non-operating revenues. For a discussion of the funding sources for the fiscal year ended August 31, 2012, see “APPENDIX B - UNAUDITED COMBINED FINANCIAL REPORT OF TEXAS STATE UNIVERSITY SYSTEM FOR THE YEAR ENDED AUGUST 31, 2012 - Combined Statement of Revenues, Expenses, and Changes in Net Assets for the Fiscal Year ended August 31, 2012.”

State Appropriations. The operations of the University System and its component institutions are heavily dependent upon the continued support of the State through biennial appropriations of general revenues, and levels of continued State support of the component institutions are dependent on the results of biennial legislative sessions. The State’s appropriation bill for the 2012-2013 biennium, S.B.1, was passed by the 82nd Texas Legislature in its first called special session and contains specific appropriations for the University System and its component institutions. General Revenue appropriations to the System for the 2012-2013 biennium declined by approximately 19% from the preceding biennium. The System anticipates that these decreases will be offset, in part, by previously enacted and future tuition fee increases at its component institutions.

Results for the component institutions indicate General Revenue appropriations for each component institution in the following amounts for Fiscal Years 2009 through 2013:

	<u>FY2009</u> ⁽¹⁾⁽³⁾	<u>FY2010</u> ⁽¹⁾⁽²⁾⁽⁴⁾	<u>FY2011</u> ⁽¹⁾⁽²⁾⁽⁴⁾	<u>FY2012</u> ⁽¹⁾⁽⁵⁾⁽⁶⁾	<u>FY 2013</u> ⁽¹⁾⁽⁵⁾⁽⁶⁾
System Administration	\$ 1,133,248	\$ 1,133,248	\$ 1,133,248	\$ 3,025,000	\$ 1,425,000
Lamar University	31,108,980	40,777,419	40,725,078	33,068,053	32,834,465
Lamar Institute of Technology	8,317,847	9,466,161	9,465,262	7,651,690	7,652,739
Lamar State College – Orange	6,236,684	6,519,121	6,517,108	6,293,517	6,285,066
Lamar State College – Port Arthur	8,452,388	8,291,912	8,748,559	7,468,675	7,470,738
Sam Houston State University	41,462,730	43,486,727	43,608,550	37,121,498	37,100,748
Texas State University-San Marcos	73,845,172	79,742,230	79,988,059	71,433,511	71,604,096
Sul Ross State University	12,333,207	12,598,212	12,620,509	10,181,478	10,194,509
Sul Ross State University - Rio Grande	<u>5,375,974</u>	<u>5,739,800</u>	<u>2,742,343</u>	<u>4,680,909</u>	<u>4,684,023</u>
Total	<u>\$188,266,230</u>	<u>\$207,754,830</u>	<u>\$205,548,716</u>	<u>\$180,924,331</u>	<u>\$179,251,384</u>

⁽¹⁾ Does not include General Revenue Dedicated Funds appropriated by the State’s appropriation bill.

⁽²⁾ Does not include \$14.36 million in funding that is expendable over the 2010-2011 period.

⁽³⁾ Does not include \$22.01 million of reimbursements for the debt service on Tuition Revenue Bonds over fiscal year 2009.

⁽⁴⁾ Does not include \$43.69 million of reimbursements for the debt service on Tuition Revenue Bonds for the 2010-2011 period.

⁽⁵⁾ Does not include \$41.23 million of reimbursements for the debt service on Tuition Revenue Bonds for the 2012-2013 period.

⁽⁶⁾ Does not include institutional support of \$5,000,000 and \$7,000,000 appropriated to Lamar Institute of Technology and Sul Ross State University, respectively. These amounts are expendable over fiscal years 2012 and 2013.

The Board and the component institutions have no assurance that the State Legislature will continue to appropriate to the component institutions the general revenue funds of the State at the same levels as in previous years. Future levels of State support are dependent upon the ability and willingness of the State Legislature to make appropriations to the component institutions taking into consideration the availability of financial resources and other potential uses of such resources.

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Higher Education Assistance Fund Appropriations. The University System receives a portion of an annual appropriation of funds made by the State Legislature pursuant to the provisions of Article VII, Section 17 of the State Constitution. (see “APPENDIX A – Higher Education Assistance Fund (HEAF) Bonds”) The annual allocation to the University System for fiscal years 2009 through 2012 is set forth below and the Board has allocated this amount to the component institutions of the University System as follows:

Higher Education Assistance Fund Appropriations

	<u>FY2009</u>	<u>FY2010</u>	<u>FY2011</u>	<u>FY2012</u>
Lamar University	\$8,028,333	\$8,028,333	\$8,330,933	\$8,330,934
Lamar Institute of Technology	1,825,332	1,825,332	2,332,463	2,332,463
Lamar State College – Orange	1,140,745	1,140,745	1,235,752	1,235,752
Lamar State College – Port Arthur	1,217,124	1,217,124	1,244,694	1,244,694
Sam Houston State University	10,184,001	10,184,001	11,893,110	11,893,110
Texas State University-San Marcos	20,258,249	20,258,249	21,863,258	21,863,258
Sul Ross State University Alpine	2,090,896	2,090,896	1,625,061	1,625,061
Sul Ross State University Rio Grande College	388,203	388,203	445,379	445,379
Total	<u>\$45,132,883</u>	<u>\$45,132,883</u>	<u>\$48,970,650</u>	<u>\$48,970,651</u>

The component institutions of the University System may use the appropriation for capital improvements and renovations to campus facilities, other than auxiliary enterprises. In addition, the component institutions of the University System may issue bonds against such appropriation and pledge up to 50% of the appropriation to secure the debt service payments due on such bonds. See “—Higher Education Assistance Fund (HEAF) Bonds” below.

Tuition and Fees. Each component institution of the University System granting degrees charges tuition and fees as set by the State Legislature and the Board under Chapters 54 and 55 of the Texas Education Code. Tuition charges are comprised of “State Mandated Tuition” and “Board Designated Tuition” as further described below.

State Mandated Tuition. Section 54.051, Texas Education Code, currently requires (i) undergraduate tuition applicable to state residents to be charged at \$50 per semester credit hour; and (ii) tuition of a nonresident student at a general academic teaching institution or medical and dental unit to be an amount per semester hour equal to the average of the nonresident undergraduate tuition charged to a resident of the State at a public state university in each of the five most populous states other than the State (the amount of which would be computed by the Texas Higher Education Coordinating Board for each academic year). For the 2012-2013 academic year, the Texas Higher Education Coordinating Board has computed \$401 per semester credit hour for nonresident undergraduate tuition. The tuition rates described above are referred to in this Official Statement as “State Mandated Tuition.”

Board Designated Tuition. In 2003, the Texas Legislature approved and the Governor signed into law House Bill 3015, which provided for the deregulation of a portion of tuition that a governing board of an institution of higher education, such as the Board, has the authority to charge under Section 54.0513 of the Texas Education Code. Prior to the amendment to Section 54.0513 of the Texas Education Code the amount of tuition that a governing board of an institution of higher education could independently charge students was capped at the State Mandated Tuition. Effective with the tuition that is charged for the fall 2003 semester, a governing board of an institution of higher education may charge any student an amount (referred to herein as “Board Designated Tuition”) that it considers necessary for the effective operation of the institution. The legislation also granted authority to a governing board of an institution of higher education to set a different tuition rate for each program and course level offered by the institution. This authority offers more opportunity for the Board to develop a tuition schedule that assists in meeting its strategic objectives in terms of access, affordability, effective use of campus resources, and improvement of graduation rates. The Board has authorized the Board Designated Tuition rate at the various component institutions as shown in the following chart. In connection with the authorization of Board Designated Tuition, building use fees, historically included in Pledged General Fees under the Master Resolution, were rededicated as Board Designated Tuition. This rededication does not impact the pledge of Revenue Funds for the payment and security of Parity Debt. Both the State Mandated Tuition and the Board Designated Tuition are included in Revenue Funds and are pledged for the benefit of Parity Debt.

The University System has no assurance that the State Legislature will not place future limits on the Board's ability to charge Board Designated Tuition in an amount that it considers necessary for the effective operation of its institutions. However, Section 55.16 of the Texas Education Code specifically allows the Board to levy and collect any necessary fees, tuition, rentals, rates, or other charges necessary to provide funds sufficient for the payment of outstanding Parity Debt.

Board Authorized Tuition. Section 54.008 of the Texas Education Code permits the governing board of each institution of higher education to set tuition for graduate programs for that institution at a rate that is at least equal to that of State Mandated Tuition, but there is not more than twice that rate. Between the maximum and minimum rates, the Board may set the differential tuition among programs offered by an institution of higher education.

The Board is authorized by chapter 55 of the Texas Education Code to set the Pledged General Tuition and any other necessary fees, rentals, rates, or other revenue funds of the Board at the level necessary, without limit, to enable the Board to meet its obligations with respect to the payment of debt service on the Parity Obligations.

No less than 20% of the Board Designated Tuition charged in excess of \$46 per semester hour shall be set aside to provide financial assistance to resident undergraduate students, consistent with the provisions of Subchapter B, Chapter 56, Texas Education Code, which were contained in House Bill 3015.

Mandatory Fees. Mandatory fees comprise charges for certain activities and services utilized by all students and include, but are not limited to, Student Union Fees, Medical Services Fees and Information Technology Fees. Each component institution charges various types of fees and in various amounts. Fee amounts are computed either on a per semester credit hour basis or on a per semester basis. In addition, certain departments are permitted to charge additional fees for students participating in certain areas of study.

Any changes in tuition or fees will originate and be recommended by the President of the component institution, reviewed by the Chancellor and approved by the Board. Any changes in tuition will be implemented only after thorough consultation and review.

Higher Education Assistance Fund (HEAF) Bonds. Pursuant to Article VII, Section 17 of the State Constitution, the component institutions of the University System are eligible to receive an annual allocation from amounts constitutionally appropriated to institutions of higher education for capital improvements (except those for auxiliary enterprises) (See “—Funding for the University System and its Component Institutions—State Appropriations” above). Under this constitutional provision commonly referred to as the “HEAF Fund”, the Board is authorized to issue bonds and notes to finance permanent improvements at the respective institutions and to pledge up to 50% of its allocation to secure the payment of principal and interest on the bonds and notes. The Board currently has no outstanding Higher Education Assistance Fund bonds for the members of the University System.

Tuition Revenue Bonds. Pursuant to Chapter 55, Texas Education Code, revenue bonds issued by a university system, such as the University System, may be equally secured by and payable from a pledge of all or a portion of certain revenue funds of the university system, and all of the Parity Debt of the University System, including the Bonds, are secured solely by and payable solely from a pledge of and lien on the Pledged Revenues. See “SECURITY FOR THE BONDS”.

Historically, the State Legislature has appropriated general revenue funds in the State's budget each biennium to reimburse institutions of higher education for an amount equal to all or a portion of the debt service on certain revenue bonds (“Tuition Revenue Bonds”) issued pursuant to specific statutory authorizations for individual institutions and projects identified in Chapter 55 of the Texas Education Code.

The reimbursement of the payment of debt service on such Tuition Revenue Bonds does not constitute a debt of the State, and the State is not obligated to continue making any such appropriations in the future. Furthermore, the State Legislature is prohibited by the State Constitution from making any appropriations for a term longer than two years. Accordingly, the State Legislature's appropriations for the reimbursement of debt service on Tuition Revenue Bonds may be reduced or discontinued at any time after the current biennium, and the State Legislature is under no legal obligation to continue such appropriations in any future biennium.

A portion of the Parity Debt of the University System constitute Tuition Revenue Bonds. See “Outstanding Indebtedness” below. Tuition Revenue Bonds issued by the University System carry no additional pledge or security and constitute Parity Debt of the University System which are equally and ratably secured by and payable from a pledge of and lien on Pledged Revenues on parity with all other Parity Debt of the University System.

The State Legislature has appropriated funds to reimburse the University System in prior years in an amount equal to all or a portion of the debt service on the University System’s Tuition Revenue Bonds, including appropriations made during the 2011 legislative session totaling \$41.23 million (\$20.75 million for Fiscal Year 2012 and \$20.48 million for the Fiscal Year 2013).

The University System can provide no assurances with respect to any future appropriations by the State Legislature. Future levels of State appropriations are dependent upon the ability and willingness of the State Legislature to make appropriations to the University System taking into consideration the availability of financial resources and other potential uses of such resources.

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Set forth below is a table showing the State Mandated Tuition, Board Designated Tuition, Mandatory Fees and the amount set aside for financial assistance to resident undergraduate students for a full-time undergraduate student based on 15 semester credit hours for the Fall 2012 semester.

**Fall 2012 State Mandated Tuition, Board Designated Tuition
Mandatory Fees and Financial Assistance Set-Aside per Semester
(Based on 15 Undergraduate or 9 Graduate Credit Hours per Semester)**

	State Mandated Tuition	Board Authorized Tuition⁽¹⁾	Board Designated Tuition	Mandatory Fees	Total Tuition and Fees	Financial Assistance Set-Aside
<u>Lamar University</u>						
Resident Undergraduate	\$750		\$2,220	\$1,265	\$4,235	\$419
Non-Resident Undergraduate	\$6,015		\$2,220	\$1,265	\$9,500	\$180
Resident Masters	\$450	\$675	\$1,332	\$1,265	\$3,722	\$205
Non-Resident Masters	\$3,609	\$675	\$1,332	\$1,265	\$6,881	\$108
Resident Doctoral	\$450	\$675	\$1,332	\$1,265	\$3,722	\$205
Non-Resident Doctoral	\$3,609	\$675	\$1,332	\$1,265	\$6,881	\$108
<u>Sam Houston State University</u>						
Resident Undergraduate	\$750		\$1,815	\$1,099	\$3,664	\$338
Non-Resident Undergraduate	\$6,015		\$1,815	\$1,099	\$8,929	\$180
Resident Masters	\$450	\$450	\$1,089	\$1,099	\$3,088	\$169
Non-Resident Masters	\$3,609	\$450	\$1,089	\$1,099	\$6,247	\$108
Resident Doctoral	\$450	\$450	\$1,089	\$1,099	\$3,088	\$169
Non-Resident Doctoral	\$3,609	\$450	\$1,089	\$1,099	\$6,247	\$108
<u>Sul Ross State University</u>						
Resident Undergraduate	\$750		\$1,290	\$840	\$2,880	\$233
Non-Resident Undergraduate	\$6,015		\$1,290	\$840	\$8,145	\$180
Resident Masters	\$450		\$774	\$840	\$2,064	\$122
Non-Resident Masters	\$3,609		\$774	\$840	\$5,223	\$108
<u>Sul Ross State University - Rio Grande</u>						
Resident Undergraduate	\$750		\$780	\$543	\$2,073	\$131
Non-Resident Undergraduate	\$6,015		\$780	\$543	\$7,338	\$180
Resident Masters	\$450		\$468	\$543	\$1,461	\$76
Non-Resident Masters	\$3,609		\$468	\$543	\$4,620	\$108
<u>Texas State University-San Marcos</u>						
Resident Undergraduate	\$750		\$2,265	\$1,101	\$4,116	\$428
Non-Resident Undergraduate	\$6,015		\$2,265	\$1,101	\$9,381	\$180
Resident Masters	\$450	\$450	\$1,359	\$1,101	\$3,360	\$209
Non-Resident Masters	\$3,609	\$450	\$1,359	\$1,101	\$6,519	\$108
Resident Doctoral	\$450	\$450	\$1,359	\$1,101	\$3,360	\$209
Non-Resident Doctoral	\$3,609	\$450	\$1,359	\$1,101	\$6,519	\$108
<u>Lamar Institute of Technology</u>						
Resident Undergraduate	\$750		\$870	\$731	\$2,351	\$149
Non-Resident Undergraduate	\$6,015		\$870	\$731	\$7,616	\$180
<u>Lamar State College – Orange</u>						
Resident Undergraduate	\$750		\$660	\$530	\$1,940	\$113
Non-Resident Undergraduate	\$6,015		\$660	\$530	\$7,205	\$180
<u>Lamar State College – Port Arthur</u>						
Resident Undergraduate	\$750		\$930	\$797	\$2,477	\$161
Non-Resident Undergraduate	\$6,015		\$930	\$797	\$7,742	\$180

⁽¹⁾ Graduate students at Lamar University, Sam Houston University and Texas State University-San Marcos pay an additional \$75, \$50 and \$50, respectively, per semester credit hour, respectively, to enroll in graduate programs at those institutions.

Gifts, Grants, and Contracts. The component institutions of the University System receive federal, state, local and private grants and contracts for research which incorporate an overhead component for use in defraying operating expenses. This overhead component is treated as unrestricted current funds revenues while the balance of the grant or contract is treated as restricted current funds revenues. Indirect cost recovery rates used in calculating the overhead component are negotiated periodically with the appropriate governmental agency for each component institution.

Investment and Endowment Income. Investment and endowment income is received on both a restricted and unrestricted basis.

Sales and Services. Other educational activities and auxiliary enterprises generate revenue from sales and services which is unrestricted.

Other Interest Income. Each component institution of the University System generates interest from the investment of cash pursuant to investment policies adopted by the Board in accordance with State law. See “INVESTMENT POLICY AND PROCEDURES” below.

Other Sources. All miscellaneous revenues including rents, fees, fines, sales, and other receipts not categorized above have been grouped together as “other sources.”

Current Funds Expenditures. Current funds expenditures represent the cost incurred for goods and services used in the conduct of the operations of the component institutions of the University System. They also include the acquisition cost of capital assets, such as equipment and library books to the extent current funds are budgeted for and used by operating departments for such purposes. Current fund expenditures are categorized by function generally described as follows:

Educational and General. Expenditures in this category include expenditures for all activities that are part of instructional programs and expenditures for credit and non-credit courses, for academic, vocational, and technical instruction, for remedial and tutorial instruction, and for regular, special, and extension sessions. Also, all expenditures for activities specifically organized to produce research which may be either internally or externally sponsored are included. Funds expended primarily to provide support services for instruction, research, and public service, including supporting the operation of libraries, museums, and galleries, as well as those for academic administration, technical support, and curriculum development are included. Also, expenditures for student service by institution support, and operation and maintenance of physical plant, net of amounts charged to auxiliary enterprises and independent operations are included.

Auxiliary Enterprises. Auxiliary enterprises are all expenditures relating to the operation of auxiliary enterprises, including expenditures for operation and maintenance of plant and institutional support for auxiliary enterprises.

INVESTMENT POLICY AND PROCEDURES.

Management of Investments. The Board has developed written policies (collectively, the “Investment Policy”) regarding the investment of all Current Funds (Unrestricted and Restricted), Loan Funds, Endowment Funds, and Plant Funds held by each component institution of the University System which are not immediately needed for day-to-day operations (together the “Non-Operating Funds”). Pursuant to the Investment Policy, and subject to its terms, the Board has delegated the responsibility for the investment of Non-Operating Funds to the chief financial officer (“CFO”) of each component institution. Each CFO, his/her designees, and/or the Board authorized investment advisor act as the component’s investment officer (the “Investment Officer”).

Each CFO is responsible for investment management decisions and activities and is required to develop and maintain written administrative procedures and guidelines, consistent with the Investment Policy, including procedures and guidelines for safekeeping, master purchase agreements, wire transfer agreements, collateral/depository agreements, banking service contracts, trading authorizations and other investment related activities. Variations to the Investment Policy in effect at any institutional component must be approved by the Board.

Additionally, each CFO is required to submit quarterly and annual reports to the Vice Chancellor for Finance for the University System for consolidation into a System-wide report to be submitted to the Finance Committee in the format prescribed by the Public Funds Investment Act, the State General Appropriations Act and other oversight agencies. The quarterly report must also be presented to the Board, the Chancellor and the President of each component institution.

Each component institution, in conjunction with its annual financial audit (external or internal), shall have a compliance audit of management controls on investments and adherence to statutory requirements and to the University System's and the component institution's investment policies (at least biennially), and such results are required to be reported to the Board and the State Auditor.

The Board has a standing finance committee (the "Finance and Audit Committee") which has the primary responsibility for submitting recommendations to the Board concerning financial matters for both the System Administrative Office and for each component institution. The Finance Committee may examine the procedures and documents for bond sales, depository contracts and all other financial matters. The Finance Committee also oversees the internal audit effort in the University System, including reviewing and approving annual audit plans and reviewing audit reports. The Finance Committee consists of three Board members appointed by the Chairman of the Board.

Controls. Each component institution is required to establish, and incorporate into the written administrative procedures for the component institution, a system of internal controls specifically designed to prevent loss of public funds due to fraud, employee error, misrepresentations by third parties, unanticipated market changes, or imprudent actions by employees of the component institution. The Investment Policy further requires the Internal Auditor to review the component institution's internal controls for adequacy and to test them for effectiveness in meeting the goals established in the component institution's investment plan on a biennial basis.

Each component institution shall have a compliance audit of management controls on investments and adherence to statutory requirements and to the University System's and entity's established investment policies at least once every two years. The results are required to be reported to the Board and the State Auditor.

Authorized Financial Dealers and Institutions. The Investment Policy requires competitive bidding for transactions (bids and offers) from at least three Board authorized broker/dealers who have fulfilled all compliance requirements of the Board. No exceptions are made except upon written justification and Board approval.

The Board maintains a "qualified list" of financial institutions and broker/dealers authorized to do business with the University System and its component institutions. The Board reviews the qualified list on an annual basis in order to revise and adopt a current qualified list of approved broker/dealers and banks. The Board may additionally add or remove any broker/dealer from the qualified list during the fiscal year.

Copies of the Investment Policy and the component institution's investment procedures are required to be presented to any person seeking to engage in an investment transaction, including investment pools, with the University System or a component institution. The registered principal of the business organization offering to engage in an investment transaction must execute a written instrument substantially to the effect that the registered principal has (i) received and reviewed the Investment Policy and the component institution's investment policy and (ii) acknowledged that the organization has implemented reasonable procedures and controls in an effort to preclude investment transactions conducted between the University System or the component institution and the organization that are not authorized by the policies. An Investment Officer is not permitted to acquire or otherwise obtain any authorized investment from a person who has not delivered such a instrument to the Board.

Authorized Investments. University System funds are invested in accordance with State law, the Investment Policy and each component institution's written policy. State law provides that the funds may be invested subject only to the requirement that investments be made with the judgment and care, under circumstances then prevailing, that persons of prudence, discretion and intelligence exercise in the management of their own affairs, not in regard to speculation, but in regard to the permanent disposition of their funds, considering the probable income as well as the probable safety of their capital.

