


In the opinion of Harris Beach PLLC, Bond Counsel to the Issuer, based on existing statutes, regulations, court decisions and administrative rulings, and assuming compliance with the tax covenants described herein, interest on the Series 2013A Bonds and the Series 2013B Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"). Furthermore, Bond Counsel is of the opinion that interest on the Series 2013A Bonds and the Series 2013B Bonds is not an "item of tax preference" for purposes of the federal alternative minimum tax imposed on individuals and corporations. Interest on the Series 2013A Bonds and the Series 2013B Bonds is, however, included in the computation of "adjusted current earnings" for purposes of calculating the federal alternative minimum tax imposed on certain corporations. Bond Counsel is further of the opinion that, based on existing statutes, interest on the Series 2013A Bonds and the Series 2013B Bonds is exempt from personal income taxes imposed by the State of New York and any political subdivision thereof. Interest on the Series 2013C Bonds is included in gross income for federal income tax purposes and is subject to personal income taxes imposed by the State of New York and any political subdivision thereof. See "TAX MATTERS" in this Official Statement.

 UNIVERSITY OF ROCHESTER	\$264,490,000		
	MONROE COUNTY INDUSTRIAL DEVELOPMENT CORPORATION		
	REVENUE BONDS		
	(UNIVERSITY OF ROCHESTER PROJECT), SERIES 2013		
	\$118,855,000	\$74,905,000	\$70,730,000
	Series 2013A	Series 2013B	Series 2013C
	(Tax-Exempt)	(Tax-Exempt)	(Taxable)

Dated: Date of Delivery

Due: July 1, as shown on inside cover

The Monroe County Industrial Development Corporation Tax-Exempt Revenue Bonds (University of Rochester Project), Series 2013A (the "Series 2013A Bonds"), the Monroe County Industrial Development Corporation Tax-Exempt Revenue Bonds (University of Rochester Project), Series 2013B (the "Series 2013B Bonds"), and the Monroe County Industrial Development Corporation Taxable Revenue Bonds (University of Rochester Project), Series 2013C (the "Series 2013C Bonds" and, together with the Series 2013A Bonds and the Series 2013B Bonds, the "Series 2013 Bonds") will be issued pursuant to an Indenture of Trust, dated as of September 1, 2013 (the "Indenture"), by and between the Monroe County Industrial Development Corporation (the "Issuer") and Manufacturers and Traders Trust Company, as trustee (the "Trustee"), and are payable from and secured by (i) a pledge and assignment to the Trustee of certain payments to be made under a Loan Agreement, dated as of September 1, 2013 (the "Loan Agreement"), by and between the Issuer and University of Rochester (the "University"), and (ii) the funds and accounts (except the Rebate Fund) held by the Trustee under the Indenture. The Loan Agreement is a general obligation of the University and requires the University to pay, among other things, amounts sufficient to pay the principal, sinking fund installments and Redemption Price of and interest on the Series 2013 Bonds as such payments become due. See "SECURITY AND SOURCE OF PAYMENT FOR THE SERIES 2013 BONDS" herein.

The Series 2013 Bonds are subject to redemption and purchase in lieu of redemption prior to maturity as described herein under the heading "THE SERIES 2013 BONDS — Redemption and Purchase in Lieu of Redemption Prior to Maturity."

The proceeds of the sale of the Series 2013A Bonds, together with other available funds of the University, will be used to (i) finance the Series 2013A Facility (as defined herein), (ii) refund the Refunded DASNY 2004A Bonds (as defined herein) and (iii) pay certain costs of issuance of the Series 2013A Bonds. The proceeds of the sale of the Series 2013B Bonds, together with other available funds of the University, will be used to (i) finance the Series 2013B Facility (as defined herein), (ii) finance the payment of capitalized interest on a portion of the Series 2013B Bonds and (iii) pay certain costs of issuance of the Series 2013B Bonds. The proceeds of the sale of the Series 2013C Bonds, together with other available funds of the University, will be used to (i) finance the Series 2013C Facility (as defined herein), (ii) refund the COMIDA 2004 Bond, the Refunded DASNY 2007C Bonds, the Refunded DASNY 2009B Bonds, the Refunded DASNY 2009E Bonds and the Refunded Series 2011A Bonds (each as defined herein), (iii) refinance all or a portion of certain other outstanding indebtedness of the University and (iv) pay certain costs of the issuance of the Series 2013C Bonds. See "THE PROJECT" and "THE REFUNDING PLAN" herein.

The Series 2013 Bonds will be issued as registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York, which will act as securities depository (as defined herein) for the Series 2013 Bonds. Individual purchases will be made in book-entry form only, in the principal amount of \$5,000 or any integral multiple of \$5,000 in excess thereof. Purchasers will not receive certificates representing their ownership interest in the Series 2013 Bonds. Interest on the Series 2013 Bonds will be payable on January 1, 2014, and semi-annually thereafter on July 1 and January 1 in each year until maturity.