The Board has further provided in its Investment Policy that funds may only be invested in (i) obligations of the U.S. Government or its agencies with stated maturities of not more than five years; (ii) direct obligations of the State of Texas or its agencies with stated maturities of not more than five years; (iii) U.S. Government agency or instrumentality directly issued collateralized mortgage obligations, the underlying security for which is guaranteed by an agency or instrumentality of the United States, subject to certain exceptions set out in the Investment Policy; (iv) other obligations, the principal and interest of which are unconditionally guaranteed or insured by, or backed by the full faith and credit of, the State of Texas or the United States or their respective agencies and instrumentalities with stated maturities of not more than five years; (v) obligations of states, agencies, counties, cities, or other political subdivisions of any state rated as to investment quality by a nationally recognized investment rating firm of not less than “A” or its equivalent with stated maturities of not more than five years; (vi) non-negotiable fully guaranteed or insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund certificates of deposits of banks, savings banks, or a state or federal credit union if such institutions are domiciled in Texas; (vii) fully collateralized repurchase agreements and reverse repurchase agreements meeting certain conditions set out in the Investment Policy; (viii) banker’s acceptances meeting certain conditions set out in the Investment Policy; (ix) commercial paper meeting certain conditions set out in the Investment Policy; (x) mutual funds meeting certain conditions set out in the Investment Policy; (xi) guaranteed investment contracts meeting certain conditions set out in the Investment Policy; (xii) investment pools including public funds investment pools if the Board has authorized the investment in that particular pool by rule, order, or resolution; (xiii) the Common Fund of Fairfield, Connecticut may be used for the investment of Endowment Funds or foundation funds held by each component institution; (xiv) cash management and fixed income funds sponsored by organizations exempt from federal income taxation under Section 501(1)(f), Internal Revenue Code; (xv) negotiable certificates of deposit issued by a bank that has a certificate of deposit rating of at least 1 or the equivalent by a nationally recognized credit rating agency or that is associated with a holding company having a commercial paper rating of at least A-1, P-1, or the equivalent by a nationally recognized credit reporting agency; and (xvi) corporate bonds, debentures, or similar debt obligations rated by a nationally recognized investment rating firm in one of the two highest long-term rating categories, without regard to gradations within those categories.

Additionally, some of the component institutions have developed policies that further restrict the authorized investments for that institution.

Diversification of Investments. The Investment Policy requires investment funds to be diversified to minimize the risk of loss resulting from over-concentration of assets in a specific maturity, specific issuer, or specific class of securities. Each component institution is required to diversify maturities to match investment purchases and maturities with the component institution’s anticipated cash flow requirements.

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Component-authorized investments and diversification limits for operating funds, including bond proceeds, are as follows:

	<u>Maximum % of Portfolio for Investments < \$100M</u>	<u>Maximum % of Portfolio for Investments > = \$100M</u>
U.S. Treasuries	100%	100%
U.S. Agencies and Instrumentalities	100%	100%
Mortgage-backed securities	25%	100%
Certificates of deposit	35%	100%
Repurchase Agreements	50%	100%
Flex Repos per bond issue	100%	100%
Local Government Investment Pools	100%	100%
Ownership of the Pool	5%	N/A
Money Market Funds	100%	100%
Ownership of the Fund	5%	10%
Commercial Paper	20%	100%
Any one issuer	5%	N/A
Bankers acceptances	20%	100%
Any one bank	5%	N/A
Municipal debt	20%	100%
Any one issuer	5%	N/A
Corporate debt	25%	100%
Any one issuer	5%	N/A
No-load Bond mutual funds (including Commonfund)	15%	15%
Ownership of one fund	10%	10%

Component-authorized investments and diversification limits for endowment funds are as follows:

	<u>Target</u>	<u>Acceptable Range</u>
Domestic Equity	50%	20% - 65%
International Equity	10%	0% - 20%
Other Equity Like	<u>0%</u>	<u>0% - 20%</u>
Total Equity	60%	40% - 80%
Domestic Fixed Income	35%	20% - 50%
Other Fixed Income Like	<u>0%</u>	<u>0% - 20%</u>
Total Fixed Income	35%	20% - 70%
Cash	<u>5%</u>	0% - 20%
TOTAL	100%	100%

Safekeeping and Collateralization. All security transactions, including collateral for repurchase agreements but excluding investment pool funds and mutual funds, entered into by the component institutions are required to be entered on a delivery versus payment basis. All securities are to be held by a third party custodian in the name of the component institution. The third party custodian must issue a safekeeping receipt to the component institution listing the specific instrument, rate, maturity, safekeeping receipt number, and other pertinent information. Any collateral safekeeping receipt must be clearly marked that the security is “pledged to the component institution” on its face. Any safekeeping receipt for component institution owned securities shall clearly be identified as the component institution’s securities.

Collateralization shall be required on certificates of deposit and repurchase agreements as well as deposits addressed in the University System's Policy and Procedures for the Control of Depository Funds. In order to anticipate market changes and provide a level of additional security for all funds, the collateralization level will be at least 102% of market value of principal and interest.

Amendment of Investment Policies and Procedures. The Board has the right to amend its policies and procedures relating to the management of investments, including the Investment Policy, at its discretion and at any time, subject to applicable State law.

Set forth below is a description of the combined investments by general category, for all of the component institutions of the University System as of August 31, 2012:

TABLE A-9
Current Investments
(as of August 31, 2012)

<u>Type of Security</u>	<u>Reported Value</u>
U.S. Treasury Securities	\$ 43,502,895.25
U.S. Government Agency Obligations	13,018,361.20
U.S. Government Agency Obligations (Texas Treasury Safekeeping)	3,733,442.67
Corporate Obligations	20,778,055.29
Corporate Obligations (Texas Treasury Safekeeping)	-
Corporate Asset and Mortgage Backed Securities	8,224,824.60
Equity	60,404,837.59
International Obligations (Government and Corporate)	188,922.50
International Equity	3,221,581.47
Repurchase Agreements	18,711,922.24
Fixed Income Money Market and Bond Mutual Fund	59,793,325.94
Other Commingled Funds	660,091.65
Other Commingled Funds – Texpool	413,473,602.25
Commercial Paper	-
Real Estate	26,000.00
Miscellaneous	206,206.80
	<hr/>
Total	<u>\$ 645,944,069.45</u>
 <u>Consisting of the Following:</u>	
Proprietary Funds Current Cash Equivalents	\$ 316,761,275.06
Proprietary Funds Current Restricted Cash Equivalents	77,834,823.39
Proprietary Funds Short Term Investments	718,564.78
Proprietary Funds Restricted Short Term Investments	99,000.00
Proprietary Funds Non-Current Restricted Cash Equivalents	18,877,503.80
Proprietary Funds Non-Current Restricted Investments	141,567,386.93
Proprietary Funds Non-Current Investments	90,085,515.49
	<hr/>
Total as Above	<u>\$ 645,944,069.45</u>

Gifted Securities. Gifted securities are managed and safeguarded in their original form in accordance with the donor's written instructions. However, upon the partial or total disposition of the original investment, the proceeds are invested in accordance with the policies described above.

Management of Funds Held in the State Treasury. The Texas Education Code requires that the University System deposit into the State Treasury all funds except those derived from auxiliary enterprises and noninstructional services, agency funds, designated and restricted funds, endowment and other gift funds, and student loan funds. All such funds held in the State Treasury are administered by the State Comptroller. The State Comptroller invests money in the State Treasury in authorized investments consistent with applicable law and the Texas State Treasury Investment Policy, dated August 1993. The State Comptroller pools funds within the State Treasury for investment purposes and allocates investment earnings on pooled funds proportionately among the various State agencies whose funds are so pooled. Currently, most pooled funds are invested in the following instruments: repurchase agreements; reverse repurchase agreements; obligations of the United States and its agencies and instrumentalities; commercial paper having the highest credit rating; and fully-collateralized deposits in authorized State depositories. All State Treasury investments are marked to market daily using an external financial service. The State Comptroller, acting primarily through a special purpose trust company, also holds approximately 20 separate accounts outside the State Treasury. The largest such account is a local government investment pool, known as TexPool, which was established in 1989 as an investment alternative for local governments in the State. TexPool operates on a \$1 net asset value basis and allows same day or next day redemptions and deposits. Interest is allocated daily based on portfolio earnings and account balance.

Investment of Bond Proceeds. Guaranteed investment contracts and investment funds managed by the State Comptroller are used as investment vehicles for bond proceeds.

ENDOWMENTS.

Although not pledged to the payment of debt obligations, the University System and component institutions control certain endowments consisting of securities and investments, land, and other real estate holdings and mineral rights. Such land, real estate, and mineral rights are valued at their book value as of the date of acquisition of such property. Each component of an endowment is subject to various restrictions as to application and use.

Set forth below is the value of endowments controlled by the University System Administration and the component institutions:

TABLE A-10
Texas State University System
Endowment Funds Summary
(as of fiscal year ending August 31, 2012)

	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Lamar University	\$ 10,692,218	\$ 12,672,104	\$ 13,345,026	\$ 17,685,602	\$ 12,987,999
Lamar State College-Orange	15,524	15,524	15,524	15,524	15,524
Lamar State College-Port Arthur	0	0	0	0	0
Lamar Institute of Technology	0	0	0	0	0
Sam Houston State University	36,102,070	37,590,433	41,831,066	53,037,991	61,768,362
Sul Ross State University	12,685,421	12,802,000	13,254,763	13,884,615	14,304,944
Texas State University-San Marcos	29,754,085	29,506,321	16,156,896 ⁽¹⁾	16,382,354 ⁽¹⁾	16,531,689
University System Administration	8,322,067	8,029,469	7,923,083	7,877,454	7,722,185
Total	\$ 97,571,385	\$ 100,615,851	\$ 92,526,358	\$ 108,883,540	\$ 113,330,703

⁽¹⁾ Decrease between fiscal year ending 2009 and fiscal year ending 2010 is due to a reclassification of certain net assets.

Capital Improvements Planning and Authorization.

The University System has developed a Procedure for Planning and Constructing a Project which is applicable to all new construction and all remodeling or repair of existing facilities in the amount of \$100,000 or more. Additionally, all new construction, repairs, or renovations costing in excess of \$20,000 but less than \$100,000, exclusive of work performed by employees of the component institution, are required to be reported to the Director of Planning and Construction before the expenditure is made.

The President of each component institution is responsible to the Board for the planning and management of campus construction projects. The Associate Vice Chancellor for Contract Administration advises the Board on such projects and assists the President of each component institution by (i) acting in an advisory capacity for each

component institution during the project creation and preliminary plan development, (ii) assisting in the development of detailed design plans, (iii) coordinating the project with appropriate State agencies other than the Coordinating Board, (iv) preparing the required contract documents for architects and contractors and (v) acting in an advisory role to the component institution administration in the contract administration stage.

In addition, approval from the Coordinating Board is also required prior to the award of any contracts except those specifically authorized by the Texas Legislature, including tuition revenue bond projects. See “DESCRIPTION OF THE UNIVERSITY SYSTEM—Coordinating Board.” Construction contracts for approved projects are awarded by the Board to the lowest responsible bidder.

Unless otherwise approved by the Board, all requests by a component institution for the construction of new facilities, major repair and rehabilitation projects, or the purchase of real estate, shall be in accordance with a comprehensive and current Campus Master Plan approved by the Board and filed with the Coordinating Board.

OUTSTANDING INDEBTEDNESS.

Upon the delivery of the Bonds, the Board will have the following described indebtedness:

<u>University System Parity Debt Obligations</u>	
Series 2003 ⁽¹⁾	\$ 2,280,000
Series 2004 ⁽¹⁾⁽²⁾	40,615,000
Series 2005 ⁽¹⁾	35,655,000
Series 2006	122,085,000
Series 2006A	19,130,000
Series 2008 ⁽¹⁾	163,480,000
Series 2009 ⁽¹⁾	76,985,000
Series 2010 ⁽¹⁾	98,445,000
Series 2010A ⁽¹⁾	64,495,000
Series 2011	85,335,000
<u>Series 2012⁽¹⁾</u>	<u>27,860,000</u>
<i>Total Parity Debt Obligations</i>	<u>\$ 736,365,000</u>
The Bonds	\$ 87,060,000
TOTAL	<u>\$ 823,425,000</u>
<u>Prior Encumbered Obligations</u>	
<u>Texas State University-San Marcos:</u>	
University Housing System Revenue Bonds, 1986	\$ 520,000
Total Prior Encumbered Obligations	<u>\$ 520,000</u>
<u>Other Obligations</u>	
Capital Leases	\$ 23,140,000
<u>Total Indebtedness</u>	<u>\$ 847,085,000</u>

⁽¹⁾ All or a portion of such issue constitutes Tuition Revenue Bonds that qualify the University System to be reimbursed from State appropriations for debt service payments in the amount \$20,482,215 during fiscal year 2013. Future reimbursement by the State for debt service payments is entirely subject to future appropriations by the State Legislature in each subsequent State biennium. See “APPENDIX A – FUNDING FOR THE UNIVERSITY SYSTEM AND ITS COMPONENT INSTITUTIONS – Tuition Revenue Bonds.”

⁽²⁾ Excludes the Refunded Bonds as shown on Schedule I.

INSURANCE.

Property and Casualty Insurance on classroom buildings, their contents and business interruption coverage is carried by the University System to defray any losses so incurred.

It is stated policy of the State and the Board not to acquire commercial general liability insurance for torts committed by employees of the State who are acting within the scope of their employment. Three exceptions to this policy authorize the Board to acquire commercial automobile insurance for the use and benefit of its employees who operate state-owned motorized vehicles and special equipment, fidelity bond coverage for all employees and directors and officers liability coverage.

Employees of the University System are provided Worker's Compensation coverage under a self-insuring, self-managed program as authorized by State law. The program providing the coverage is operated and administered by the State with the University System acting as a participant.

RETIREMENT PLANS.

The State has joint contributory retirement plans for substantially all of its benefits eligible employees. One of the primary plans in which the University System participates is administered by the Teacher Retirement System (TRS) of Texas. Currently, the member contribution rate established by the Texas Legislature is 6.4%, and the state contribution rate is 6.4% of annual compensation.

The TRS of Texas does not separately account for each of its component governmental agencies, since the TRS itself bears sole responsibility for retirement commitments beyond contributions fixed by the State Legislature. According to an independent actuarial evaluation as of August 31, 2012, the present value of TRS actual and projected liabilities, including projected benefits payable to its retirees and active members and their beneficiaries, was more than the assets of the Retirement System. Further information about the TRS of Texas is available at <http://www.trs.state.tx.us/>, and information regarding actuarial assumptions and conclusions, together with audited financial statements is included in the 2012 TRS comprehensive annual financial report available at <http://www.trs.state.tx.us/about/documents/cafr.pdf#CAFR>.

The State has also established an optional retirement program (ORP) for institutions of higher education. Participation in the ORP is in lieu of participation in the TRS and is a one-time irrevocable choice between the two distinct plans. For participants enrolled prior to September 1, 1995, the ORP percentage of participant salaries currently provided by the State, the University System and each participant was 7.31%, 1.19%, and 6.65%, respectively, of annual compensation. Effective for the period September 1, 2011 through August 31, 2013, the ORP employee contribution rate is 6.65% and the state contribution is 6.0%. Institutions are authorized to provide local supplements (up to 2.5% under certain conditions) to the 6.0% ORP state rate. Contributions are not subject to federal income tax until withdrawn or paid as benefits. ORP is an individualized defined contribution plan in which each participant selects from a variety of investments offered by several companies (authorized by the employing institution) through annuity contracts or mutual fund investments. Because participants manage their own personal investment accounts, ORP entails more individual risk and responsibility than that associated with TRS membership. Benefits are a direct result of the amounts contributed and any net return on the investments selected by each participant. Upon termination from Texas public higher education, ORP participants with more than one year of participation retain control over all investments (both employee and state contributions). Participants who terminate with one year or less of initial participation forfeit state contributions made during that period of employment. Post-termination distributions are determined by individual contract provisions, federal income tax law, and personal preference. Contracts may provide for complete or periodic withdrawals, or annuity income for a specified number of years or for life. ORP has on provisions for death and disability benefits similar to those provide by TRS. Administrative costs are paid by the participant through varying fees, "loads" and/or amount of interest paid. Since these are individual annuity contracts, the State has no additional or unfunded liability for this program.

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APPENDIX B

**UNAUDITED COMBINED FINANCIAL REPORT OF
TEXAS STATE UNIVERSITY SYSTEM
FOR FISCAL YEAR ENDED AUGUST 31, 2012**

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The Texas State University System



COMBINED ANNUAL FINANCIAL REPORT **Year Ended August 31, 2012**

**Lamar University
Sam Houston State University
Sul Ross State University
Texas State University-San Marcos
Lamar Institute of Technology
Lamar State College-Orange
Lamar State College-Port Arthur
System Administration**

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TEXAS STATE UNIVERSITY SYSTEM
Organizational Data
For the Fiscal Year Ended August 31, 2012

Board of Regents

Officers

Charlie Amato Chairman
Donna N. Williams Vice Chairman

Members

<u>Name</u>	<u>City (Texas)</u>	<u>Term Expires</u>
Dr. Jaime R. Garza	San Antonio	2/1/2017
Kevin J. Lilly	Houston	2/1/2015
Ron Mitchell	Horseshoe Bay	2/1/2015
David Montagne	Beaumont	2/1/2015
Trisha Pollard	Bellaire	2/1/2013
Rossanna Salazar	Austin	2/1/2017
William F. Scott	Nederland	2/1/2013
Andrew Greenberg, Student	Beaumont	5/1/2013

Administrative Officers

System Administration

Brian McCall Chancellor
Fernando C. Gomez Vice Chancellor and General Counsel
Perry Moore Vice Chancellor for Academic Affairs
Roland K. Smith Vice Chancellor for Finance
Sean Cunningham Vice Chancellor for Governmental Relations
Peter E. Graves Vice Chancellor for Contract Administration
Carole L. Fox Director of Audits and Analysis

University Presidents

James M. Simmons Lamar University
J. Michael Shahan Lamar State College - Orange
W. Sam Monroe Lamar State College - Port Arthur
Paul J. Szuch Lamar Institute of Technology
Dana Gibson Sam Houston State University
Ricardo Maestas Sul Ross State University
Denise M. Trauth Texas State University - San Marcos

UNAUDITED

Institution Name Texas State University System

Student Enrollment Data
For the Year Ended August 31, 2012

TYPE OF STUDENT	NUMBER OF STUDENTS BY SEMESTER			
	FALL 2011	SPRING 2012	SUMMER TERM 2012	
			FIRST	SECOND
Texas Residents	66,049	61,834	20,688	7,902
Out of State (Classified as Residents)	1,041	612	198	14
Out of State	1,315	1,382	737	315
Foreign	1,076	1,023	378	198
Children of Disabled	7	7	4	1
Concurrent Enrollment	792	747	33	31
Foster Children of the State	153	138	55	82
Good Neighbor	19	17	7	1
High School Honor Scholarships	14	13	2	1
High Ranking Senior	22	23	0	0
Hazelwood Act	1,931	2,042	939	260
Senior Citizens	33	28	2	2
Commission for the Blind/Deaf	223	221	85	42
Fireman Exempt	26	28	12	5
Thesis Only	5	2	10	0
Student Service Fees	0	0	0	0
Nursing	183	112	221	59
Faculty/Staff	369	356	148	52
Teaching Assistants	437	300	57	8
Competitive Scholarships	921	894	301	220
Military Personnel	41	39	15	16
Louisiana Adjacent County	17	12	1	1
Mexico Pilot	5	8	3	0
National Student Exchange Program	14	4	2	0
New Mexico Adjacent County	20	20	16	8
Texas Tomorrow Waiver	40	301	67	44
Adopted Students	67	63	14	11
Military Dependent	387	391	164	125
Pase	9	8	5	4
TANF	0	0	0	0
H.B. 877	0	0	0	0
Distance Learning	1,137	1,227	586	527
Family & Consumer Science Alliance Agreement	7	1	6	3
Clinical Preceptor Exempt	15	14	2	2
Beaumont-Louisiana Non-resident	514	486	192	109
UACH	0	0	0	0
Early HS Grad	43	0	0	0
TAPS Tuition Voucher 54.2111	0	0	0	0
TDCJ-54.218 Education Code	134	158	97	55
Trio Grant Math 0301	4	7	0	0
HB 1406 Non US Citizen	58	49	6	2
Totals	<u>77,128</u>	<u>72,567</u>	<u>25,053</u>	<u>10,100</u> *

* Texas State University-San Marcos changed to single summer term format in 2012

Enrollment Data (Fall Semester)

Fiscal Year	STUDENTS	SEMESTER HOURS
	2012	77,128
2011	74,762	843,591
2010	72,604	810,207
2009	69,062	776,240
2008	64,397	745,674
2007	69,233	806,869
2006	69,625	807,807
2005	68,102	759,896
2004	66,121	738,920
2003	64,419	738,914
2002	61,536	699,134

**Texas State University System
 Combined Statement of Net Assets
 For the Fiscal Year Ended August 31, 2012**

ASSETS

Current Assets:

Cash and Cash Equivalents		
Cash on Hand	\$	209,856.37
Cash in Bank		59,431,396.66
Cash in Transit/Reimbursement from Treasury		7,793,718.76
Cash in State Treasury		55,716,584.34
Cash Equivalents		316,761,275.06
Securities Lending Collateral		-
Short Term Investments		718,564.78
Restricted:		-
Cash and Cash Equivalents		-
Cash on Hand		461.17
Cash in Bank		2,765,754.95
Cash in Transit/Reimbursement from Treasury		-
Cash in State Treasury		-
Cash Equivalents		77,834,823.39
Short Term Investments		99,000.00
Legislative Appropriations		96,764,285.74
Investments		-
Receivables from:		-
Federal		18,519,477.48
Other Intergovernmental		-
Interest and Dividends		192,276.57
Accounts Receivable		96,121,682.67
Gifts		5,309,072.22
Investment Trades		-
Other		2,451,960.05
Interfund Receivables		-
Due From Other Agencies		4,595,463.01
Consumable Inventories		789,184.64
Merchandise Inventories		3,287,949.38
Prepaid Items		10,589,932.55
Loans and Contracts		10,416,189.21
Other Current Assets		38,973,235.44
Total Current Assets	\$	<u><u>809,342,144.44</u></u>

**Texas State University System
 Combined Statement of Net Assets
 For the Fiscal Year Ended August 31, 2012**

Noncurrent Assets:

Restricted:	
Cash and Cash Equivalents	
Cash on Hand	\$ -
Cash in Bank	(1,890,111.83)
Cash in Transit/Reimbursement from Treasury	-
Cash in State Treasury	-
Cash Equivalents	18,877,503.80
Short Term Investments	-
Receivables	1,691,834.40
Investments	141,567,386.93
Loans and Contracts	1,070,431.18
Other Assets	-
Deferred Charges	-
Loans and Contracts	7,048.03
Investments	90,085,515.49
Derivative Instrument Assets	-
Deferred Outflow of Resources	-
Interfund Receivables	-
Capital Assets:	-
Non-Depreciable:	-
Land and Land Improvements	71,320,060.92
Infrastructure	-
Construction in Progress	124,822,978.04
Other Capital Assets	7,533,802.61
Depreciable:	-
Buildings and Building Improvements	1,531,238,250.67
Less Accumulated Depreciation	(707,950,817.19)
Infrastructure	65,471,076.57
Less Accumulated Depreciation	(39,579,452.40)
Facilities and Other Improvements	154,547,437.63
Less Accumulated Depreciation	(44,207,126.05)
Furniture and Equipment	134,070,876.68
Less Accumulated Depreciation	(83,271,635.28)
Vehicles, Boats, and Aircraft	13,612,852.09
Less Accumulated Depreciation	(8,759,595.86)
Other Capital Assets	126,944,725.35
Less Accumulated Depreciation	(75,372,837.55)
Amortizable Assets-Intangible	34,252,770.98
Less Accumulated Amortization	(13,914,263.03)
Other Noncurrent Assets	-
Total Non-Current Assets	<u>1,542,168,712.18</u>
Total Assets	<u><u>\$ 2,351,510,856.62</u></u>

**Texas State University System
 Combined Statement of Net Assets
 For the Fiscal Year Ended August 31, 2012**

LIABILITIES

Current Liabilities:

Payables:

Accounts	\$ 58,759,616.55
Investment Trades	-
Payroll	27,905,526.24
Other Intergovernmental	-
Federal	-
Other	16,715,294.49

Interfund Payable	-
Due to Other Agencies	2,977,662.93
Deferred Revenues	306,039,687.38
Notes and Loans Payable	-
Revenue Bonds Payable, Net	40,230,448.36
General Obligation Bonds Payable, Net	-
Claims and Judgments	-
Employees' Compensable Leave	10,459,310.72
Capital Lease Obligations	23,140.10
Liabilities Payable from Restricted Assets	-
Obligations/Reverse Purchase Agreements	-
Obligations Under Securities Lending	-
Funds Held for Others	4,343,829.32
Other Current Liabilities	<u>3,114,461.44</u>

Total Current Liabilities 470,568,977.53

Noncurrent Liabilities

Interfund Payables	-
Notes and Loans Payable	-
Revenue Bonds Payable, Net	732,135,683.97
General Obligation Bonds Payable, Net	-
Derivative Instrument Liabilities	-
Deferred Inflow of Resources	-
Net OPEB Obligation	-
Pollution Remediation Obligations	-
Liabilities Payable from Restricted Assets	-
Claims and Judgments	-
Employees Compensable Leave	10,018,361.33
Capital Lease Obligations	-
Other Non-Current Liabilities	<u>2,525,389.90</u>

Total Noncurrent Liabilities 744,679,435.20

Total Liabilities \$ 1,215,248,412.73

**Texas State University System
Combined Statement of Net Assets
For the Fiscal Year Ended August 31, 2012**

NET ASSETS	
Invested in Capital Assets, Net of Related Debt	\$ 518,393,031.85
Restricted for	
Education	26,991,891.31
Debt Retirement	3,193,313.14
Capital Projects	83,856,181.50
Funds Held As Permanent Investments:	
Non-Expendable	113,330,702.39
Expendable	13,221,752.75
Other	47,830,167.12
Unrestricted	<u>329,445,403.83</u>
Total Net Assets	\$ <u>1,136,262,443.89</u>

**Texas State University System
 Combined
 Statement of Revenues, Expenses and Changes in Net Assets
 For the Fiscal Year Ended August 31, 2012**

OPERATING REVENUES

Sales of Goods and Services	
Tuition and Fees	\$ -
Tuition and Fees - Pledged	543,315,578.42
Discounts and Allowances	(127,369,809.07)
Professional Fees	-
Professional Fees - Pledged	-
Discounts and Allowances	-
Auxiliary Enterprises	-
Auxiliary Enterprises - Pledged	117,924,577.18
Discounts and Allowances	-
Other Sales of Goods and Services	23,826,292.53
Other Sales of Goods and Services - Pledged	-
Discounts and Allowances	-
Interest and Investment Income	-
Interest and Investment Income - Pledged	-
Net Increase (Decrease) Fair Market Value	-
Net Increase (Decrease) Fair Market Value - Pledged	-
Federal Revenue-Operating	33,759,572.40
Federal Pass Through Revenue	10,101,331.05
State Grant Revenue	5,223,893.41
State Grant Pass Through Revenue	43,244,459.41
Other Grants and Contracts	6,858,987.06
Other Grants and Contracts - Pledged	-
Contributions to Retirement Systems	-
Other Operating Revenues - Pledged	11,442,234.90
Other Operating Revenues	<u>107,824.57</u>
Total Operating Revenues	<u>\$ 668,434,941.86</u>

Texas State University System
Combined
Statement of Revenues, Expenses and Changes in Net Assets
For the Fiscal Year Ended August 31, 2012

OPERATING EXPENSES

Instruction	\$ 301,229,305.64
Research	42,797,054.08
Public Service	22,337,724.72
Academic Support	107,052,631.13
Student Services	57,649,389.95
Institutional Support	88,003,422.57
Operation and Maintenance of Plant	78,262,385.46
Scholarship and Fellowships	111,215,164.87
Auxiliary Enterprise Expenditures	139,673,243.28
Depreciation and Amortization	<u>69,615,324.42</u>
Total Operating Expenses	<u>1,017,835,646.12</u>

Operating Income (Loss) (349,400,704.26)

NONOPERATING REVENUES (EXPENSES)

Legislative Revenue (GR)	212,872,534.02
Additional Appropriations (GR)	45,647,784.13
Federal Revenue Non-Operating	103,778,545.39
Federal Pass Through Revenue Non-Operating	272,609.96
Gifts	31,865,364.93
Interest and Investment Income (Expense)	3,829,422.92
Interest and Investment Income (Expense) - Pledged	-
Loan Premium/Fees on Securities Lending	-
Investing Activities Expense	-
Interest Expense and Fiscal Charges	(36,691,781.32)
Borrower Rebates and Agent Fees	-
Gain (Loss) on Sale of Capital Assets	(431,071.65)
Net Increase (Decrease) in Fair Value of Investments	8,118,317.91
Net Increase (Decrease) in Fair Value of Investments - Pledged	-
Settlement of Claims	(255,355.70)
Other Nonoperating Revenues (Expenses) (PR-Chgs for Services)	(2,213,170.93)
Other Nonoperating Revenues (Expenses) (GR)	<u>(68,672.45)</u>
Total Nonoperating Revenues (Expenses)	<u>366,724,527.21</u>

Income (Loss) before Other Revenues, Expenses, Gains/Losses and Transfers \$ 17,323,822.95

**Texas State University System
 Combined
 Statement of Revenues, Expenses and Changes in Net Assets
 For the Fiscal Year Ended August 31, 2012**

OTHER REVENUES, EXPENSES, GAINS/LOSSES

AND TRANSFERS

Capital Contributions	\$ 3,122,914.94
Capital Appropriations (HEAF)	48,970,651.00
Federal Grant-Capital Grant Contributions	28,669.55
Contributions to Permanent and Term Endowments	1,196,686.83
Special Items	-
Extraordinary Items	-
Increase Interagency Transfer Capital Assets	-
Decrease Interagency Transfer Capital Assets	(6,627.97)
Transfer In	2,184,733.67
Transfer Out	(7,696,978.62)
Legislative Transfer In	2,919,683.08
Legislative Transfer Out	-
Lapses	<u>(1,499,486.96)</u>
Total Other Revenues, Expenses, Gains/Losses and Transfers	<u>49,220,245.52</u>
Change in Net Position	<u>66,544,068.47</u>
Net Assets, September 1 2011	1,065,288,631.62
Restatements	<u>4,429,743.80</u>
Net Assets, September 1, 2011 as Restated	<u>1,069,718,375.42</u>
NET ASSETS, August 31, 2012	<u><u>\$1,136,262,443.89</u></u>

Texas State University System
Combined Matrix of Operating Expenses Reported by Function
For the Fiscal Year Ended August 31, 2012

Operating Expenses	Instruction	Research	Public Service	Academic Support	Student Services	Institutional Support	Operation and Maintenance of Plant	Scholarship and Fellowships	Auxiliary Enterprises	Depreciation and Amortization	Total Expenses
Cost of Goods Sold	\$ -	\$ -	\$ 62,981.10	\$ 3,758.23	\$ 66,166.76	\$ -	\$ -	\$ -	\$ 6,873,932.71	\$ -	\$ 7,006,838.80
Salaries and Wages	224,492,669.36	20,455,020.24	11,025,348.76	48,739,571.34	34,185,840.87	46,812,099.02	25,897,848.62	2,741,718.93	36,941,518.78	-	451,291,635.92
Payroll Related Costs	55,604,318.39	3,593,205.26	2,775,109.58	14,406,098.70	8,537,315.53	16,578,811.94	8,346,371.47	19,685.45	9,361,771.81	-	119,222,688.13
Professional Fees and Services	3,557,501.02	7,088,046.93	2,234,738.11	12,630,463.36	3,094,468.69	6,836,796.68	2,135,700.84	26,736.19	10,027,159.00	-	47,631,610.82
Federal Pass-Through Expense	-	1,379,144.58	-	-	16,661.27	-	-	-	-	-	1,395,805.85
State Grant Pass-Through Exp	-	316,712.46	-	-	-	-	-	-	-	-	316,712.46
Travel	2,656,339.99	2,454,972.11	628,273.30	2,087,995.06	1,309,251.08	852,575.78	66,475.47	29,968.91	4,951,881.29	-	15,037,732.99
Materials and Supplies	8,115,073.08	4,954,658.74	1,755,950.81	15,911,673.93	4,653,466.10	6,653,318.67	7,020,188.76	40,591.14	36,335,088.25	-	85,440,009.48
Communication and Utilities	391,790.03	97,340.96	253,792.90	2,758,830.06	785,463.30	2,344,828.87	25,512,821.30	-	15,940,807.60	-	48,085,675.02
Repairs and Maintenance	554,342.31	111,609.93	279,316.04	4,068,998.61	1,670,960.70	1,585,693.91	5,542,978.64	191.58	5,430,300.50	-	19,244,392.22
Rentals and Leases	317,114.98	293,662.24	438,047.65	1,514,722.31	284,466.38	483,639.15	1,489,013.08	5,182.35	1,739,913.24	-	6,565,761.38
Printing and Reproduction	668,793.31	209,301.16	166,827.90	592,641.56	1,110,139.78	548,282.99	47,077.54	1,985.62	957,386.64	-	4,302,436.50
Depreciation and Amortization	-	-	-	-	-	-	-	-	-	69,615,324.42	69,615,324.42
Bad Debt Expense	553,674.11	-	5,489.32	172,000.30	(10,433.64)	111,040.56	-	-	68,721.15	-	900,491.80
Interest	0.16	11.50	110.86	359.29	25.62	10,708.02	2.55	-	-	-	11,218.00
Scholarships	439,489.80	330,177.32	41,981.00	173,769.07	148,339.13	127,277.41	-	108,280,295.89	4,631,274.07	-	114,172,603.69
Claims and Judgments	8,289.86	-	-	200.00	1,976.40	73,489.15	-	-	-	-	83,955.41
Net Change in Pension/OPEB	-	-	-	-	-	-	-	-	-	-	-
Other Operating Expenses	3,869,909.24	1,513,190.65	2,669,757.39	3,991,549.31	1,795,281.98	4,984,860.42	2,203,907.19	68,808.81	6,413,488.24	-	27,510,753.23
Total Operating Expenses	\$ 301,229,305.64	\$ 42,797,054.08	\$ 22,337,724.72	\$ 107,052,631.13	\$ 57,649,389.95	\$ 88,003,422.57	\$ 78,262,385.46	\$ 111,215,164.87	\$ 139,673,243.28	\$ 69,615,324.42	\$ 1,017,835,646.12

**Texas State University System
Combined
Statement of Cash Flow
For the Fiscal Year Ended August 31, 2012**

Cash Flows from Operating Activities

Receipts from Customers	\$ 17,679,837.95
Proceeds from Tuition and Fees	435,022,082.68
Proceeds from Research Grants and Contracts	92,891,079.38
Proceeds from Gifts	-
Proceeds from Loan Programs	35,681,602.97
Proceeds from Auxiliaries	117,066,782.70
Proceeds from Other Revenues	18,255,248.25
Payments to Suppliers for Goods and Services	(291,723,279.18)
Payments to Employees for Salaries	(454,443,957.67)
Payments to Employees for Benefits	(112,335,340.32)
Payments for Loans Provided	(35,894,516.95)
Payments for Other Expenses	(97,934,652.42)
	<hr/>
Net Cash Provided by Operating Activities	(275,735,112.61)
	<hr/> <hr/>

Cash Flows from Noncapital Financing Activities

Proceeds from Debt Issuance	1,995,000.00
Proceeds from State Appropriations	269,306,797.82
Proceeds from Gifts	33,177,467.41
Proceeds from Endowments	106,595.03
Proceeds of Transfers from Other Funds	6,700,777.78
Proceeds from Grant Receipts	103,652,568.46
Proceeds from Advances from Other Funds	71,414,862.84
Proceeds from Loan Programs	25,165.58
Proceeds from Other Financing Activities	850,661.23
Proceeds from Contributed Capital	-
Payments of Principal on Debt Issuance	(36,450,000.00)
Payments of Interest	(37,144,500.19)
Payments of Other Costs of Debt Issuance	(122,151.46)
Payments for Transfers to Other Funds	(1,993,093.57)
Payments for Grant Disbursements	-
Payments for Advances to Other Funds	-
Payments for Other Uses	(10,708,922.14)
	<hr/>
Net Cash Provided by Noncapital Financing Activities	\$ 400,811,228.79
	<hr/> <hr/>

**Texas State University System
Combined
Statement of Cash Flow
For the Fiscal Year Ended August 31, 2012**

Cash Flows from Capital and Related Financing Activities	
Proceeds from the Sale of Capital Assets	\$ (22,618.66)
Proceeds from Debt Issuance	13,377,606.37
Proceeds from State Grants and Contracts	-
Proceeds from Federal Grants and Contracts	11,390.79
Proceeds from Gifts	-
Proceeds from Other Financing Activities	24,091,564.31
Proceeds from Capital Contributions	-
Proceeds from Advances from Other Funds	-
Payments for Additions to Capital Assets	(157,174,286.47)
Payments of Principal on Debt	(49,051,083.32)
Payments for Capital Lease	(20,637.64)
Payments of Interest on Debt Issuance	(17,722,485.43)
Payments of Other Costs of Debt Issuance	(540,222.41)
Net Cash Provided by Capital and Related Financing Activities	<u>(187,050,772.46)</u>
Cash Flows from Investing Activities	
Proceeds from Sales of Investments	186,462,784.67
Proceeds from Interest Income	309,937.98
Proceeds from Investment Income	3,183,036.29
Proceeds from Principal Payments on Loans	-
Payments to Acquire Investments	(198,722,337.32)
Net Cash Provided by Investing Activities	<u>(8,766,578.38)</u>
Net Increase (Decrease) in Cash and Cash Equivalents	<u>(70,741,234.66)</u>
Cash and Cash Equivalents, September 1, 2011 - Restated	608,242,497.33
Restatements to Beginning Cash and Cash Equivalents	-
Cash and Cash Equivalents, September 1, 2011 - Restated	<u>608,242,497.33</u>
Cash and Cash Equivalents, August 31, 2012	<u><u>\$ 537,501,262.67</u></u>

**Texas State University System
Combined
Statement of Cash Flow
For the Fiscal Year Ended August 31, 2012**

Reconciliation of Operating Income to

Net Cash Provided by Operating Activities

Operating Income (Loss) \$ (349,400,704.26)

Adjustments to Reconcile Operating Income

to Net Cash Provided by Operating Activities:

Amortization and Depreciation 69,615,324.42

Bad Debt Expense 581,047.75

Operating Income and Cash Flow Categories:

Classification Differences -

Changes in Assets and Liabilities:

(Increase) Decrease in Receivables (26,664,016.09)

Increase (Decrease) in Due from Other Funds (1,763,477.29)

(Increase) Decrease in Inventories 381,015.95

(Increase) Decrease in Prepaid Expenses 4,702,981.33

(Increase) Decrease in Notes Receivable (650,165.43)

(Increase) Decrease in Loans & Contracts (1,755,207.43)

(Increase) Decrease in Other Assets 1,248.53

(Increase) Decrease in State Appropriations -

Increase (Decrease) in Payables (11,177,582.76)

Increase (Decrease) in Deposits 18,532.63

Increase (Decrease) in Due to Other Funds 1,182,996.34

Increase (Decrease) in Deferred Income 38,118,920.36

Increase (Decrease) in Compensated Absence Liability 1,093,219.75

Increase (Decrease) in Benefits Payable 859,486.21

Increase (Decrease) in Other Liabilities (878,732.62)

Total Adjustment 73,665,591.65

Net Cash Provided by Operating Activities \$ (275,735,112.61)

Non Cash Transactions

Donation of Capital Assets \$ 526,569.38

Net Change in Fair Value of Investments \$ 8,118,317.91

Other \$ (93,242.98)

TEXAS STATE UNIVERSITY SYSTEM
NOTES TO THE FINANCIAL STATEMENTS

August 31, 2012

NOTE 1: Summary of Significant Accounting Policies

Entity

The Texas State University System (System) is an Institution of Higher Education of the State of Texas, and its financial records comply with state statutes and regulations, including compliance with the Texas Comptroller of Public Accounts' Reporting Requirements for State Institutions of Higher Education.

The Texas State University System is comprised of System Administration and the following institutions: Lamar University, Sam Houston State University, Sul Ross State University, Texas State University-San Marcos, Lamar Institute of Technology, Lamar State College - Orange, and Lamar State College - Port Arthur. The System's primary role is to provide post secondary educational opportunities for the citizens of the State of Texas. The component institutions also perform research activities and provide public service programs for their constituents.

Due to the statewide requirements embedded in Governmental Accounting Standards Board Statement No 34. *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments*, the Comptroller of Public Accounts does not require the accompanying annual financial report to comply with all the requirements in this statement. The financial report will be considered for audit by the State Auditor as part of the audit of the State of Texas Comprehensive Annual Financial Report; therefore, an opinion has not been expressed on the financial statements and related information contained in this report.

Fund Structure

The accompanying financial statements are presented on the basis of funds. A fund is considered a separate accounting entity. The fund designation for institutions of higher education is, a Business Type Activity, within the Proprietary Fund Type.

Proprietary Funds

Business Type Activity

Business type funds are used for activities that are financed through the charging of fees and sales for goods or services to the ultimate user. Institutions of higher education are required to report their financial activities as business type; because,

Note 1 Continued

the predominance of their funding comes through charges to students, sales of goods and services, and grant revenues.

Component Units

The fund types of the individual discrete component units are available from the component units' separately issued financial statements. Additional information about component units can be found in Note 19.

Basis of Accounting

The basis of accounting determines when revenues and expenditures or expenses are recognized in the accounts reported in the financial statements. The accounting and financial reporting treatment applied to a fund is determined by its measurement focus.

Business activity type funds (proprietary funds) are accounted for using the full accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recognized at the time liabilities are incurred. Proprietary funds distinguish operating from non-operating items. Operating revenues and expenses result from providing services or producing and delivering goods in connection with the proprietary funds principal ongoing operations. Operating expenses for the proprietary funds include the cost of sales and services, administrative expenses, and depreciation on capital assets.

Budget and Budgetary Accounting

The operating budget is prepared annually and represents appropriations authorized by the legislature and approved by the Governor (the General Appropriations Act) and other revenues generated by System Administration. Unencumbered appropriations are generally subject to lapse 60 days after the end of the fiscal year for which they were appropriated.

Assets, Liabilities, and Fund Balances/Net Assets

ASSETS

Cash and Cash Equivalents

Short-term highly liquid investments with an original maturity of three months or less are considered cash equivalents.

Note 1 Continued

Securities Lending Collateral

Investments are stated at fair value in all funds except pension trust funds in accordance with **GASB Statement 31-Accounting and Financial Reporting for Certain Investments and for External Investment Pools**. For pension trust funds, investments are required to be reported at fair value using the accrual basis of accounting in accordance with **GASB Statement 25 - Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans**.

Securities lent are reported as assets on the Statement of Net Assets. The costs of securities lending transactions are reported as expenditures or expenses in the Operating Statement. These costs are reported at gross.

Restricted Assets

Restricted assets include monies or other resources restricted by legal or contractual requirements. These assets include proceeds of enterprise fund general obligation and revenue bonds and revenues set aside for statutory or contractual requirements. Assets held in reserve for guaranteed student loan defaults are also included.

Inventories and Prepaid Items

Inventories include both merchandise inventories on hand for sale and consumable inventories. Inventories are valued at cost, generally utilizing the last-in, first-out method. The consumption method of accounting is used to account for inventories and prepaid items that appear in the proprietary fund types. The cost of these items is expensed when the items are consumed.

Capital Assets

Assets with an initial, individual cost of more than \$5,000 and an estimated useful life in excess of one year should be capitalized. These assets are capitalized at cost or, if not purchased, at appraised fair value as of the date of acquisition. Depreciation is reported on all "exhaustible" assets. "Inexhaustible" assets such as works of art and historical treasures are not depreciated. Road and highway infrastructure is reported on the modified basis. Assets are depreciated over the estimated useful life of the asset using the straight-line method.

Note 1 Continued

Current Receivables - Other

Other receivables include year-end revenue accruals not included in any other receivable category.

LIABILITIES

Accounts Payable

Accounts Payable represents the liability for the value of assets or services received at the Statement of Net Assets date for which payment is pending.

Current Payables - Other

Other payables are the accrual at year-end of expenditure transactions not included in any of the other payable descriptions.

Employees' Compensable Leave Balances

Employees' Compensable Leave Balances represent the liability that becomes "due" upon the occurrence of relevant events such as resignations, retirements, and uses of leave balances by covered employees. Liabilities are reported separately as either current or noncurrent in the Statement of Net Assets.

Capital Lease Obligations

Capital Lease Obligations represent the liability for future lease payments under capital lease contracts contingent upon the appropriation of funding by the Legislature. Liabilities are reported separately as either current or noncurrent in the Statement of Net Assets.

Bonds Payable - General Obligation Bonds and Revenue Bonds

General Obligation and Revenue Bonds are accounted for in the proprietary funds by institutions of higher education. The bonds payable are reported at par less unamortized discount or plus unamortized premium. Interest expense is reported on the accrual basis, with amortization of discount or premium. Payables are reported separately as either current or noncurrent in the Statement of Net Assets. Bond proceeds and principal payments are reported in the Statement of Cash Flows.

Note 1 Continued

FUND BALANCE/NET ASSETS

The difference between fund assets and liabilities is “Net Assets” on the government-wide, proprietary and fiduciary fund statements, and the “Fund Balance” is the difference between fund assets and liabilities on the governmental fund statements.

Invested in Capital Assets, Net of Related Debt

Invested in capital assets, net of related debt consists of capital assets, net of accumulated depreciation and reduced by outstanding balances for bond, notes, and other debt that are attributed to the acquisition, construction, or improvement of those assets.

Restricted Net Assets

Restricted net assets result when constraints placed on net asset use are either externally imposed by creditors, grantors, contributors, and the like, or imposed by law through constitutional provisions or enabling legislation.

Unrestricted Net Assets

Unrestricted net assets consist of net assets which do not meet the definition of the two *preceding* categories. Unrestricted net assets often have constraints on resources which are imposed by management, but can be removed or modified.

INTERFUND ACTIVITIES AND BALANCES

The Texas State University System has the following types of transactions among funds:

- (1) Transfers: Legally required transfers that are reported when incurred as “Transfers In” by the recipient fund and as “Transfers Out” by the disbursing fund.
- (2) Reimbursements: Reimbursements are repayments from funds responsible for expenditures or expenses to funds that made the actual payment. Reimbursements of expenditures made by one fund for another that are recorded as expenditures in the reimbursing fund and as a reduction of expenditures in the reimbursed fund. Reimbursements are not displayed in the financial statements.

Note 1 Continued

- (3) Interfund receivables and payables: Interfund loans are reported as interfund receivables and payables. If repayment is due during the current year or soon thereafter it is classified as “Current”, repayment for two (or more) years is classified as “Non-Current”.
- (4) Interfund Sales and Purchases: Charges or collections for services rendered by one fund to another that are recorded as revenues of the recipient fund and expenditures or expenses of the disbursing fund.

The composition of Texas State University System’s Interfund activities is presented in Note 12.

NOTE 2: Capital Assets

All capital assets acquired are reported at cost or estimated historical cost, if actual historical cost is not available. Donated assets are reported at fair value on the acquisition date. Assets are depreciated over the estimated useful life of the asset using the straight-line method.

A summary of changes in Capital Assets for the year ended August 31, 2012 is presented on the next page.

Note 2 Continued

	Balance 9/1/2011	Adjustments	Completed CIP	Increase Int'agy Trans	Decrease Int'agy Trans	Additions	Deletions	Balance 8/31/2012
BUSINESS-TYPE ACTIVITIES								
Non-Depreciable Assets								
Land and Land Improvements	68,500,099.63	-	158,611.62	-	-	2,661,349.67	-	71,320,060.92
Construction in Progress	140,667,118.97	(3,041,398.34)	(175,680,978.81)	-	-	162,878,236.22	-	124,822,978.04
Other Assets	7,323,070.56	-	-	-	-	210,732.05	-	7,533,802.61
Total Non-Depreciable Assets	216,490,289.16	(3,041,398.34)	(175,522,367.19)	-	-	165,750,317.94	-	203,676,841.57
Depreciable Assets								
Buildings and Building Improvements	1,380,653,736.63	-	148,763,305.60	-	-	1,821,208.44	-	1,531,238,250.67
Infrastructure	62,018,381.80	-	2,705,818.80	-	-	746,875.97	-	65,471,076.57
Facilities & Other Improvements	144,906,941.07	-	9,506,506.56	-	-	135,030.00	(1,040.00)	154,547,437.63
Furniture and Equipment	123,481,488.81	-	1,403,638.75	-	(11,598.85)	12,904,093.10	(3,706,745.13)	134,070,876.68
Vehicles, Boats & Aircraft	13,146,484.29	-	-	-	-	1,269,092.95	(802,725.15)	13,612,852.09
Other Assets	122,245,840.44	-	-	-	-	7,751,199.73	(3,052,314.82)	126,944,725.35
Total Depreciable Assets at Historical Costs	1,846,452,873.04	-	162,379,269.71	-	(11,598.85)	24,627,500.19	(7,562,825.10)	2,025,885,218.99
Less Accumulated Depreciation :								
Buildings and Building Improvements	(668,689,103.04)	-	-	-	-	(39,261,714.15)	-	(707,950,817.19)
Infrastructure	(37,427,749.78)	-	-	-	-	(2,151,702.62)	-	(39,579,452.40)
Facilities & Other Improvements	(38,524,892.38)	-	-	-	-	(5,683,273.67)	1,040.00	(44,207,126.05)
Furniture and Equipment	(74,784,767.82)	(9,438.99)	-	-	4,970.88	(11,777,921.41)	3,295,522.06	(83,271,635.28)
Vehicles, Boats & Aircraft	(8,544,639.30)	-	-	-	-	(1,003,992.37)	789,035.81	(8,759,595.86)
Other Capital Assets	(72,721,868.55)	-	-	-	-	(5,703,283.82)	3,052,314.82	(75,372,837.55)
Total Accumulated Depreciation	(900,693,020.87)	(9,438.99)	-	-	4,970.88	(65,581,888.04)	7,137,912.69	(959,141,464.33)
Amortizable Assets-Intangible								
Computer Software	22,200,441.66	-	13,143,097.48	-	-	221,800.00	(1,312,568.16)	34,252,770.98
Total Amortizable Assets-Intangible	22,200,441.66	-	13,143,097.48	-	-	221,800.00	(1,312,568.16)	34,252,770.98
Less Accumulate Amortization								
Comuter Software	(11,329,548.49)	162,964.52	-	-	-	(4,033,436.37)	1,285,757.31	(13,914,263.03)
Total Accumulated Amortization	(11,329,548.49)	162,964.52	-	-	-	(4,033,436.37)	1,285,757.31	(13,914,263.03)
Depreciable Assets, Net	956,630,745.34	153,525.53	175,522,367.19	-	(6,627.97)	(44,766,024.22)	(451,723.26)	1,087,082,262.61
Capital Assets, Net	1,173,121,034.50	(2,887,872.81)	-	-	(6,627.97)	120,984,293.72	(451,723.26)	1,290,759,104.18

NOTE 3: Deposits, Investments, & Repurchase Agreements

The Texas State University System is authorized to invest in obligations and instruments as defined in the Public Funds Investment Act (Sec. 2256.001 Texas Government Code). Endowment Funds may be invested in accordance with the Uniform Management of Institutional Funds Act, Property Code Chapter 163. Such investments include (1) obligations of the United States or its agencies, (2) direct obligations of the State of Texas or its agencies, (3) obligations of political subdivisions rated not less than A by a national investment rating firm, (4) certificates of deposit, and (5) other instruments and obligations authorized by statute.

Deposits of Cash in Banks

As of August 31, 2012, the carrying value of demand deposits at local banks was \$60,307,039.78 as presented below:

CASH IN BANK-CARRYING VALUE PER AFR	\$ 60,307,039.78
Proprietary Funds Current Assets Cash in Banks	\$ 59,431,396.66
Proprietary Funds Current Assets Restricted Cash in Banks	2,765,754.95
Proprietary Funds Noncurrent Assets Restricted Cash in Banks	(1,890,111.83)
Cash in Bank per AFR	\$ 60,307,039.78

At August 31, 2012, the actual balance on deposit with local banks was \$72,489,217.23.

Investments

The carrying and fair values of investments as of the Statement of Net Assets date (both short and long term) are shown on the next page.

Note 3 Continued

GOVERNMENTAL AND BUSINESS-TYPE ACTIVITIES	Fair value
U.S. Government	
U.S. Treasury Securities	\$ 43,502,895.25
U.S. Government Agency Obligations	13,018,361.20
U.S. Government Agency Obligations (Texas Treasury Safekeeping)	3,733,442.67
Corporate Obligations	20,778,055.29
Corporate Obligations (Texas Treasury Safekeeping)	-
Corporate Asset and Mortgage Backed Securities	8,224,824.60
Equity	60,404,837.59
International Obligations (Govt and Corp)	188,922.50
International Equity	3,221,581.47
Repurchase Agreements	18,711,922.24
Fixed Income Money Market and Bond Mutual Fund	59,793,325.94
Other Commingled Funds	660,091.65
Other Commingled Funds - Texpool	413,473,602.25
Commercial Paper	-
Real Estate	26,000.00
Miscellaneous	206,206.80
Total	\$ 645,944,069.45
Proprietary Funds Current Cash Equivalents	\$ 316,761,275.06
Proprietary Funds Current Restricted Cash Equivalents	77,834,823.39
Proprietary Funds Short Term Investments	718,564.78
Proprietary Funds Restricted Short Term Investments	99,000.00
Proprietary Funds Non-Current Restricted Cash Equivalents	18,877,503.80
Proprietary Funds Non-Current Restricted Investments	141,567,386.93
Proprietary Funds Non-Current Investments	90,085,515.49
Total as Above	\$ 645,944,069.45

Note 3 Continued

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The *Investment Policies* of the Texas State University System allow the investment of State funds in corporate bonds to be no more than 5% of the total portfolio. The bonds must be rated in one of the three highest rating categories (i.e. AAA to A).

As of August 31, 2012 the System's credit quality distribution for securities with credit risk exposure was as follows.

STANDARDS & POOR'S

Investment Type	AAA	AA	A	BBB	Total
U.S. Government Agency Obligations -	\$ 43,502,895.25	\$ 12,969,008.80			\$ 56,471,904.05
Corporate Obligations		4,411,907.33	14,373,860.07	1,815,347.89	20,601,115.29
Corporate Asset and Mortgage Backed Securities	295,557.55				295,557.55
Municipal Bonds		49,352.40			49,352.40
Misc - Preferred Securities				176,940.00	176,940.00
Total	\$ 43,798,452.80	\$ 17,430,268.53	\$ 14,373,860.07	\$ 1,992,287.89	\$ 77,594,869.29

NOTE 4: Short-Term Debt

During the fiscal year ended August 31, 2012, Texas State University System had no short term debt activity.

NOTE 5: Summary of Long-term Liabilities

Changes in Long-term Liabilities

During the year ended August 31, 2012, the following changes occurred in long-term liabilities.

BUSINESS TYPE ACTIVITES	BALANCE 9/1/2011	ADDITIONS	REDUCTIONS	BALANCE 8/31/2012	AMOUNTS DUE WITHIN ONE YEAR
Revenue B/P	\$ 795,055,361.11	\$ 30,958,573.42	\$ 53,647,802.20	\$ 772,366,132.33	\$ 40,230,448.36
Compensable Leave	19,211,534.81	5,969,976.38	4,703,839.14	20,477,672.05	10,459,310.72
Capital Lease Obligations	43,777.74	-	20,637.64	23,140.10	23,140.10
Claims & Judgments	154,222.82	-	154,222.82	-	-
TOTALS	\$ 814,310,673.66	\$ 36,928,549.80	\$ 58,526,501.80	\$ 792,866,944.48	\$ 50,712,899.18

Note 5 Continued

Bonds Payable

See Note 6 for a discussion of Bonds Payable.

Compensable Leave

A state employee is entitled to be paid for any unused vacation time accrued, in the event of the employee's resignation, dismissal, or separation from State employment, provided the employee has had continuous employment with the State for six months. An expense and liability for Business Type Activities are recorded in the accounts as the benefits accrue to employees. No liability is recorded for non-vesting accumulating rights to receive sick pay benefits.

Capital Leases

See Note 8 for a discussion of Capital Lease obligations.

Claims and Judgments

As of August 31, 2011, Sam Houston State University had a current claim of \$154,222.00. Various lawsuits and claims involving the universities and colleges within the Texas State University System (TSUS) are pending but cannot be reasonably estimated at this time. However, the liability over the extent provided for by insurance or otherwise, is not likely to have a material effect on the financial statements.

NOTE 6: Bonded Indebtedness

The Board of Regents approved the order establishing the Master Resolution for the Texas State University System Revenue Financing System in August 1998. The Master Resolution provides a financing structure under which revenue supported indebtedness of the Revenue Financing System can be incurred. Each component institution and the System Administration of TSUS are members of the Revenue Financing System. The Board pledged all of the funds (revenues) and balances derived or attributable to any member of the Revenue Financing System that is lawfully available to the Board for payments on Parity Debt. Specifically exempted from pledged revenues are:

- (a) Amounts received on behalf of any member under Article 7, Section 17 of the Constitution of the State of Texas, including the income therefrom and any balances relating thereto, and

Note 6 Continued

- (b) General Revenue Fund appropriations, except to the extent so specifically appropriated for debt service to the Board by the Legislature of the State of Texas.

Pledged revenue is also subject to the provisions of the "Prior Encumbered Obligations". Prior Encumbered Obligations are the revenues included in the Revenue Financing System for Texas State University-San Marcos are subject to a prior claim for the following heretofore issued

bonds of the Board on behalf of that University that were not refunded by the issuance of Revenue Refunding Bonds, Series 1998B or Taxable Series 1998:

Housing System Revenue Bonds, Series 1986

Members may use the Revenue Financing System as a long-term debt program to acquire, purchase, construct, improve, renovate, enlarge, or equip property, buildings, structures, facilities, roads, or related infrastructure. An institution's request for the use of the Revenue Financing System is evaluated for an adequate revenue stream and bonding capacity for the specific institution prior to Board approval of issuing additional parity debt.

Each component institution receives its portion of the bond proceeds and accounts for the earnings and disbursements of the bond proceeds. Assets created and/or acquired as a result of the Revenue Financing System bond proceeds expended and subsequently capitalized are reported on the component institutions' Financial Reports. The associated bond liability and debt service activities are reported in total by the TSUS - System Administration.

The following outstanding bonds have been issued utilizing the Revenue Financing System:

Revenue and Refunding Series 2002

- To acquire, purchase, construct, improve, renovate, enlarge or equip the property, buildings, structures, facilities or related infrastructures for component institutions and to pay costs related to the issuance of the bonds.
- \$147,445,000 par value; all authorized bonds have been issued to Angelo State University-\$16,917,550; Lamar University -\$21,792,096; Lamar Institute of Technology-\$5,301,960; Lamar State College Orange \$2,125,000; Lamar State College Port Arthur \$7,650,000; Sam Houston State University \$52,000,000; Southwest Texas \$29,066,500 and Sul Ross University \$15,175,000, to partially refund certain outstanding bond issues, and issuance costs.
- Issued October 17, 2002.
- Source of revenue for debt service-Revenue Financing System and the Texas Legislature has appropriated General Revenue Funds in the 2012-2013 biennium for the Tuition Revenue financed share.

Note 6 Continued

Revenue Bonds Series 2003

- To provide funds to acquire, purchase, construct, improve, renovate, enlarge, or equip the property, buildings, structures, facilities, roads, or related infrastructure and to pay any costs related to the issuance of the bonds.
- \$47,635,000 par value; all authorized bonds issued to Sam Houston State University \$20,500,000 (\$1,500,000 for Business Administration building; \$2,000,000 for Baseball/Softball complex; \$17,000,000 for Bearkat Village I&II) , Southwest Texas \$27,000,000 for the MITC and issuance costs.
- Issued November 4,2003.
- Source of revenue for debt service - Revenue Financing System and the Texas Legislature has appropriated General Revenue Funds in the 2012-2013 biennium for the Tuition Revenue financed share of \$27,000,000.

Revenue and Refunding Bonds Series 2004

- To provide funds to acquire, purchase, construct, improve, renovate, enlarge, or equip property, buildings, structures, facilities, roads, or related infrastructure; refund certain outstanding debt obligations of the Board; and to pay cost of issuance related to the bonds.
- \$85,950,000 par value; all authorized bonds have been issued to Lamar University \$19,500,000 and Sul Ross \$20,240,000 and to partially refund Series 1998A - \$38,080,000 and Series 2000 - \$7,550,000 and issuance costs.
- Issued December 3, 2004.
- Source of revenue for debt service - Revenue Financing System and the Texas Legislature has appropriated General Revenue Funds in the 2012-2013 biennium for the Tuition Revenue financed share of \$31,865,395.

Revenue and Refunding Bonds Series 2005

- To provide funds to acquire, purchase, construct, improve, renovate, enlarge, or equip property, buildings, structures, facilities, roads, or related infrastructure; refund certain outstanding debt obligations of the Board; and to pay cost of issuance related to the bonds.
- \$43,250,000 par value; all authorized bonds have been issued to Sam Houston State University (\$15,000,000), to partially refund Series 1998A - \$13,475,000, Series 1998B - \$2,700,000, Series 2000 - \$8,920,000 and Series 2001 - \$3,320,000 and issuance costs.
- Issued September 1, 2005.
- Source of revenue for debt service - Revenue Financing System and the Texas Legislature has appropriated General Revenue Funds in the 2012-2013 biennium for the Tuition Revenue financed share, \$13,565,244.

Note 6 Continued

Revenue Financing Revenue Bonds, Series 2006

- To provide funds to purchase certain student housing and educational facilities located at Texas State University-San Marcos, Lamar University, and Angelo State University and financed by a Chapter 53, Texas Education Code non-profit corporation for the benefit of Texas State University System Foundation, Inc. and related entities and to pay cost of issuance related to the bonds.
- \$140,260,000 par value; all authorized bonds have been issued for Bobcat Village Texas State University-San Marcos - \$39,075,000; San Marcos Hall Texas State University-San Marcos – \$39,690,000; Cardinal Village Lamar University - \$44,270,000; Texan Hall Angelo State University - \$17,225,000 and issuance costs.
- Issued June 8, 2006.
- Source of revenue for debt service – Revenue Financing System.

Revenue Financing Revenue Bonds, Series 2006A

- To provide funds to acquire, purchase, construct, improve, renovate, enlarge, or equip property, buildings, structures, facilities, roads, or related infrastructure and to pay any costs related to the issuance of the bonds.
- \$23,475,000 par value; all authorized bonds have been issued to Lamar University (\$16,700,000) and to Texas State University-San Marcos (\$6,300,000) and issuance costs.
- Issued September 1, 2006.
- Source of revenue for debt service – Revenue Financing System.

Revenue and Refunding Bonds, Series 2008

- To provide funds to acquire, purchase, construct, improve, renovate, enlarge, or equip property, buildings, structures, facilities, roads, or related infrastructure and to pay any costs related to the issuance of the bonds.
- \$207,395,000 par value; all authorized bonds have been issued to Sam Houston State University (\$50,000,000) and to Texas State University-San Marcos (\$145,671,999), to partially refund Series 1998A - \$5,270,000 and Series 1998B - \$13,270,000, and issuance costs.
- Issued August 19, 2008.
- Source of revenue for debt service – Revenue Financing System and the Texas Legislature has appropriated General Revenue Funds in the 2012-2013 biennium for the Tuition Revenue financed share, \$85,920,000.

Note 6 Continued

Revenue Financing Revenue Bonds, Series 2009

- To provide funds to acquire, purchase, construct, improve, renovate, enlarge, or equip property, buildings, structures, facilities, roads, or related infrastructure and to pay any costs related to the issuance of the bonds.
- \$86,745,000 par value; all authorized bonds have been to Lamar University (\$45,700,861), Sam Houston State University (\$3,200,000), Texas State University-San Marcos (\$41,342,900) and issuance costs.
- Issued June 30, 2009.
- Source of revenue for debt service – Revenue Financing System and the Texas Legislature has appropriated General Revenue Funds in the 2012-2013 biennium for the Tuition Revenue financed share, \$4,335,000, of the issued bonds.

Revenue Financing System Refunding Bonds, Series 2010

- To provide funds to refund a portion of the University System's outstanding obligations for debt service savings and to pay any costs related to the issuance of the bonds.
- \$99,950,000 par value; all authorized bonds have been issued for debt refunded: Series 2001 - \$4,245,000; Series 2002 - \$83,955,000; Series 2003 - \$16,640,000 and issuance costs.
- Issued August 12, 2010.
- Source of revenue for debt service – Revenue Financing System and the Texas Legislature has appropriated General Revenue Funds in the 2012-2013 biennium for the Tuition Revenue financed share, \$63,745,000 of the issued bonds.

Revenue Financing Revenue Bonds, Series 2010A

- To provide funds to acquire, purchase, construct, improve, renovate, enlarge, or equip property, buildings, structures, facilities, roads, or related infrastructure and to pay any costs related to the issuance of the bonds.
- \$65,735,000 value; all authorized bonds have been issued to Lamar State College Port Arthur (\$1,849,500), Sam Houston State University (\$18,000,000), Texas State University-San Marcos (\$46,125,000) and issuance costs.
- Issued August 19, 2010.
- Source of revenue for debt service – Revenue Financing System and the Texas Legislature has appropriated General Revenue Funds in the 2012-2013 biennium for the Tuition Revenue financed share, \$1,735,000, of the issued bonds.

Note 6 Continued

Revenue Financing Revenue Bonds, Series 2011

- To provide funds to acquire, purchase, construct, improve, renovate, enlarge, or equip property, buildings, structures, facilities, roads, or related infrastructure and to pay any costs related to the issuance of the bonds.
- \$86,775,000 par value; all authorized bonds have been issued to Sam Houston State University (\$25,500,000), Texas State University-San Marcos (\$66,468,000) and issuance costs.
- Issued June 14, 2011.
- Source of revenue for debt service – Revenue Financing System.

Revenue and Refunding Bonds, Series 2012

- To provide funds to acquire, purchase, construct, improve, renovate, enlarge, or equip property, buildings, structures, facilities, roads, or related infrastructure and to pay any costs related to the issuance of the bonds.
- \$27,860,000 par value; all authorized bonds have been issued to to Sam Houston State University (\$1,000,000), Texas State University-San Marcos (\$12,300,000) and to Lamar State College Port Arthur (1,995,000) for debt refunded: Series 2002 - \$3,200,000; Series 2003 - \$12,535,000 and issuance costs.
- Issued February 14, 2012.
- Source of revenue for debt service – Revenue Financing System and the Texas Legislature has appropriated General Revenue Funds in the 2012-2013 biennium for the Tuition Revenue financed share, \$8,000,000, of the issued bonds.

In addition to the outstanding bonds secured by the Texas State University System Revenue Financing System the following Texas State University-San Marcos bonds were outstanding at August 31, 2012:

Housing System Revenue Bonds, Series 1986

- To acquire an apartment complex known as Comanche Hills
- Issued April 1, 1986
- \$3,500,000; all authorized bonds have been issued
- Interest Rates-3.0%
- Maturity Date - 2016
- Revenue Bond
- Source of revenue for debt service – Auxiliary Enterprises net operating revenues

Note 6 Continued

DEFEASED BONDS

The following bonds were partially defeased during fiscal year 2012:

Revenue and Refunding Series 2002

- Refunding of certain outstanding maturities with par value of \$3,200,000 was defeased of the Series 2002 issued October 17, 2002 for \$147,445,000 in the Revenue and Refunding Bonds, Series 2012.
- Source of revenue for debt service - Revenue Financing System and the Texas Legislature has appropriated General Revenue Funds in the 2012-2013 biennium for the Tuition Revenue financed share of the issued bonds.
- Year defeased – 2012
- Economic gain on defeasement-Present Value Savings \$618,881.17.

Revenue Bonds Series 2003

- Refunding of certain outstanding maturities with par value of \$12,535,000 was defeased of the Series 2003 issued October 7, 2003 for \$47,635,000 in the Revenue and Refunding Bonds, Series 2012.
- Source of revenue for debt service - Revenue Financing System and the Texas Legislature has appropriated General Revenue Funds in the 2012-2013 biennium for the Tuition Revenue financed share of the issued bonds.
- Year defeased 2012
- Economic gain on defeasement – Present Value Savings \$1,557,733.66

NOTE 7: Derivative Instruments

Note is not applicable for Texas State University System.

NOTE 8: Leases

Capital Leases

Certain Leases to finance the purchase of equipment are capitalized at the present value of future minimum lease payments. The following summary presents the original capitalized costs of all such property under lease as well as the accumulated depreciation at August 31, 2012.

<u>Assets Under Capital Leases</u>	
Furniture & Equipment	\$ 93,239.00
Less: Accumulated Depreciation	<u>(19,535.78)</u>
TOTAL	<u><u>\$ 73,703.22</u></u>

Note 8 Continued

Future minimum lease payments under these capital leases, together with the present value of the net minimum lease payments at August 31, 2012 follows.

Future Capital Lease Payments	
Year Ending August 31	Principal
2013	\$ 23,140.10
2014	-
2015	-
2016	-
2017	-
TOTAL	\$ 23,140.10

Operating Leases

Operating lease payments are recorded as expenses during the life of the lease. Rental expenses related to operating leases for the year ended August 31, 2012, are \$1,302,205.15. Future minimum lease rental payments under non-cancelable operating leases having an initial term in excess of one year are shown below:

Noncancelable Operating Lease Obligations	
Year Ending August 31	
2013	1,684,812.34
2014	1,640,040.82
2015	1,310,721.44
2016	1,071,385.20
2017	1,013,290.53
2018-2022	2,821,876.89
2023-2027	460,971.78
2028-2032	
TOTAL	\$ 10,003,099.00

Additionally, Texas State University, San Marcos eased a building to an outside party under an operating lease. The cost, carrying value and accumulated depreciation of the lease building as of August 31, 2012 was as follows:

Assets Under Capital Leases	
Furniture & Equipment	\$ 93,239.00
Less: Accumulated Depreciation	(19,535.78)
TOTAL	\$ 73,703.22

Note 8 Continued

Future minimum lease rental income receipts under noncancelable operating leases as of August 31, 2012 are shown on below.

Noncancelable Operating Lease Rentals	
Year Ending August 31	
2013	\$ 106,480.08
2014	106,480.08
2015	106,480.08
2016	106,480.08
2017	106,480.08
TOTAL	\$ 532,400.40

NOTE 9: Pension Plans

The State has established an optional retirement program for institutions of higher education. Participation in ORP is in lieu of participation in the Teacher Retirement System and is available to certain eligible employees. The contributions made by plan members and employers for the fiscal year ended August 31, 2012 are:

YEAR ENDING AUGUST 31, 2012	
Member Contributions	10,817,825
Employer Contributions	11,511,207
Total	22,329,032

NOTE 10: Deferred Compensation

Not applicable.

NOTE 11: Post Employment Health Care and Life Insurance Benefits

Not applicable.

NOTE 12: Interfund Activity and Transactions

As explained in Note 1 on Interfund Activities and Balances, there are numerous transactions between funds and agencies. The Texas State University System experienced routine transfers within the System which were eliminated for the combined presentation.

Note 12 Continued

Transfers with other State agencies and universities were consistent with the activities of the fund making the transfer. Repayment of interagency balances will occur within one year from the date of the financial statements. Individual balances and activity at August 31, 2012 follows:

	LEGISLATIVE TRANSFERS	
	IN	OUT
Texas State University System 758		
Agency 737, Fund 0001	2,919,683.08	
TOTAL	\$ 2,919,683.08	\$ -

Following are Transfers for each University in the System with other state agencies.

	TRANSFERS		
	IN	OUT	Source
Lamar Beaumont 734			
Agency 347, Fund 0001		\$ 801,591.29	Loan
Agency 781, Fund 7999		1,087,268.78	Designated Funds
Sam Houston 753			
Agency 781, Fund 5103		1,578,431.80	Be on Time Program
Agency 781, Fund 0001		9,408.00	Doctoral Set Aside
Texas State 754			
Agency 781, Fund 0260		15,540.00	Doctoral Set Aside
Agency 781, Fund 5103		4,113,876.75	Be on Time Program
Sul Ross 756			
Agency 781, Fund 5103		79,275.17	Be on Time Program
Texas State System 758			
Agency 737, Fund 7999	2,184,733.67		Reimbursement on Bonds
Lamar Port Arthur 788			
Agency 781, Fund 5103		10,414.83	Be on Time Program
Lamar Institute of Technology 789			
Agency 781, Fund 0287		1,172.00	E& G Funds
TOTAL	\$ 2,184,733.67	\$ 7,696,978.62	

Note 12 Continued

	DUE FROM	DUE TO	SOURCE
Lamar Beaumont 734			
Agency 608, Fund 5015	\$ 596.51	\$ -	Shared Cash
Agency 320, Fund 7999	40,577.51		Federal P-T
Agency 755, Fund 7999	196,328.62		Federal P-T
Agency 530, Fund 7999		1,235.59	Federal P-T
Agency 712, Fund 7999		373.27	Federal P-T
Agency 721, Fund 7999		2,479.52	Federal P-T
Agency 730, Fund 7999		18,966.94	Federal P-T
Total for 734	237,502.64	23,055.32	
Sam Houston 753			
Agency 555, Fund 7999	19,462.89		Federal P-T
Agency 556, Fund 7999	29,681.18		Federal P-T
Agency 601, Fund 0006	213,256.58		Federal P-T
Agency 721, Fund 0002	13,840.88		Federal P-T
Agency 730, Fund 7999	20,321.00		Federal P-T
Agency 781, Fund 0001	62,527.28	36,290.36	Federal P-T
Agency 720, Fund 7999		88.07	Federal P-T
Agency 802, Fund 0640		5,453.32	Federal P-T
Agency 608, Fund 5015	4,720.74		Shared Cash
Total for 753	363,810.55	41,831.75	
Texas State 754			
Agency 608, Fund 5140	7,184.05		Shared Cash
Agency 608, Fund 5015	3,994.59		Shared Cash
Agency 300, Fund 7999	98,012.81		Federal P-T
Agency 300, Fund 7999	212,370.58	1,242,194.82	State P-T
Agency 320, Fund 7999	40,794.16		Federal P-T
Agency 530, Fund 7999	248,213.21		Federal P-T
Agency 537, Fund 7999	709,374.59		State P-T
Agency 551, Fund 7999	3,792.25		Federal P-T
Agency 556, Fund 7999	16,760.67		Federal P-T
Agency 580, Fund 7999	35,101.90		State P-T
Agency 582, Fund 7999	386,570.88		Federal P-T
Agency 582, Fund 7999		2,797.85	Federal P-T
Agency 601, Fund 7999	19,810.29		Federal P-T
Agency 701, Fund 7999	113,155.05		Federal P-T
Agency 701, Fund 7999	204,164.38		State P-T
Agency 712, Fund 7999	2,164.76		Federal P-T
Agency 714, Fund 7999	383.65		State P-T
Agency 716, Fund 7999	64,388.50		Federal P-T
Agency 721, Fund 7999	13,798.84	433,004.43	Federal P-T
Agency 721, Fund 7999	2,559.76		State P-T
Agency 723, Fund 7999	12,052.63		Federal P-T
Agency 724, Fund 7999	42,644.42		Federal P-T
Agency 730, Fund 7999	8,876.85		Federal P-T
Agency 733, Fund 7999		35,270.31	Federal P-T
Agency 743, Fund 7999	26,820.56	881.45	Federal P-T
Agency 744, Fund 7999		151,101.26	Federal P-T
Agency 760, Fund 7999		278.74	State P-T
Agency 781, Fund 7999	87,288.49		Federal P-T
Agency 781, Fund 7999	1,264,090.21	1,047,247.00	State P-T
Agency 802, Fund 7999	188,271.10		Federal P-T
Agency 802, Fund 7999	7,486.78		State P-T
Total for 754	3,820,125.96	2,912,775.86	

Note 12 Continued

	DUE FROM	DUE TO	SOURCE
Sul Ross 756			
Agency 608, Fund 5015	14,140.69		Shared Cash
Agency 733, Fund 7999	10,368.38		Federal P-T
Agency 802, Fund 7999	18,387.46		Federal P-T
Total for 756	42,896.53	-	
Lamar Orange 787			
Agency 320, Fund 7999	66,281.27		Federal P-T
Agency 755, Fund 7999	12,385.69		Federal P-T
Total for 787	78,666.96	-	
Lamar Port Arthur 788			
Agency 730, Fund 7999	20,433.21		Federal P-T
Agency 781, Fund 7999	32,027.16		Federal P-T
Total for 788	52,460.37	-	
TOTAL for the System	\$ 4,595,463.01	\$ 2,977,662.93	

NOTE 13: Continuance Subject To Review

The Texas State University System is not subject to the Texas Sunset Act.

NOTE 14: Adjustments to Fund Balances and Net Assets

During fiscal year 2012 adjustments were made that required the restatement of net assets. Following are the reasons for the restatements:

An accounting error	\$ 7,317,616.61
An adjustment for capital assets and depreciation	(2,887,872.81)
	\$ 4,429,743.80

The beginning net asset balance is restated to reflect the adjustments.

Net Assets- September 1, 2011	\$ 1,065,288,631.62
Adjustment to fixed assets	4,429,743.80
Restated Net Assets- September 1, 2011	\$ 1,069,718,375.42

NOTE 15: Contingencies and Commitments

At August 31, 2012, various lawsuits and claims involving the Board of Regents, Texas State University System were pending. While the ultimate liability with respect to litigation and other claims asserted against the Board of Regents cannot be reasonably estimated at this time, such liability, to the extent not provided for by insurance or otherwise, is not likely to have a material effect on the Board of Regents, Texas State University System. Under Texas law, the Texas State University System, as an agency of the State of Texas, enjoys immunity from most causes of action. The majority of such claims are dismissed prior to trial.

NOTE 16: Subsequent Events

There are no subsequent events to report for the year ended August 31, 2012.

NOTE 17: Risk Management

System Administration is exposed to a variety of civil claims resulting from the performance of its duties. It is System Administration's policy to periodically assess the proper combination of commercial insurance and retention of risk to cover losses to which it may be exposed. System Administration assumes substantially all risks associated with tort and liability claims due to the performance of its duties. Currently there is no purchase of commercial insurance, nor is System Administration involved in any risk pool with other government entities for these risks.

NOTE 18: Management Discussion and Analysis

Note is not applicable for Texas State University System.

NOTE 19: The Financial Reporting Entity

Component Units (CUs) are legally separate organizations for which the elected officials of the primary government are financially accountable. In addition, CUs can be other organizations for which the nature and significance of their relationship with the primary government is such that exclusion would create misleading or incomplete financial statements. The System has determined that it does not have legally separate organizations that should be considered Component Units.

The following foundations and organizations, while not components units, are disclosed due to their significant relationship with the System and its components.

Note 19 Continued

TEXAS STATE UNIVERSITY SYSTEM

Texas State University System Foundation, Inc.

The Texas State University System Foundation, Inc. is a non-profit corporation created in 1977 to provide financial support for the Universities and Colleges within the Texas State University System and for the System Office. The Foundation provides funds for student scholarships, faculty awards and for assisting the Chancellor in the performance of his duties. During fiscal year 2012, the Foundation had net assets of \$7,219,086. The Foundation provided \$1,133,620 in scholarships, faculty awards, and assistance to several institutions, the Chancellor and Board of Regents.

LAMAR UNIVERSITY

Lamar University Foundation

The Lamar University Foundation is a nonprofit organization with the sole purpose of supporting educational activities of Lamar University. The Foundation solicits donations and acts as coordinator of gifts made by other parties. The Foundation remitted restricted gifts of \$1,136,132.76 to the University during the year ended August 31, 2012. During the fiscal year the University furnished certain services, such as office space and utilities, to the Foundation, for which the Foundation was billed at cost, \$198,089.21. Accounts receivable of \$ 428,272.06 are due from the Foundation at August 31, 2012.

LAMAR INSTITUTE OF TECHNOLOGY

Lamar Institute of Technology Foundation

The Lamar Institute of Technology Foundation is a nonprofit organization with the sole purpose of supporting educational activities of Lamar Institute of Technology. The Foundation solicits donations and acts as coordinator of gifts made by other parties. The Foundation remitted restricted gifts of \$32,421.73 to the Institute during the year ended August 31, 2012.

LAMAR STATE COLLEGE – ORANGE

Lamar State College-Orange Foundation, Inc.

Lamar State College–Orange Foundation, Inc. is a non-profit organization, which was established in December 1983, to support the development and promotion of Lamar State College–Orange, its students, faculty, staff, and physical facilities. Neither the balance nor the transactions of this organization’s fund are reflected in the financial statements during the year ended August 31, 2012. Lamar State College–Orange received \$115,000 from the Lamar State College–Orange Foundation during the year ended August 31, 2012.

Note 19 Continued

LAMAR STATE COLLEGE - PORT ARTHUR

The College is affiliated with one foundation and an alumni association that has the sole purpose of supporting the educational and other activities of the College. These entities solicit donations and act as coordinator of gifts made by other parties.

Port Arthur Higher Education Foundation

The Port Arthur Higher Education Foundation is a non-profit organization which was established for the purpose of cooperating with and working on behalf of the College. Neither the transactions of this organization or its fund balances are reflected in the financial statements during the year ended August 31, 2012. The Port Arthur Higher Education Foundation gave \$310,277 in scholarship money directly to Lamar State College-Port Arthur students during the year ended August 31, 2012.

Lamar Port Arthur Alumni Association

The Lamar Port Arthur Alumni Association is a non-profit organization which was established for the purpose of cooperating with and working on behalf of the College. Neither the transactions of this organization or its fund balances are reflected in the financial statements during the year ended August 31, 2012.

SAM HOUSTON STATE UNIVERSITY

The Sam Houston Foundation

The Sam Houston Foundation is a separate nonprofit organization which was established for the purpose of cooperating with and working on behalf of the University. Neither the balance nor the transactions of this organization's fund are reflected in the financial statements during the year ended August 31, 2012.

SUL ROSS STATE UNIVERISTY

Sul Ross State University Friends of the Center for Big Bend Studies Inc.

Sul Ross State University Friends of the Center for Big Bend Studies Inc. was formed in 2003 to seek, receive, and disperse funding in support of the programs of the Sul Ross State University Center for Big Bend Studies. During 2012, the Friends of the Center for Big Bend Studies expended \$227753.43 in support of the Center for Big Bend Studies.

Sul Ross State University Support Organization

Sul Ross State University Support Organization was formed in 2003 exclusively for charitable, educational, and scientific purposes. During 2012, the Support Organization expended zero in support of the mission and programs of the University.

Note 19 Continued

TEXAS STATE UNIVERSITY-SAN MARCOS

Component Units (CUs) are legally separate organizations for which the elected officials of the primary government are financially accountable. In addition, CUs can be other organizations for which the nature and significance of their relationship with the primary government is such that exclusion would create misleading or incomplete financial statements.

The Texas State University-San Marcos Research Foundation

The Texas State University-San Marcos Research Foundation was formed as an independent 501(c)(3) organization on July, 22, 2010. The Research Foundation was formed to support the university's mission and objectives of promoting higher education, conducting research, providing public service, and assisting in economic development in Texas. The Research Foundation has a fiscal year end of February 28 and is exclusively associated with the university.

The Research Foundation is included in the financial statements of Texas State University – San Marcos (University) as a blended component unit in accordance with GASB Statement 14 as amended by GASB Statement 39. The key business officers of the University comprise the entirety of the Research Foundation's officers and directors, thereby giving the University the ability to impose its will on the Research Foundation.

During fiscal year 2012, there were no financial transactions to report for the Research Foundation.

The Harold M. Freeman Education Foundation

The Harold M. Freeman Education Foundation was exclusively formed to make use of certain ranch property, known as the Freeman Ranch, available to Texas State. The ranch property is used and operated solely for farm, ranch, and game management, educational and research purposes in connection with the educational activities of the universities.

The activities of the Freeman Ranch are included in the financial statements of Texas State University-San Marcos as a blended component unit. The management and administration of the ranch is the responsibility of key business officers who in the execution of these responsibilities employ ranch management, establish policies and maintain fiscal accountability.

Note 19 Continued

Related Parties for Texas State – San Marcos - The following affiliated foundations, while not component units, are disclosed due to their close relationship with the university. Affiliated foundations are controlled by separate boards of directors, pay their own expenses and are not included in the basic financial statements of the university.

TEXAS STATE UNIVERSITY-SAN MARCOS DEVELOPMENT FOUNDATION

The Texas State University-San Marcos Development Foundation was formed in 1977 to support the educational, scientific and research mission of Texas State. The Development Foundation raises and manages endowment funds designated for scholarships and other support for the university. In total, the Development Foundation Board reported payments of \$293,741.33 for university support and \$618,441.10 for student scholarships from Development Foundation funds during the fiscal year ended August 31, 2012. Donations to the Development Foundation are restricted gifts of \$8,344,880.08 and, temporarily restricted gifts of \$203,854.12.

THE MCCOY COLLEGE OF BUSINESS ADMINISTRATION DEVELOPMENT FOUNDATION

The McCoy College of Business Administration Development Foundation (Business Foundation), founded in 2004, is dedicated exclusively to the support of The McCoy College of Business at Texas State University-San Marcos. The Business Foundation administers its investments and transfers designated funds to the McCoy College of Business in support of chairs or professorships, undergraduate scholarships, graduate fellowships, faculty development, and student development. Based upon estimated, unaudited, figures during the fiscal year ended August 31, 2012 the Business Foundation approved a new \$599,500 distribution from endowments to the University, received new contributions of \$281,059.24 for endowments and ended with accrued assets and liabilities of \$26,089,907.89 and \$15,862.94 respectively. The Business Foundation pays for its own operating expenses (including staff salaries, accounting, supplies and auditing), which totaled approximately \$74,783.46 in fiscal year 2012 or less than 0.3% of the assets of the Business Foundation. Fees for investment management were less than 1% of the assets.

TEXAS STATE UNIVERSITY-SAN MARCOS SUPPORT FOUNDATION

The Texas State University-San Marcos Support Foundation was formed exclusively for charitable, educational and scientific purposes to assist in the development of the university. The Support Foundation had assets totaling \$338,528 as of August 31, 2012. The Support Foundation's income was \$3,549 and expended \$6,751 of which \$3,600.00 was in direct support of the University, including payment for University-provided services.

Note 19 Continued

TEXAS STATE ALUMNI ASSOCIATION

The efforts and funds of the Texas State Alumni Association are dedicated to Texas State University-San Marcos for student scholarships, campus support, and alumni outreach activities. During the fiscal year ended August 31, 2012 the Alumni Association raised \$363,034 in operating income and reported payments of \$303,146. At August 31, 2012, Texas State University-San Marcos holds \$314,907.47 in deposits that are considered Held in Trust for Others – Agency Funds on behalf of the Alumni Association. Agency funds are assets not owned by the university but held in custodianship, to be used or withdrawn by the depositors at will. The Agency funds resources, including those of the Alumni Association, are reflected in the university’s financial records as cash and cash equivalents with a corresponding liability to the depositing organizations. The Texas State University-San Marcos Development Foundation holds and manages endowments associated with the Alumni Association in the amount of \$871,002.

NOTE 20: Stewardship, Compliance and Accountability

The Texas State University System has no material issues.

NOTE 21: N/A

NOTE 22: Donor-Restricted Endowments

DONOR RESTRICTED ENDOWMENT	AMOUNT OF NET APPRECIATION
Endowments - True Endowments	\$ 12,143,419.64
Endowments - True Endowments	8,732,616.13
Endowments - Term Endowments	-
TOTAL	<u>\$ 20,876,035.77</u>

NOTE 23: Extraordinary and Special Items

The Texas State University System had no special or extraordinary items to report for the fiscal year ended August 31, 2012.

NOTE 24: Disaggregation of Receivable and Payable Balances

The following accounts are disaggregated as follows:

Federal Receivable

Instruction	\$	1,821,601.90
Research		4,859,750.67
Public Service		294,541.14
Student Scholarships/Loans		10,952,944.09
Institutional Support		-
Academic Support		557,916.73
Student Services		15,444.19
Operation /Maintenance of Plant		17,278.76
TOTAL	\$	<u>18,519,477.48</u>

Other Payables - Current

Interst Payable on outstanding bonds		16,406,707.45
Financial Aid Refund Deposits		262,588.18
Loan Fund		21,352.15
Other Payables		24,646.71
TOTAL	\$	<u>16,715,294.49</u>

NOTE 25: Termination Benefits

During the fiscal year ended August 31, 2012, Texas State University System did not provide termination benefits.

NOTE 26: Segment Information

The Texas State University System has no segments to report as of August 31, 2012.

UNAUDITED

TEXAS STATE UNIVERSITY SYSTEM
SCHEDULE 2A
COMBINED MISCELLANEOUS BOND INFORMATION
For the Year Ended August 31, 2012

Business Type Activity Description	Bonds Issued to Date	Range of Interest Rates	Scheduled Maturities		First Call Date
			First Year	Last Year	
REVENUE BONDS					
Student Housing System Revenue Bonds, Southwest Texas State University					
Series 1986	\$ 3,500,000.00	3.0%	1988	2016	10-01-96
Subtotal	<u>3,500,000.00</u>				
Revenue Financing System Bonds Texas State University System					
Series 2002	147,445,000.00	2.0% to 5.25%	2003	2022	03-15-12
Series 2003	47,635,000.00	3.625% to 4.625%	2004	2023	03-15-13
Series 2004	85,950,000.00	2.25% to 5.00%	2005	2034	09-15-14
Series 2005	43,250,000.00	3.25% to 5.00%	2006	2026	03-15-15
Series 2006	140,260,000.00	4.25% to 5.00%	2007	2034	03-15-16
Series 2006A	23,475,000.00	4.00% to 5.50%	2008	2026	03-15-16
Series 2008	207,395,000.00	3.00% to 5.25%	2008	2028	03-15-18
Series 2009	86,745,000.00	3.00% to 5.25%	2009	2029	03-15-19
Series 2010	99,950,000.00	2.00% to 5.00%	2011	2022	03-15-20
Series 2010A	65,735,000.00	2.00% to 5.00%	2010	2040	03-15-20
Series 2011	86,775,000.00	2.00% to 5.00%	2012	2042	03-15-21
Series 2012	<u>27,860,000.00</u>	2.00% to 5.00%	2013	2032	03-15-21
Subtotal	<u>1,062,475,000.00</u>				
TOTAL	\$ <u>1,065,975,000.00</u>				

UNAUDITED

TEXAS STATE UNIVERSITY SYSTEM
SCHEDULE 2B
COMBINED CHANGE IN BONDED INDEBTEDNESS
For the Year Ended August 31, 2012

<u>Business Type Activity</u>	Bonds Outstanding 09-01-11	Bonds Issued	Bonds Matured	Bonds Refunded or Extinguished	Bonds Outstanding 08-31-12	Amounts Due Within One Year
REVENUE BONDS						
Student Housing System Revenue Bonds,						
Southwest Texas State University						
Series 1986	\$ 845,000.00	\$ _____	\$ 160,000.00	\$ _____	\$ 685,000.00	\$ 165,000.00
Subtotal	<u>845,000.00</u>	<u>_____</u>	<u>160,000.00</u>	<u>_____</u>	<u>685,000.00</u>	<u>165,000.00</u>
Revenue Financing System Bonds						
Texas State University System						
Series 2002	10,060,000.00		6,860,000.00	3,200,000.00	0.00	0.00
Series 2003	17,005,000.00		2,190,000.00	12,535,000.00	2,280,000.00	2,280,000.00
Series 2004						
Par Value	65,025,000.00		8,215,000.00		56,810,000.00	8,620,000.00
Premium	1,731,986.61		471,649.15		1,260,337.46	359,366.66
Series 2005	37,415,000.00		1,760,000.00		35,655,000.00	1,365,000.00
Series 2006	125,570,000.00		3,485,000.00		122,085,000.00	3,660,000.00
Series 2006A	20,080,000.00		950,000.00		19,130,000.00	985,000.00
Series 2008	171,860,000.00		8,380,000.00		163,480,000.00	8,450,000.00
Series 2009	79,810,000.00		2,825,000.00		76,985,000.00	2,960,000.00
Series 2010						
Par Value	98,445,000.00		0.00		98,445,000.00	6,465,000.00
Premium	5,436,804.77		494,254.98		4,942,549.79	494,254.98
Series 2010A						
Par Value	64,840,000.00		345,000.00		64,495,000.00	1,240,000.00
Premium	4,165,425.88		143,635.37		4,021,790.51	143,635.35
Series 2011						
Par Value	86,775,000.00		1,440,000.00		85,335,000.00	1,985,000.00
Premium	5,991,143.85		193,262.70		5,797,881.15	193,262.70
Series 2012						
Par Value		27,860,000.00	0.00		27,860,000.00	710,000.00
Premium		3,098,573.42	0.00		3,098,573.42	154,928.67
Subtotal Revenue Bonds	<u>794,210,361.11</u>	<u>30,958,573.42</u>	<u>37,752,802.20</u>	<u>15,735,000.00</u>	<u>771,681,132.33</u>	<u>40,065,448.36</u>
TOTAL	\$ <u>795,055,361.11</u>	\$ <u>30,958,573.42</u>	\$ <u>38,072,802.20</u>	\$ <u>15,735,000.00</u>	\$ <u>772,366,132.33</u>	\$ <u>40,230,448.36</u>

UNAUDITED
TEXAS STATE UNIVERSITY SYSTEM
SCHEDULE 2C
COMBINED DEBT SERVICE REQUIREMENTS
For the Year Ended August 31, 2012

<u>Business Type Activity</u> Description	Year	Principal	Interest
Student Housing System Revenue Bonds,			
Southwest Texas State University			
Series 1986	2013	165,000.00	18,075.00
	2014	165,000.00	13,125.00
	2015	175,000.00	8,025.00
	2016	180,000.00	2,700.00
		<u>\$ 685,000.00</u>	<u>\$ 41,925.00</u>
 Revenue Financing System Bonds			
Texas State University System			
Series 2003	2013	<u>2,280,000.00</u>	<u>91,200.02</u>
		<u>\$ 2,280,000.00</u>	<u>\$ 91,200.02</u>
Series 2004	2013	8,620,000.00	2,808,317.48
	2014	8,560,000.00	2,377,317.46
	2015	7,885,000.00	1,949,317.52
	2016	3,065,000.00	1,555,067.50
	2017	1,555,000.00	1,434,000.00
	2018-2022	9,025,000.00	5,922,500.00
	2023-2027	9,955,000.00	3,427,000.00
	2028-2032	5,530,000.00	1,510,250.00
	2033-2034	<u>2,615,000.00</u>	<u>197,750.00</u>
		<u>\$ 56,810,000.00</u>	<u>\$ 21,181,519.96</u>
Series 2005	2013	1,365,000.00	1,750,737.52
	2014	1,620,000.00	1,682,487.52
	2015	1,320,000.00	1,601,487.52
	2016	5,665,000.00	1,535,487.52
	2017	6,940,000.00	1,252,237.52
	2018-2022	14,625,000.00	2,341,612.48
	2023-2026	<u>4,120,000.00</u>	<u>472,418.76</u>
		<u>\$ 35,655,000.00</u>	<u>\$ 10,636,468.84</u>
Series 2006	2013	3,660,000.00	6,104,250.00
	2014	3,850,000.00	5,921,250.00
	2015	4,045,000.00	5,728,750.00
	2016	4,235,000.00	5,526,500.00
	2017	4,450,000.00	5,314,750.00
	2018-2022	25,890,000.00	22,997,500.00
	2023-2027	33,030,000.00	15,846,000.00
	2028-2032	37,030,000.00	6,724,250.00
	2033-2034	<u>5,895,000.00</u>	<u>416,750.00</u>
		<u>\$ 122,085,000.00</u>	<u>\$ 74,580,000.00</u>
Series 2006A	2013	985,000.00	902,137.52
	2014	1,030,000.00	860,275.02
	2015	1,080,000.00	808,775.02
	2016	1,135,000.00	754,775.02
	2017	1,190,000.00	698,025.02
	2018-2022	6,935,000.00	2,502,962.56
	2023-2026	<u>6,775,000.00</u>	<u>778,725.00</u>
		<u>\$ 19,130,000.00</u>	<u>\$ 7,305,675.16</u>

UNAUDITED
TEXAS STATE UNIVERSITY SYSTEM
SCHEDULE 2C
COMBINED DEBT SERVICE REQUIREMENTS
For the Year Ended August 31, 2012

Series 2008	2013	8,450,000.00	8,196,174.98
	2014	8,680,000.00	7,879,299.98
	2015	9,105,000.00	7,532,099.96
	2016	8,800,000.00	7,076,850.02
	2017	9,245,000.00	6,636,850.02
	2018-2022	46,985,000.00	26,121,462.50
	2023-2027	58,610,000.00	12,946,537.50
	2028	13,605,000.00	680,250.00
			<u>\$ 163,480,000.00</u>
Series 2009	2013	2,960,000.00	3,915,212.50
	2014	3,115,000.00	3,767,212.50
	2015	3,270,000.00	3,611,462.50
	2016	3,445,000.00	3,447,962.50
	2017	3,605,000.00	3,275,712.50
	2018-2022	20,925,000.00	13,487,062.50
	2023-2027	26,875,000.00	7,546,825.00
	2028-2029	12,790,000.00	967,250.00
			<u>\$ 76,985,000.00</u>
Series 2010	2013	6,465,000.00	4,922,250.00
	2014	6,780,000.00	4,599,000.00
	2015	9,615,000.00	4,259,999.96
	2016	9,865,000.00	3,779,250.00
	2017	10,775,000.00	3,286,000.02
	2018-2022	54,945,000.00	7,950,750.02
			<u>\$ 98,445,000.00</u>
Series 2010A	2013	1,240,000.00	2,998,512.52
	2014	1,285,000.00	2,948,912.52
	2015	1,335,000.00	2,897,512.52
	2016	1,375,000.00	2,857,462.52
	2017	1,430,000.00	2,802,462.52
	2018-2022	8,105,000.00	13,057,012.60
	2023-2027	10,295,000.00	10,873,062.60
	2028-2032	12,670,000.00	8,267,262.60
	2033-2037	15,555,000.00	5,020,218.84
	2038-2040	11,205,000.00	1,138,750.00
		<u>\$ 64,495,000.00</u>	<u>\$ 52,861,169.24</u>
Series 2011	2013	1,985,000.00	4,101,287.54
	2014	2,045,000.00	4,041,737.54
	2015	2,130,000.00	3,959,937.54
	2016	2,215,000.00	3,874,737.54
	2017	2,320,000.00	3,763,987.54
	2018-2022	13,320,000.00	17,105,587.70
	2023-2027	16,875,000.00	13,562,187.70
	2028-2032	18,620,000.00	9,078,750.00
	2033-2037	11,345,000.00	5,377,500.00
	2038-2042	14,480,000.00	2,242,500.00
			<u>\$ 85,335,000.00</u>
Series 2012	2013	710,000.00	1,249,340.03
	2014	3,210,000.00	1,136,087.54
	2015	810,000.00	1,007,687.50
	2016	820,000.00	987,437.58
	2017	830,000.00	962,837.60
	2018-2022	11,015,000.00	4,102,988.02
	2023-2027	5,810,000.00	1,286,337.52
	2028-2032	4,655,000.00	483,193.86
		<u>\$ 27,860,000.00</u>	<u>\$ 11,215,909.65</u>

UNAUDITED

TEXAS STATE UNIVERSITY SYSTEM
SCHEDULE 2D
COMBINED SCHEDULE OF ANALYSIS OF FUNDS AVAILABLE FOR DEBT SERVICE
For the Year Ended August 31, 2012

<u>Business Type Activity - Revenue Bonds</u>	Pledged and Other Sources and Related Expenditures for the Year			
	Net Available for Debt Service			
	Total	Operating Expenses	Debt Service	
	Pledged and Other Sources	Expenditures and Capital Outlay	Principal	Interest
Description of Issues				
Student Housing System Revenue Bonds				
Southwest Texas State University				
Series 1986	\$ 51,151,028	\$ 39,716,575	\$ 160,000	\$ 22,950.00
TSUS Revenue Financing System Revenue Bonds				
Series 2002			6,860,000	503,962.47
Series 2003			2,190,000	750,287.50
Series 2004			8,215,000	3,219,067.50
Series 2005			1,760,000	1,829,937.52
Series 2006			3,485,000	6,278,500.00
Series 2006A			950,000	940,137.51
Series 2008			8,380,000	8,615,174.99
Series 2009			2,825,000	4,056,462.50
Series 2010			0	4,922,250.00
Series 2010A			345,000	3,008,862.51
Series 2011			1,440,000	3,028,730.83
<u>Subtotal Revenue Financing System Revenue Bonds</u>	<u>487,434,357</u>	<u>486,939,955</u>	<u>36,450,000</u>	<u>37,153,373.33</u>
Total	<u>\$ 538,585,385</u>	<u>\$ 526,656,530</u>	<u>\$ 36,610,000</u>	<u>\$ 37,176,323.33</u>

UNAUDITED

TEXAS STATE UNIVERSITY SYSTEM
SCHEDULE 2E
COMBINED SCHEDULE OF DEFEASED BONDS OUTSTANDING
For the Year Ended August 31, 2012

Business Type Activity - Revenue Bonds

<u>Description of Issues</u>	<u>Year Refunded</u>	<u>Par Value Outstanding</u>
Revenue Financing System Revenue Bonds Revenue Financing System Revenue Bonds Series 2003	2010	<u>16,640,000.00</u> <u>\$ 16,640,000.00</u>
Revenue Financing System Revenue Bonds Revenue Financing System Revenue Bonds Series 2003	2012	<u>12,535,000.00</u> <u>\$ 12,535,000.00</u>
Total Defeased Bonds		<u>\$ 29,175,000.00</u>

TEXAS STATE UNIVERSITY SYSTEM
SCHEDULE 2F
COMBINED SCHEDULE OF EARLY EXTINGUISHMENT AND REFUNDING
For the Year Ended August 31, 2012

Not Applicable

Description of Issue	Category	Amount Extinguished or Refunded	Refunding Issue Par Value	Cash Flow Increase (Decrease)	Economic Gain/ (Loss)
Business-Type Activities					
Revenue Bonds					
Revenue Financing System Bonds					
Series 2002	Current Refunding	\$ 3,200,000.00	\$ 2,530,000.00	\$ (1,050,267.63)	\$ 618,881.17
Series 2003	Advance Refunding	12,535,000.00	10,970,000.00	(1,973,885.56)	1,557,733.66
Total		<u>\$ 15,735,000.00</u>	<u>\$ 13,500,000.00</u>	<u>\$ (3,024,153.19)</u>	<u>\$ 2,176,614.83</u>

**Texas State University System
 Combined Schedule 3
 Combined Reconciliation of Cash in State Treasury
 For the Fiscal Year Ended August 31, 2012**

Cash in State Treasury		Unrestricted Cash
Agency	Fund	
Lamar University Beaumont	0256	7,845,097.86
Lamar Institute of Technology	0287	1,014,068.09
Lamar State College Orange	0285	2,228,624.11
Lamar State College Port Arthur	0286	449,505.45
Sam Houston University	0259	21,219,026.02
Sam Houston University	0581	1,233,198.26
Sam Houston University	5083	621,813.73
Sul Ross State University	0262	517,814.15
Texas State University San Marcos	0260	20,587,436.67
		<u>\$ 55,716,584.34</u>

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APPENDIX C

EXCERPTS FROM THE MASTER RESOLUTION

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**MASTER RESOLUTION ESTABLISHING THE
TEXAS STATE UNIVERSITY SYSTEM REVENUE FINANCING SYSTEM AS
AMENDED BY THE RESOLUTION AMENDING THE MASTER RESOLUTION
ESTABLISHING THE TEXAS STATE UNIVERSITY SYSTEM REVENUE
FINANCING SYSTEM**

WHEREAS, pursuant to the provisions of Chapter 95 of the Code, the Board governs the affairs and administers the operations of the Texas State University System as a “University System”, as said term is defined in Section 61.003 of the Code; and

WHEREAS, the University System is presently composed of those institutions of higher education set forth in the definition of University System in this Resolution; and

WHEREAS, the terms used in this Resolution and not otherwise defined shall have the meaning given in Exhibit A to this Resolution attached hereto and made a part hereof; and

WHEREAS, the Board heretofore authorized, issued, and delivered, or assumed, various series of outstanding bonds on behalf of the institutions in the University System; and

WHEREAS, in order to reduce costs, increase borrowing capacity, provide additional security to the credit markets, and provide the Board with greater financial flexibility, the Board deems it necessary and desirable to establish a revenue financing program, the Financing System, for revenue supported indebtedness to provide funds to acquire, purchase, construct, improve, renovate, enlarge or equip property, buildings, structures, facilities, roads, or related infrastructure for the Members of the Financing System; and

WHEREAS, the Board determines to make all of the institutions presently a part of the University System Members of the Financing System.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF REGENTS, TEXAS STATE UNIVERSITY SYSTEM THAT:

Section 1. ESTABLISHMENT OF FINANCING SYSTEM AND ISSUANCE OF PARITY DEBT. There is hereby established the Texas State University System Revenue Financing System for the purpose of providing a financing structure for revenue supported indebtedness of components of the Texas State University System included as Members of the Financing System. This Resolution is intended to establish a master plan under which revenue supported indebtedness of the Financing System can be incurred. Each Supplement shall provide for the authorization, issuance, sale, delivery, form, characteristics, provisions of payment and redemption, and security of each issue or series of Parity Debt and any other matters related to Parity Debt not inconsistent with the Constitution and laws of the State of Texas or the provisions of this Resolution.

Section 2. SECURITY AND PLEDGE; (a) Pledge. Subject to the provisions of the resolutions authorizing Prior Encumbered Obligations, Parity Debt shall be secured by and payable from a lien on the Pledged Revenues, and the Board hereby assigns and pledges the Pledged Revenues to the payment of the principal of and interest on Parity Debt, and the Pledged Revenues are further pledged to the establishment and maintenance of any funds which may be

provided to secure the repayment of Parity Debt in accordance with this Resolution and any Supplement. The Board may additionally secure Parity Debt with one or more Credit Agreements.

(b) Additional Members. As provided in Section 7 of this Resolution, institutions which are not now Members of the Financing System may hereafter become Members and such institutions may, at such time, have outstanding obligations secured by Prior Encumbered Revenues and that, therefore, the lien on and pledge of the Pledged Revenues established pursuant to this Resolution and effective when such institutions become Members of the Financing System will be subject and subordinate only to such institutions' outstanding Prior Encumbered Obligations.

(c) Restriction on Issuance of Additional Debt on a Parity with Prior Encumbered Obligations. Except as provided in Section 4(g) and while any Parity Debt is outstanding, no additional bonds or obligations may be issued or incurred by the Board on a parity with any Prior Encumbered Obligations.

Section 3. RATE COVENANT: PLEDGED REVENUES, (a) Rate Covenant. In each Fiscal Year, the Board shall establish, charge, and use its reasonable efforts to collect at each Member the Pledged Revenues which, if collected, would be sufficient to meet all financial obligations of the Board relating to the Financing System including all deposits or payments due on or with respect to Outstanding Parity Debt for such Fiscal Year.

(b) Pledged Revenues. Subject to the provisions of the resolutions authorizing Prior Encumbered Obligations and to the other provisions of this Resolution and any Supplement, the Board covenants and agrees at all times to fix, levy, charge, and collect at each Member the Pledged General Tuition and other Pledged Revenues from each student enrolled at each Member, respectively, at each regular fall and spring semester and at each term of each summer session, for the use and availability of such institution or branch thereof, respectively, in such amounts, without any limitation whatsoever, as will be at least sufficient at all times, together with other legally available funds, including other Pledged Revenues, to provide the money to make or pay the principal of, interest on, and other payments or deposits with respect to the Parity Debt then Outstanding when and as required. The Pledged General Tuition and the other rentals, rates, fees, and charges included in Pledged Revenues shall be adjusted, if and when permitted or required by this Resolution or any Supplement, to provide Pledged Revenues sufficient to make when due all payments and deposits in connection with the Parity Debt then Outstanding. The Board may fix, levy, charge, and collect the Pledged Revenues in any manner it may determine within its discretion, and in different amounts from students enrolled in different Members, respectively, and in addition it may totally suspend the collection of any item included in Pledged Revenues from the students enrolled in any Member, so long as total Pledged Revenues are sufficient, together with other legally available funds, to meet all financial obligations of the Board relating to the Financing System including all payments and deposits in connection with the Parity Debt then Outstanding. All changes in the Pledged General Tuition shall be made by a resolution of the Board, but such procedure shall not constitute or be regarded as an amendment of this Resolution or any Supplement, but merely the carrying out of the provisions and requirements hereof.

(c) Annual Obligation. If, in the judgment of the Board, any Member has been or will be unable to satisfy its Annual Obligation, the Board shall fix, levy, charge, and collect rentals, rates, fees, and charges for goods and services furnished by such Member and the Pledged General Tuition, effective at the next succeeding regular semester or semesters or summer term or terms, in amounts sufficient, without limit (subject to the provisions of (e) below), together with other legally available funds, including other Pledged Revenues attributable to such Member, to enable it to make its Annual Obligation payments.

(d) Anticipated Deficit. If the Board determines, for any reason whatsoever, (i) that there are not anticipated to be sufficient legally available funds, including Pledged Revenues, to meet all financial obligations of the Board relating to the Financing System, including the deposits and payments due on or with respect to the Parity Debt Outstanding at that time as the same mature or come due, or (ii) that any Member will be unable to pay its Annual Direct Obligation in full, then the Board shall fix, levy, charge, and collect the Pledged General Tuition at each Member, effective at the next succeeding regular semester or semesters or summer term or terms, in such amounts, without any limitation whatsoever (other than as provided in (e) below), as will be at least sufficient to provide, together with other legally available funds, including other Pledged Revenues, the money for making when due all financial obligations of the Board relating to the Financing System including all payments and deposits due on or with respect to Outstanding Parity Debt when and as required by this Resolution or any Supplement.

(e) Economic Effect of Adjustments. Any adjustments in the rate or manner of charging for any rentals, rates, fees, tuition, or other charges included in Pledged Revenues, including the Pledged General Tuition, at any of the Members pursuant to (c) or (d) above will be based upon a certificate and recommendation of a System Representative, delivered to the Board, as to the rates and anticipated collection of the Pledged Revenues at the various Members (after taking into account the anticipated effect the proposed adjustments in such rentals, rates, fees, tuition, or other charges would have on enrollment and the receipt of Pledged Revenues and other funds at each Member) which will be anticipated to result in (i) Pledged Revenues attributable to each Member being sufficient (to the extent possible) to satisfy the Annual Obligation of such Member and (ii) Pledged Revenues being sufficient, together with other legally available funds, to meet all financial obligations of the Board relating to the Financing System including all deposits and payments due on or in connection with Outstanding Parity Debt when and as required by this Resolution and any Supplement.

Section 4. GENERAL COVENANTS. The Board further represents, covenants and agrees that while Parity Debt or interest thereon is Outstanding:

(a) Payment of Parity Debt. On or before each payment date it shall make available to the Paying Agent for such Parity Debt or to such other party as required by a Supplement, money sufficient to pay the interest on, principal of, and premium, if any, on the Parity Debt as will accrue or otherwise come due or mature, or be subject to mandatory redemption prior to maturity, on such date and the fees and expenses related to the Parity Debt, including the fees and expenses of the Paying Agent and any registrar, trustee, remarketing agent, tender agent or credit provider.

(b) Performance. It will faithfully perform at all times any and all covenants, undertakings, stipulations, and provisions contained in this Resolution and in each Supplement, and in each and every Parity Debt or evidence thereof.

(c) Redemption. It will duly cause to be called for redemption prior to maturity, and will cause to be redeemed prior to maturity, all Parity Debt which by its terms is mandatorily required to be redeemed prior to maturity, when and as so required.

(d) Lawful Title. It lawfully owns, has title to, or is lawfully possessed of the lands, buildings, and facilities now constituting the Texas State University System, and it will defend said title and title to any lands, buildings, and facilities which may hereafter become part of the Financing System, whether by the addition to the Financing System of a new institution or institutions, or otherwise, for the benefit of the owners of Parity Debt against the claims and demands of all persons whomsoever.

(e) Lawful Authority. It is lawfully qualified to pledge the Pledged Revenues herein pledged in the manner prescribed herein, and has lawfully exercised such right.

(f) Preservation of Lien. Subject to the conditions set forth in Sections 5,6, and 7 of this Resolution, it will not do or suffer any act or thing whereby the Financing System might or could be impaired, and that it will at all times maintain, preserve, and keep the real and tangible property of the Financing System and every part thereof in good condition, repair, and working order and operate, maintain, preserve, and keep the facilities, buildings, structures, and equipment pertaining thereto in good condition, repair, and working order.

(g) No Additional Encumbrance. It shall not incur additional Debt secured by the Pledged Revenues in any manner, except as permitted by this Resolution in connection with Parity Debt, unless said Debt is made junior and subordinate in all respects to the liens, pledges, covenants, and agreements of this Resolution and any Supplement. Notwithstanding anything to the contrary contained herein, and in addition to the right hereunder to refund the Prior Encumbered Obligations with Parity Debt, the Board reserves the right to issue bonds to refund any Prior Encumbered Obligations and to secure the refunding bonds with the same source or sources securing the Prior Encumbered Obligations being refunded. Upon the defeasance of the refunded Prior Encumbered Obligations, the refunding bonds will be Prior Encumbered Obligations (unless the refunding bonds are made Parity Debt in accordance with the terms of this Resolution) under this Resolution and any Supplement for all purposes.

(h) Investments and Security. It will invest and secure money in all accounts and funds established pursuant to this Resolution and any Supplement in the manner prescribed by law for such funds and in accordance with written policies adopted by the Board.

(i) Records. It will keep proper books of record and account in which full, true, and correct entries will be made of all dealings, activities, and transactions relating to the Texas State University System. Each year while Parity Debt is Outstanding, the Board will cause to be prepared from such books of record and account an annual financial report of the Texas State University System and shall furnish such report to the principal municipal bond rating agencies and any owner of Parity Debt who shall request same. In addition, the Board shall submit such

financial report and other information required by law for examination in connection with financial compliance and other audits required to be conducted by the office of the Auditor of the State of Texas.

(j) Inspection of Books. It will permit any owner or owners of twenty-five per centum (25%) or more of the then Outstanding Principal Amount, at all reasonable times to inspect all records, accounts, and data of the Board relating to the Texas State University System, except such records as federal or state law may denominate as privileged and exempt from disclosure, including, but not by way of limitation, student educational records, personnel records the disclosure of which would constitute, in the opinion of the administration of the Texas State University System, a clearly unwarranted invasion of personal privacy, or trade secrets of third parties.

(k) Annual and Direct Obligations. In establishing the annual budget for each Member, it shall provide for the satisfaction by each Member of its Annual Obligation. The Direct Obligation shall represent the financial responsibility of each Member with respect to Outstanding Parity Debt. Each Member's Direct Obligation and Annual Obligation shall be evidenced by a financing agreement between the Board and each Member.

(l) Determination of Outstanding Parity Debt. For all purposes of this Resolution, the judgment of the Auditor of the Texas State University System shall be deemed final in the determination of which obligations of the Board constitute Parity Debt.

Section 5. ISSUANCE OF ADDITIONAL DEBT.

(a) Parity Debt. The Board reserves and shall have the right and power to issue or incur Parity Debt for any purpose authorized by law pursuant to the provisions of this Resolution and a Supplement to be hereafter authorized. The Board may incur, assume, guarantee, or otherwise become liable in respect of any Parity Debt if the Board shall have determined, that it will have sufficient funds to meet the financial obligations of the Texas State University System, including sufficient Pledged Revenues to satisfy the Annual Debt Service Requirements of the Financing System and to meet all financial obligations of the Board relating to the Financing System.

In addition, the Board shall not issue or incur Parity Debt unless (i) the Board shall determine that the Member or Members for whom the Parity Debt is being issued or incurred possess the financial capacity to satisfy their respective Direct Obligations after taking into account the then proposed additional Parity Debt, and (ii) a System Representative shall deliver to the Board an Officer's Certificate stating that, to the best of his or her knowledge, the Board is in compliance with all covenants contained in this Resolution and any Supplement, and is not in default in the performance and observance of any of the terms, provisions, and conditions hereof or thereof.

(b) Parity Debt Issued for Equipment and Minor New Construction and Repair and Rehabilitation Projects. Notwithstanding the provisions of (a) above, Parity Debt issued in the form of Commercial Paper for equipment, minor new construction, and minor repair and rehabilitation projects which are not required to be approved by the Texas Higher Education

Coordinating Board may be issued if the System Representative, on behalf of the Board, delivers a certificate to the Secretary of the Board to the effect that, after the issuance of the Commercial Paper for such purpose, (i) the Board will have sufficient funds to meet the financial obligations of the University System, including sufficient Pledged Revenues to satisfy the Annual Debt Service Requirements of the Financing System and to meet all financial obligations of the Board relating to the Financing System, (ii) the Member or Members for whom the Parity Debt is being issued or incurred possess the financial capacity to satisfy their respective Direct Obligations after taking into account the then proposed additional Parity Debt, and (iii) to the best of his or her knowledge, the Board is in compliance with all covenants contained in this Resolution and any Supplement, and is not in default in the performance and observance of any of the terms, provisions, and conditions hereof or thereof.

(c) Non-Recourse Debt and Subordinated Debt. Non-Recourse Debt and Subordinated Debt may be incurred by the Board without limitation.

Section 6. DISPOSITION OF ASSETS ATTRIBUTABLE TO FINANCING SYSTEM MEMBERS.

The Board may convey, sell, or otherwise dispose of any properties of the Board attributable to a Member of the Financing System provided:

(a) Ordinary Course. Such conveyance, sale, or disposition shall be in the ordinary course of business of a Member of the Financing System which uses, operates, owns, or is otherwise responsible for such properties; or

(b) Disposition Upon Board Determination. The Board shall determine that after the conveyance, sale, or other disposition of such properties, the Board shall have sufficient funds during each Fiscal Year during which Parity Debt is to be Outstanding to meet the financial obligations of the Texas State University System, including sufficient Pledged Revenues to satisfy the Annual Debt Service Requirements of the Financing System and to meet all financial obligations of the Board relating to the Financing System and the Board shall have received an Opinion of Counsel to the effect that the conveyance, sale, or other disposition of such properties will not adversely affect the status, for Federal Income Tax purposes, of the treatment of interest on then Outstanding Parity Debt issued to acquire, construct, or rehabilitate such properties.

Section 7. COMBINATION, DIVISION, RELEASE, AND ADMISSION OF FINANCING SYSTEM MEMBERS, (a) Combination and Division. Notwithstanding anything to the contrary contained herein, it is recognized that certain Members or institutions which may be made Members of the Financing System may be combined or divided and that so long as such combined or divided institutions continue to be governed by the Board such action shall not be in violation of the provisions of this Resolution or require any amendments of the provisions hereof.

(b) Release. Subject to the conditions set forth below, any Member or portion thereof may be closed and abandoned by law or may be removed from the Financing System (thus deleting the revenues, income, funds, and balances attributable to said Member or portion thereof from Pledged Revenues) without violating the terms of this Resolution provided:

(1) the Board specifically finds that (based upon an Officers' Certificate) that, after the release of the Member or portion thereof, the Board will have sufficient funds during each Fiscal Year in which Parity Debt shall thereafter be Outstanding to meet the financial obligations of the Texas State University System, including sufficient Pledged Revenues to satisfy the Annual Debt Service Requirements of the Financing System and to meet all financial obligations of the Board relating to the Financing System; and

(2) the Board shall have received an Opinion of Counsel which shall state that such release will not affect the status for Federal Income Tax purposes of interest on any Outstanding Parity Debt and that all conditions precedent provided in this Resolution or any Supplement relating to such release have been complied with; and

(3) (A) if the Member or portion thereof to be released from the Financing System is to remain under the governance and control of the Board, the Board must either (i) provide, from lawfully available funds, including Pledged Revenues attributable to said withdrawing Member, for the payment or discharge of said Member's Direct Obligation or (ii) pledge to the payment of Parity Debt, additional resources not then pledged in an amount sufficient to satisfy such withdrawing Member's Direct Obligation; or

(B) if the Member or portion thereof to be released from the Financing System is to no longer be under the governance and control of the Board, the Board must receive a binding obligation of the new governing body of the withdrawing Member or the portion thereof being withdrawn, obligating said governing body to make payments to the Board at the times and in the amounts equal to said Member's Annual Obligation and to pay or discharge said Member's Direct Obligation, or, in the case of a portion of a Member being withdrawn, the proportion of the Member's Annual Obligation and Direct Obligation, as the case may be, attributable to the withdrawing portion of the Member.

(c) Admission of Members. If, after the date of the adoption of this Resolution, the Board desires for a component of the Texas State University System to become a Member of the Financing System, it may include said institution in the Financing System with the effect set forth in this Resolution by the adoption of a Supplement to this Resolution.

Section 8. WAIVER OF CERTAIN COVENANTS. The Board may omit in any particular instance to comply with any covenant or condition set forth in Sections 3 through 7 hereof if before or after the time for such compliance the Holders of the same percentage in principal amount of all Parity Debt then Outstanding, the consent of which would be required to amend the provisions hereof to permit such noncompliance, shall either waive such compliance in such instance or generally waive compliance with such covenant or condition, but no such waiver shall extend to or affect such covenant or condition except to the extent so expressly waived and, until such waiver shall become effective, the obligations of the Board and the duties of the Board in respect of any such covenant or condition shall remain in full force and effect.

Section 9. INDIVIDUALS NOT LIABLE. All covenants, stipulations, obligations, and agreements of the Board contained in this Resolution and any Supplement shall be deemed to be covenants, stipulations, obligations, and agreements of the Financing System and the Board to

the full extent authorized or permitted by the Constitution and laws of the State of Texas. No covenant, stipulation, obligation, or agreement herein contained shall be deemed to be a covenant, stipulation, obligation, or agreement of any member of the Board or agent or employee of the Board in his or her individual capacity and neither the members of the Board nor any officer or employee thereof shall be liable personally on Parity Debt when issued, or be subject to any persona) liability or accountability by reason of the issuance thereof.

Section 10. SPECIAL OBLIGATIONS; ABSOLUTE OBLIGATION TO PAY PARITY DEBT. All Parity Debt and the interest thereon shall constitute special obligations of the Board payable from the Pledged Revenues, and the owners thereof shall never have the right to demand payment out of funds raised or to be raised by taxation, or from any source other than specified in this Resolution or any Supplement. The obligation of the Board to pay or cause to be paid the amounts payable under this Resolution and each Supplement out of the Pledged Revenues shall be absolute, irrevocable, complete, and unconditional, and the amount, manner, and time of payment of such amounts shall not be decreased, abated, rebated, setoff, reduced, abrogated, waived, diminished, or otherwise modified in any manner or to any extent whatsoever, regardless of any right of setoff, recoupment, or counterclaim that the Board might otherwise have against any owner or any other party and regardless of any contingency, force majeure, event, or cause whatsoever and notwithstanding any circumstance or occurrence that may arise or take place before, during, or after the issuance of Parity Debt while any Parity Debt is Outstanding.

Section 11. REMEDIES. Any owner of Parity Debt in the event of default in connection with any covenant contained herein or in any Supplement, or default in the payment of said obligations, or of any interest due thereon, or other costs and expenses related thereto, may require

the Board, its officials and employees, and any appropriate official of the State of Texas, to carry out, respect, or enforce the covenants and obligations of this Resolution or any Supplement, by all legal and equitable means, including specifically, but without limitation, the use and filing of mandamus proceedings in any court of competent jurisdiction against the Board, its officials and employees, or any appropriate official of the State of Texas.

Section 12. DEFEASANCE OF BONDS, (a) Deemed Paid. Any Parity Debt and the interest thereon shall be deemed to be Defeased Debt within the meaning of this Resolution, except to the extent provided in subsection (c) of this Section, when the payment of all principal and interest payable with respect to such Parity Debt to the due date or dates thereof (whether such due date or dates be by reason of maturity, upon redemption, or otherwise) either (i) shall have been made or caused to be made in accordance with the terms thereof (including the giving of any required notice of redemption or provision for the giving of same having been made) or (ii) shall have been provided for on or before such due date by irrevocably depositing with or making available to the Paying Agent for such Parity Debt for such payment (1) lawful money of the, United States of America sufficient to make such payment, (2) noncallable Government Obligations which mature as to principal and interest in such amounts and at such times as will insure the availability, without reinvestment, of sufficient money to provide for such payment, or (3) any combination of (1) and (2) above, and when proper arrangements have been made by the Board with each such Paying Agent for the payment of its services until after all Defeased Debt shall have become due and payable. At such time as Parity Debt shall be deemed to be Defeased

Debt hereunder, as aforesaid, such Parity Debt and the interest thereon shall no longer be secured by, payable from, or entitled to the benefits of, the Pledged Revenues, and such principal and interest shall be payable solely from such money or Government Obligations, and shall not be regarded as Outstanding for any purposes other than payment, transfer, and exchange.

(b) Investments. Any money so deposited with or made available to a Paying Agent may at the written direction of the Board also be invested in Government Obligations maturing in the amounts and times as hereinbefore set forth, and all income from such Government Obligations received by the Paying Agent which is not required for the payment of the Parity Debt and interest thereon, with respect to which such money has been so deposited, shall be turned over to the Board, or deposited as directed in writing by the Board.

(c) Continuing Duty of Paying Agent and Registrar. Until all Defeased Debt shall have become due and payable, the Paying Agent and Registrar for such Defeased Debt shall perform the services of Paying Agent and Registrar for such Defeased Debt the same as if they had not been defeased, and the Board shall make proper arrangements to provide and pay for such services.

Section 13. AMENDMENT OF RESOLUTION, (a) Amendment Without Consent. This Resolution and the rights and obligations of the Board and of the owners of the Outstanding Parity Debt may be modified or amended at any time without notice to or the consent of any owner of the Outstanding Parity Debt, solely for any one or more of the following purposes:

(i) To add to the covenants and agreements of the Board contained in this Resolution, other covenants and agreements thereafter to be observed, or to surrender any right or power reserved to or conferred upon the Board in this Resolution;

(ii) To cure any ambiguity or inconsistency, or to cure or correct any defective provisions contained in this Resolution, upon receipt by the Board of an approving Opinion of Counsel, that the same is needed for such purpose, and will more clearly express the intent of this Resolution;

(iii) To supplement the security for the Outstanding Parity Debt;

(iv) To make such other changes in the provisions hereof as the Board may deem necessary or desirable and which shall not, in the judgment of the Board, materially adversely affect the interests of the owners of Outstanding Parity Debt; or

(v) To make any changes or amendments requested by any bond rating agency then rating or requested to rate Parity Debt, as a condition to the issuance or maintenance of a rating, which changes or amendments do not, in the judgment of the Board, materially adversely affect the interests of the owners of the Outstanding Parity Debt.

(b) Amendments With Consent. Subject to the other provisions of this Resolution, the owners of Outstanding Parity Debt aggregating 51 % in Outstanding Principal Amount shall have the right from time to time to approve any amendment, other than amendments described in subsection (a) of this Section, to this Resolution which may be deemed necessary or desirable by

the Board, provided, however, that nothing herein contained shall permit or be construed to permit, without the approval of the owners of all of the Outstanding Parity Debt, the amendment of the terms and conditions in this Resolution so as to:

- (i) Grant to the owners of any Outstanding Parity Debt a priority over the owners of any other Outstanding Parity Debt;
- (ii) Materially adversely affect the rights of the owners of less than all Parity Debt then Outstanding; or
- (iii) Change the minimum percentage of the Outstanding Principal Amount necessary for consent to such amendment.

(c) Notice. If at any time the Board shall desire to amend this Resolution pursuant to Subsection (b) of this Section, the Board shall cause notice of the proposed amendment to be published in a financial newspaper or journal of general circulation in The City of New York, New York, once during each calendar week for at least two successive calendar weeks. Such notice shall briefly set forth the nature of the proposed amendment and shall state that a copy thereof is on file at the principal office of each Registrar for the Parity Debt for inspection by all owners of Parity Debt. Such publication is not required, however, if the Board gives or causes to be given such notice in writing, by certified mail, to each owner of Parity Debt.

(d) Receipt of Consents. Whenever at anytime not less than thirty days, and within one year, from the date of the first publication of said notice or other service of written notice of the proposed amendment the Board shall receive an instrument or instruments executed by all of the owners or the owners of at least 51% in Outstanding Principal Amount, as appropriate, which instrument or instruments shall refer to the proposed amendment described in said notice and which specifically consent to and approve such amendment in substantially the form of the copy thereof on file as aforesaid, the Board may adopt the amendatory resolution in substantially the same form.

(e) Effect of Amendments. Upon the adoption by the Board of any resolution to amend this Resolution pursuant to the provisions of this Section, this Resolution shall be deemed to be amended in accordance with the amendatory resolution, and the respective rights, duties, and obligations of the Board and all the owners of then Outstanding Parity Debt and all future Parity Debt shall thereafter be determined, exercised, and enforced under this Resolution, as amended.

(f) Consent Irrevocable. Any consent given by any owner of Parity Debt pursuant to the provisions of this Section shall be irrevocable for a period of six months from the date of the first publication or other service of the notice provided for in this Section, and shall be conclusive and binding upon all future owners of the same Parity Debt during such period. Such consent may be revoked at any time after six months from the date of the first publication of such notice by the owner who gave such consent, or by a successor in title, by filing notice thereof with the Registrar for such Parity Debt and the Board, but such revocation shall not be effective if the owners of 51 % in Outstanding Principal Amount, prior to the attempted revocation, consented to and approved the amendment.

(g) Ownership. For the purpose of this Section, the ownership and other matters relating to all Parity Debt shall be determined as provided in each Supplement.

(h) Amendments of Supplements. Each Supplement shall contain provisions governing the ability of the Board to amend such Supplement; provided, however, that no amendment may be made to any Supplement for the purpose of granting to the owners of Outstanding Parity Debt under such Supplement a priority over the owners of any other Outstanding Parity Debt.

Section 14. REPEAL OF CONFLICTING RESOLUTIONS. This Resolution shall become effective immediately and all resolutions and all parts of any resolutions which are in conflict or inconsistent with this Resolution are hereby repealed and shall be of no further force or effect to the extent of such conflict or inconsistency.

Section 15. FURTHER PROCEDURES. Each System Representative and the other officers, employees, and agents of the System, and each of them, shall be and they are hereby expressly authorized, empowered, and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge, and deliver in the name and under the corporate seal and on behalf of the Board all such instruments, whether or not herein mentioned, as may be necessary or desirable in order to carry out the intent, the terms, and the provisions of this Resolution.

EXHIBIT "A"

DEFINITIONS

As used in this Resolution the following terms and expressions shall have the meanings set forth below, unless the text hereof specifically indicates otherwise:

"Agreement" means either (i) the agreement by and between the Board of Regents, Texas Tech University System and the Board of Regents, Texas State University System as approved by the Coordinating Board Order or (ii) to the extent subsequently permitted by the Coordinating Board, another arrangement approved by the Board pursuant to which the Texas Tech University System delivers a binding obligation in compliance with Section 7(b)(3)(B) of the Master Resolution providing for the Texas Tech University System to make payments to the Board at the times and in the amounts equal to ASU's Annual Obligation and to pay or discharge ASU's Direct Obligation.

"Annual Debt Service Requirements" means, for any Fiscal Year, the principal of and interest on all Parity Debt coming due at Maturity or Stated Maturity (or that could come due on demand of the owner thereof other than by acceleration or other demand conditioned upon default by the Board on such Debt, or be payable in respect of any required purchase of such Debt by the Board) in such Fiscal Year, and, for such purposes, any one or more of the following rules shall apply at the election of the Board:

(1) Committed Take out. If the Board has entered into a Credit Agreement constituting a binding commitment within normal commercial practice, from any bank, savings and loan association, insurance company, or similar institution to discharge any of its Funded Debt at its Stated Maturity (or, if due on demand, at any date on which demand may be made) or to purchase any of its Funded Debt at any date on which such Debt is subject to required purchase, all under arrangements whereby the Board's obligation to repay the amounts advanced for such discharge or purchase constitutes Funded Debt, then the portion of the Funded Debt committed to be discharged or purchased shall be excluded from such calculation and the principal of and interest on the Funded Debt incurred for such discharging or purchase that would be due in the Fiscal Year for which the calculation is being made, if incurred at the Stated Maturity or purchase date of the Funded Debt to be discharged or purchased, shall be added;

(2) Balloon Debt. If the principal (including the accretion of interest resulting from original issue discount or compounding of interest) of any series or issue of Funded Debt due (or payable in respect of any required purchase of such Funded Debt by the Board) in any Fiscal Year either is equal to at least 25% of the total principal (including the accretion of interest resulting from original issue discount or compounding of interest) of such Funded Debt or exceeds by more than 50% the greatest amount of principal of such series or issue of Funded Debt due in any preceding or succeeding Fiscal Year (such principal due in such Fiscal Year for such series or issue of Funded Debt being referred to herein as "Balloon Debt"), the amount of principal of such Balloon Debt taken into account during any Fiscal Year shall be equal to the debt service calculated using the original principal amount of such Balloon Debt amortized over the

Term of Issue on a level debt service basis at an assumed interest rate equal to the rate borne by such Balloon Debt on the date of calculation;

(3) Consent Sinking Fund. In the case of Balloon Debt (as defined in clause (2) above), if a System Representative shall deliver to the Board an Officer's Certificate providing for the retirement of (and the instrument creating such Balloon Debt shall permit the retirement of), or for the accumulation of a sinking fund for (and the instrument creating such Balloon Debt shall permit the accumulation of a sinking fund for), such Balloon Debt according to a fixed schedule stated in such Officer's Certificate ending on or before the Fiscal Year in which such principal (and premium, if any) is due, then the principal of (and, in the case of retirement, or to the extent provided for by the sinking fund accumulation, the premium, if any, and interest and other debt service charges on) such Balloon Debt shall be computed as if the same were due in accordance with such schedule, provided that this clause (3) shall apply only to Balloon Debt for which the installments previously scheduled have been paid or deposited to the sinking fund established with respect to such Debt on or before the times required by such schedule; and provided further that this clause (3) shall not apply where the Board has elected to apply the rule set forth in clause (2) above;

(4) Prepaid Debt. Principal of and interest on Parity Debt, or portions thereof, shall not be included in the computation of the Annual Debt Service Requirements for any Fiscal Year for which such principal or interest are payable from funds on deposit or set aside in trust for the payment thereof at the time of such calculations (including without limitation capitalized interest and accrued interest so deposited or set aside in trust) with a financial institution acting as fiduciary with respect to the payment of such Debt;

(5) Variable Rate. As to any Parity Debt that bears interest at a variable interest rate which cannot be ascertained at the time of calculation of the Annual Debt Service Requirement then, at the option of the Board, either (1) an interest rate equal to the average rate borne by such Parity Debt (or by comparable debt in the event that such Parity Debt has not been outstanding during the preceding 24 months) for any 24 month period ending within 30 days prior to the date of calculation, or (2) an interest rate equal to the 30-year Tax-Exempt Revenue Bond Index (as most recently published in The Bond Buyer), shall be presumed to apply for all future dates, unless such index is no longer published in The Bond Buyer, in which case an index of tax-exempt revenue bonds with maturities of at least 20 years which is published in a newspaper or journal with national circulation may be used for this purpose;

(6) Guarantees. In the case of any guarantee, as described in clause (2) of the definition of Debt, no obligation will be counted if the Board does not anticipate in its annual budget that it will make any payments on the guarantee. If, however, the Board is making payments on a guarantee or anticipates doing so in its annual budget, such obligation shall be treated as Parity Debt and calculations of annual debt service requirements with respect to such guarantee shall be made assuming that the Board will make all additional payments due under the guaranteed obligation. If the entity whose obligation is guaranteed cures all defaults and the Board no longer anticipates making

payments under the guarantee, the guaranteed obligations shall not be included in the calculation of Annual Debt Service Requirements; and

(7) Commercial Paper. With respect to any Parity Debt issued in the form of commercial paper with maturities not exceeding 270 days, the interest on such Parity Debt shall be calculated in the manner provided in clause (5) of this definition and the maturity schedule shall be calculated in the manner provided in clause (2) of this definition.

“Annual Direct Obligation” means the amount budgeted each Fiscal Year by the Board with respect to each Financing System Member to satisfy the Member’s proportion of debt service (calculated based on the Member’s Direct Obligation) due by the Board in such Fiscal Year on Outstanding Parity Debt.

“Annual Obligation” means, with respect to each Member and for each Fiscal Year, the Member’s Annual Direct Obligation plus the amount budgeted by the Board for such Fiscal Year to allow the Member to retire its obligation for infra-System advances made to it to satisfy part or all of a previous Annual Direct Obligation payment.

“Board” and “Issuer” mean the Board of Regents of the Texas State University System or any successor thereto.

“Code” means the Texas Education Code, as amended.

“Credit Agreement” means, collectively, a loan agreement, revolving credit agreement, agreement establishing a line of credit, letter of credit, reimbursement agreement, insurance contract, commitments to purchase Parity Debt, purchase or sale agreements, interest rate swap agreements, or commitments or other contracts or agreements authorized, recognized and approved by the Board as a Credit Agreement in connection with the authorization, issuance, security, or payment of Parity Debt and on a parity therewith.

“Debt” of the Board payable from Pledged Revenues means all:

(1) indebtedness incurred or assumed by the Board for borrowed money (including indebtedness arising under Credit Agreements) and all other financing obligations of the Board that, in accordance with generally accepted accounting principles, are shown on the liability side of a balance sheet;

(2) all other indebtedness (other than indebtedness otherwise treated as Debt hereunder) for borrowed money or for the acquisition, construction or improvement of property or capitalized lease obligations that is guaranteed, directly or indirectly, in any manner by the Board, or that is in effect guaranteed, directly or indirectly, by the Board through an agreement, contingent or otherwise, to purchase any such indebtedness or to advance or supply funds for the payment or purchase of any such indebtedness or to purchase property or services primarily for the purpose of enabling the debtor or seller to make payment of such indebtedness, or to assure the owner of the indebtedness against loss, or to supply funds to or in any other manner invest in the debtor (including any

agreement to pay for property or services irrespective of whether or not such property is delivered or such services are rendered), or otherwise; and

(3) all indebtedness secured by any mortgage, lien, charge, encumbrance, pledge or other security interest upon property owned by the Board whether or not the Board has assumed or become liable for the payment thereof.

For the purpose of determining the “Debt” of the Board, there shall be excluded any particular Debt if, upon or prior to the Maturity thereof, there shall have been deposited with the proper depository (a) in trust the necessary funds (or investments that will provide sufficient funds, if permitted by the instrument creating such Debt) for the payment, redemption or satisfaction of such Debt or (b) evidence of such Debt deposited for cancellation; and thereafter it shall not be considered Debt. No item shall be considered Debt unless such item constitutes indebtedness under generally accepted accounting principles applied on a basis consistent with the financial statements of the Texas State University System in prior Fiscal Years.

“Defeased Debt” means any Parity Debt and the interest thereon deemed to be paid, retired and no longer Outstanding within the meaning of Section 12 of this Resolution.

“Direct Obligation” means the proportionate share of Outstanding Parity Debt attributable to and the responsibility of each respective Financing System Member.

“Financing System” see “Revenue Financing System”.

“Financing System Member” or “Member” means each of the institutions currently constituting components of the Texas State University System and such institutions hereafter designated by the Board to be a Member of the Financing System.

“Fiscal Year” means the fiscal year of the Board which currently ends on August 31 of each year.

“Funded Debt” of the Financing System means all Parity Debt created, assumed, or guaranteed by the Board and payable from Pledged Revenues that matures by its terms (in the absence of the exercise of any earlier right of demand), or is renewable at the option of the Board to a date, more than one year after the original creation, assumption, or guarantee of such Debt by the Board.

“Government Obligations” means direct obligations of the United States of America, including obligations the principal of and interest on which are unconditionally guaranteed by the United States of America, which may be United States Treasury obligations such as its State and Local Government Series, which may be in book-entry form.

“Holder” or “Bondholder” or “owner” means the registered owner of any Parity Debt registered as to ownership and the holder of any Parity Debt payable to bearer.

“Maturity” when used with respect to any Debt means the date on which the principal of such Debt or any installment thereof becomes due and payable as therein provided, whether at the Stated Maturity thereof or by declaration of acceleration, call for redemption, or otherwise.

“Non-Recourse Debt” means any Debt secured by a lien (other than a Hen on Pledged Revenues), liability for which is effectively limited to the property subject to such lien with no recourse, directly or indirectly, to any other property of the Board attributable to the System, provided that such Debt is being incurred in connection with the acquisition of property only, which property is not, at the time of such incurrence, owned by the Board and being used in the operations of a Member.

“Officer’s Certificate” means a certificate signed by a System Representative.

“Opinion of Counsel” means a written opinion of counsel which shall be acceptable to the Board.

“Outstanding” when used with respect to Parity Debt means, as of the date of determination, all Parity Debt theretofore delivered under this Resolution or any Supplement, except:

- (1) Parity Debt theretofore cancelled and delivered to the Board or delivered to the Paying Agent or the Registrar for cancellation;
- (2) Parity Debt deemed paid pursuant to the provisions of Section 12 of this Resolution or any comparable section of any Supplement;
- (3) Parity Debt upon transfer of or in exchange for and in lieu of which other Parity Debt has been authenticated and delivered pursuant to this Resolution or any Supplement; and
- (4) Parity Debt under which the obligations of the Board have been released, discharged or extinguished in accordance with the terms thereof;

provided, that, unless the same is acquired for purposes of cancellation, Parity Debt owned by the Board shall be deemed to be Outstanding as though it was owned by any other owner.

“Outstanding Principal Amount” means, with respect to all Parity Debt or to a series of Parity Debt, the outstanding and unpaid principal amount of such Parity Debt paying interest on a current basis and the outstanding and unpaid principal and compounded interest on such Parity Debt paying accrued, accreted, or compounded interest only at maturity as of any record date established by a Registrar in connection with a proposed amendment of this Master Resolution or any Supplement.

“Parity Debt” means all Debt of the Board which may be issued or assumed in accordance with the terms of this Resolution and a Supplement, secured by a pledge of the Pledged Revenues subject only to the liens securing Prior Encumbered Obligations.

“Paying Agent” shall mean each entity designated in a Supplement as the place of payment of a series or issue of Parity Debt.

“Pledged General Tuition” means all of the aggregate amount of student tuition charges now or hereafter required or authorized by law to be imposed on students enrolled at each and

every institution, branch, and school, now or hereafter constituting a Member of the Financing System, but specifically excluding and excepting, with respect to each series or issue of Parity Debt, (1) student tuition charges for any student in a category which, at the time of the adoption of the Supplement relating to such Parity Debt, was exempt by law from paying such tuition, (2) the amount of tuition scholarships provided for by law at the time of the adoption of each Supplement, and (3) any tuition component of Prior Encumbered Revenues; and it is provided by law and hereby represented and covenanted that the aggregate amount of student tuition charges which are now required or authorized by law to be imposed, and which are pledged to the payment of the Parity Debt, shall never be reduced or abrogated while such obligations are outstanding; it being further covenanted that the aggregate amount of student tuition charges now required or authorized by law to be imposed on students enrolled at each and every institution, branch, and school operated by or under the jurisdiction of the Board are set forth in the Code, to which Code reference is hereby made for all purposes.

“Pledged Revenues” means, subject to the provisions of the Prior Encumbered Obligations, the Revenue Funds, including all of the funds and balances now or hereafter lawfully available to the Board and derived from or attributable to any Member of the Financing System which are lawfully available to the Board for payments on Parity Debt, including any payments contemplated by the Agreement; provided, however, that the following shall not be included in Pledged Revenues unless and to the extent set forth in a Supplement: (a) amounts received on behalf of any Member under Article 7, Section 17 of the Constitution of the State of Texas, including the income there from and any fund balances relating thereto and (b) except to the extent so specifically appropriated, general revenue funds appropriated to the Board by the Legislature of the State of Texas.

“Prior Encumbered Obligations” means the following heretofore issued or assumed bond issues of the Board, to-wit:

Board of Regents, Texas State University System, Southwest Texas State University, University Housing System Revenue Bonds, Series 1986;

Board of Regents, Texas State University System, Southwest Texas State University, University Housing System Revenue Refunding Bonds, Series 1989;

Board of Regents, Texas State University System, Southwest Texas State University, University Housing System Revenue Refunding Bonds, Series 1993;

Board of Regents, Texas State University System, Southwest Texas State University, Utility System Revenue Refunding Bonds, Series 1993;

Board of Regents, Texas State University System, Southwest Texas State University, University Housing System Revenue Bonds, Series 1994;

Board of Regents, Texas State University System, Southwest Texas State University, University Housing System Revenue Bonds, Series 1995; and

Board of Regents, Texas State University System, Southwest Texas State University, Utility System Revenue Bonds, Series 1996,

and those bonds or other obligations of an institution outstanding on the date it becomes a Member of the Financing System and which are secured by a lien on and pledge of the Prior Encumbered Revenues charged and collected at such institution and all existing obligations of the Board secured by a lien on a portion of the Pledged Revenues which is superior to the lien established by this Resolution on behalf of Parity Debt.

“Prior Encumbered Revenues” means all of the tuition, fees, charges and revenues of any nature pledged to the payment of Prior Encumbered Obligations and any such tuition, fees, charges and revenues of an institution which hereafter becomes a Member of the Financing System and which are pledged to the payment of bonds or other obligations outstanding on the date such institution becomes a Member of the Financing System.

“Registrar” shall mean the entity designated in a Supplement as the Registrar of a series or issue of Parity Debt

“Resolution” or “Master Resolution” means this Master Resolution establishing the Financing System.

“Revenue Financing System” or “Financing System” or “Texas State University System Revenue Financing System” means the Texas State University System Revenue Financing System composed of the institutions and agencies currently constituting parts of the Texas State University System including the Texas State University System System Administration, and such other institutions and agencies now or hereafter under the control or governance of the Board, and made a Member of the Revenue Financing System by specific action of the Board.

“Revenue Funds” means the Revenue funds’ of the Board (as defined in Section 55.01 of the Code to mean the revenues, incomes, receipts, rentals, rates, charges, fees, grants, and tuition levied or collected from any public or private source by an institution of higher education, including interest or other income from those funds) derived by the Board from the operations of each of the Members, including specifically the Pledged General Tuition. Revenue Funds does not include, with respect to each series or issue of Parity Debt, any tuition, rentals, rates, fees, or other charges attributable to any student in a category which, at the time of the adoption of the Supplement relating to such Parity Debt, is exempt by law from paying such tuition, rentals, rates, fees, or other charges.

“S.B. 1907” means Senate Bill 1907 passed by the State Legislature in the Seventy-fifth Regular Legislative Session.

“Stated Maturity” when used with respect to any Debt or any installment of interest thereon means any date specified in the instrument evidencing or authorizing such Debt or such installment of interest as a fixed date on which the principal of such Debt or any installment thereof or the fixed date on which such installment of interest is due and payable.

“Subordinated Debt” means any Debt which expressly provides that all payments thereon shall be subordinated to the timely payment of all Parity Debt then outstanding or subsequently issued.

“Supplement” or “Supplemental Resolution” means a resolution supplemental to, and authorized and executed pursuant to the terms of, this Resolution.

“System Representative” means any one or more of the following officers or employees of the Texas State University System, to-wit: the Chancellor, the General Counsel, the Director of Finance, or such other officer or employee of the Texas State University System, authorized by the Board to act as a System Representative.

“Term of Issue” means with respect to any Balloon Debt a period of time equal to the greater of (i) the period of time commencing on the date of issuance of such Balloon Debt and ending on the final maturity date of such Balloon Debt or the maximum maturity date in the case of commercial paper or (ii) twenty-five years.

“Texas State University System” or “University System” means and includes each of the following existing and operating institutions, respectively:

Angelo State University;
Lamar University - Beaumont;
Lamar University Institute of Technology;
Lamar University - Orange;
Lamar University - Port Arthur;
Sam Houston State University;
Southwest Texas State University;
Sul Ross State University; and
Sul Ross State University Rio Grande College,

together with every other institution or branch thereof now or hereafter operated by or under the jurisdiction of the Board pursuant to law.

“Texas State University System Revenue Financing System” or “Revenue Financing System” or “Financing System” or “System”, see “Revenue Financing System”.

SPRINGING AMENDMENT

Amendments to Master Resolution Upon Certain Conditions. At such time as: (i) in accordance with any then applicable requirements imposed by the Coordinating Board pursuant to the Transfer Act, Texas Tech has delivered a binding obligation in compliance with Section 7(b)(3)(B) of the Master Resolution providing for Texas Tech to make payments to the Board at the times and in the amounts equal to ASU’s Annual Obligation and to pay or discharge ASU’s Direct Obligation; and (ii) the Opinion of Counsel is delivered as required by Section 7 of the Master Resolution, the Master Resolution shall be automatically amended and modified to amend or add the following definitions without further action of the Board of Regents:

“Texas State University System” or “University System” means and includes each of the following existing and operating institutions, respectively:

Lamar University - Beaumont;
Lamar University Institute of Technology;

Lamar University - Orange;
Lamar University - Port Arthur;
Sam Houston State University;
Texas State University - San Marcos;
Sul Ross State University; and
Sul Ross State University Rio Grande College,

together with every other institution or branch thereof now or hereafter operated by or under the jurisdiction of the Board pursuant to law.

The amendments to the Master Resolution contemplated above are subject to the following conditions: (i) no form of binding obligation other than as contemplated by the Coordinating Board Agreement shall be considered to satisfy the requirements of the Amending Resolution without the prior written consent of the bond insurers of any then Outstanding Parity Debt; and (ii) no amendment of the Coordinating Board Agreement or any binding obligation delivered by Texas Tech shall become effective without the prior written consent of the bond insurers of any Outstanding Parity Debt.

APPENDIX D
FORM OF BOND COUNSEL'S OPINION

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[An opinion in substantially the following form will be delivered by McCall, Parkhurst & Horton L.L.P., Bond Counsel, upon the delivery of the Bonds, assuming no material changes in facts or law.]

**BOARD OF REGENTS,
TEXAS STATE UNIVERSITY SYSTEM
REVENUE FINANCING SYSTEM
REVENUE AND REFUNDING BONDS,
SERIES 2013
IN THE PRINCIPAL AMOUNT OF \$87,060,000**

AS BOND COUNSEL for the Board of Regents, Texas State University System (the "Issuer"), we have examined into the legality and validity of the issue of bonds described above (the "Bonds"), which bear interest from the date and mature on the dates specified on the face of the Bonds, and being subject to redemption, all in accordance with the "Master Resolution Establishing the Texas State University System Revenue Financing System," as amended, the Sixteenth Supplemental Resolution to the Master Resolution authorizing the issuance of such Bonds and the Award Certificate (collectively, the "Bond Resolution"). Terms used herein and not otherwise defined shall have the meaning given in the Bond Resolution.

WE HAVE EXAMINED the applicable and pertinent provisions of the Constitution and laws of the State of Texas, a transcript of certified proceedings of the Issuer, and other pertinent instruments relating to the authorization, issuance, and delivery of the Bonds, including one of the executed Bonds.

BASED ON SAID EXAMINATION, IT IS OUR OPINION that the Bonds have been duly authorized, issued, and delivered, all in accordance with law; and that, except as may be limited by laws applicable to the Issuer relating to bankruptcy, reorganization and other similar matters affecting creditors' rights, or by sovereign immunity or general principles of equity which permit the exercise of judicial discretion, the Bonds constitute valid and legally binding special obligations of the Issuer secured by and payable from, together with the Issuer's other Parity Debt, a lien on and pledge of the Pledged Revenues such lien being subject to the lien securing the Prior Encumbered Obligations.

IT IS FURTHER OUR OPINION, that, except as discussed below, under the statutes, regulations, published rulings, and court decisions for federal income tax purposes existing on the date of this opinion, (i) the interest on the Bonds for federal income tax purposes will be excludable from the gross income of the owners thereof and (ii) the Bonds will not be treated as "specified private activity bonds" the interest of which would be included as an alternative minimum tax preference under Section 57(a)(5) of the Internal Revenue Code of 1986 (the "Code"). In expressing the aforementioned opinions, we have relied on the Verification Report of Grant Thornton L.L.P. and on certain representations, the accuracy of which we have not independently verified, and assume compliance by the Issuer with certain covenants, regarding the use and investment of the proceeds of the Bonds and the use of the property financed therewith. We call your attention to the fact that if such representations are determined to be inaccurate or upon a failure by the Issuer to

comply with such covenants, interest on the Bonds may become includable in gross income retroactively to the date of issuance of the Bonds.

WE CALL YOUR ATTENTION TO THE FACT that the interest on tax-exempt obligations, such as the Bonds, is included in a corporation's alternative minimum taxable income for purposes of determining the alternative minimum tax imposed on corporations by section 55 of the Code.

OUR OPINIONS ARE BASED ON EXISTING LAW, which is subject to change. Such opinions are further based on our knowledge of facts as of the date hereof. We assume no duty to update or supplement our opinions to reflect any facts or circumstances that may thereafter come to our attention or to reflect any changes in any law that may thereafter occur or become effective. Moreover, our opinions are not a guarantee of a result and are not binding on the Internal Revenue Service (the "Service"); rather, such opinions represent our legal judgment based upon our review of existing law and in reliance upon the representations and covenants referenced above that we deem relevant to such opinions. The Service has an ongoing audit program to determine compliance with rules that relate to whether interest on state or local obligations is includable in gross income for federal income tax purposes. No assurance can be given whether or not the Service will commence an audit of the Bonds. If an audit is commenced, in accordance with its current published procedures the Service is likely to treat the Issuer as the taxpayer. We observe that the Issuer has covenanted not to take any action, or omit to take any action within its control, that if taken or omitted, respectively, may result in the treatment of interest on the Bonds as includable in gross income for federal income tax purposes.

EXCEPT AS STATED ABOVE, we express no opinion as to any other federal, state or local tax consequences of acquiring, carrying, owning or disposing of the Bonds. In particular, but not by way of limitation, we express no opinion with respect to the federal, state or local tax consequences arising from the enactment of any pending or future legislation.

THE ISSUER has reserved the right, subject to the restrictions stated in the Bond Resolution to amend the Bond Resolution. The Issuer also has reserved the right, subject to the restrictions stated in the Bond Resolution, to issue additional Parity Debt which also may be secured by and payable from a lien on and pledge of the Pledged Revenues on a parity with the lien securing the Bonds.

THE REGISTERED OWNERS of the Bonds shall never have the right to demand payment of the principal thereof or interest thereon out of any funds raised or to be raised by taxation, or from any source whatsoever other than specified in the Bond Resolution.

OUR SOLE ENGAGEMENT in connection with the issuance of the Bonds is as Bond Counsel for the Issuer, and, in that capacity, we have been engaged by the Issuer for the sole purpose of rendering an opinion with respect to the legality and validity of the Bonds under the Constitution and laws of the State of Texas, and with respect to the exclusion from gross income of the interest on the Bonds for federal income tax purposes, and for no other reason or purpose. We have not been requested to investigate or verify, and have not independently investigated or verified any records, data, or other material relating to the financial condition or capabilities of the Issuer, or the

disclosure thereof in connection with the sale of the Bonds, and have not assumed any responsibility with respect thereto. We express no opinion and make no comment with respect to the marketability of the Bonds and have relied solely on certificates executed by officials of the Issuer as to the current outstanding indebtedness of the Issuer and the sufficiency of the Pledged Revenues of the Issuer. Our role in connection with the Official Statement prepared for use in connection with the sale of the Bonds has been limited as described therein.

THE FOREGOING OPINIONS represent our legal judgment based upon a review of existing legal authorities that we deem relevant to render such opinions and are not a guarantee of a result.

Respectfully,

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