The Series 2013 Bonds are special and limited obligations of the Issuer and do not constitute a debt or pledge of the faith and credit of the Issuer, the State of New York, or any taxing authority or political subdivision thereof, including Monroe County, New York, for the payment of the principal or Redemption Price thereof or interest thereon. The Issuer has no taxing authority.

The Series 2013 Bonds are offered when, as and if issued by the Issuer and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer, the receipt of the approving opinion as to the validity of the Series 2013 Bonds of Harris Beach PLLC, Rochester, New York, Bond Counsel, and certain conditions. Certain legal matters will be passed upon for the University by its counsel, Nixon Peabody LLP, Rochester, New York. Certain legal matters will be passed upon for the Issuer by its counsel, Harris Beach PLLC, Rochester, New York. Certain legal matters will be passed upon for the Underwriters by their counsel, Winston & Strawn LLP, New York, New York. It is anticipated that the Series 2013 Bonds will be available for delivery in New York, New York, or as may be agreed upon, on or about September 19, 2013.

J.P. Morgan

Barclays

Morgan Stanley

MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, YIELDS AND CUSIP NUMBERS

\$118,855,000

**MONROE COUNTY INDUSTRIAL DEVELOPMENT CORPORATION
TAX-EXEMPT REVENUE BONDS
(UNIVERSITY OF ROCHESTER PROJECT), SERIES 2013A**

<u>Maturity (July 1.)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP Number[†]</u>	<u>Maturity (July 1.)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP Number[†]</u>
2015	\$810,000	3.000%	0.600%	61075TGS1	2026	\$5,930,000	5.000%	4.140% ⁽¹⁾	61075THA9
2016	835,000	3.000	0.990	61075TGT9	2027	6,235,000	5.000	4.320 ⁽¹⁾	61075THB7
2017	860,000	4.000	1.440	61075TGU6	2028	6,535,000	5.000	4.470 ⁽¹⁾	61075THC5
2019	940,000	4.000	2.250	61075TGV4	2029	6,845,000	5.000	4.590 ⁽¹⁾	61075THD3
2022	1,090,000	5.000	3.310	61075TGW2	2030	7,195,000	5.000	4.700 ⁽¹⁾	61075THE1
2023	1,145,000	5.000	3.550	61075TGX0	2031	7,565,000	5.000	4.780 ⁽¹⁾	61075THF8
2024	6,560,000	5.000	3.760 ⁽¹⁾	61075TGY8	2032	7,950,000	5.000	4.860 ⁽¹⁾	61075THG6
2025	5,635,000	5.000	3.960 ⁽¹⁾	61075TGZ5	2033	8,340,000	5.000	4.930 ⁽¹⁾	61075THH4

\$19,500,000 5.000% Term Bonds Due July 1, 2038 Priced at 99.570% to Yield 5.030% CUSIP Number 61075THJ0[†]

\$24,885,000 5.000% Term Bonds Due July 1, 2043 Priced at 98.922% to Yield 5.070% CUSIP Number 61075THK7[†]

\$74,905,000

**MONROE COUNTY INDUSTRIAL DEVELOPMENT CORPORATION
TAX-EXEMPT REVENUE BONDS
(UNIVERSITY OF ROCHESTER PROJECT), SERIES 2013B**

<u>Maturity (July 1.)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP Number[†]</u>	<u>Maturity (July 1.)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP Number[†]</u>
2014	\$240,000	2.000%	0.330%	61075THL5	2024	\$2,065,000	5.000%	3.760% ⁽¹⁾	61075THW1
2015	310,000	3.000	0.600	61075THM3	2025	2,170,000	5.000	3.960 ⁽¹⁾	61075THX9
2016	1,430,000	4.000	0.990	61075THN1	2026	2,280,000	5.000	4.140 ⁽¹⁾	61075THY7
2017	1,490,000	5.000	1.440	61075THP6	2027	2,395,000	5.000	4.320 ⁽¹⁾	61075THZ4
2018	1,560,000	5.000	1.880	61075THQ4	2028	2,510,000	5.000	4.470 ⁽¹⁾	61075TJA7
2019	1,640,000	5.000	2.250	61075THR2	2029	2,640,000	5.000	4.590 ⁽¹⁾	61075TJB5
2020	1,720,000	5.000	2.650	61075THS0	2030	2,770,000	5.000	4.700 ⁽¹⁾	61075TJC3
2021	1,815,000	5.000	3.030	61075THT8	2031	2,910,000	4.500	4.780	61075TJD1
2022	675,000	4.000	3.310	61075THU5	2032	3,040,000	5.000	4.860 ⁽¹⁾	61075TJE9
2022	1,230,000	5.000	3.310	61075TJJ8	2033	3,195,000	5.000	4.930 ⁽¹⁾	61075TJF6
2023	1,985,000	4.000	3.550	61075THV3					

\$16,210,000 5.000% Term Bonds Due July 1, 2038 Priced at 99.570% to Yield 5.030% CUSIP Number 61075TJG4[†]

\$18,625,000 5.000% Term Bonds Due July 1, 2043 Priced at 98.922% to Yield 5.070% CUSIP Number 61075TJH2[†]

\$70,730,000

**MONROE COUNTY INDUSTRIAL DEVELOPMENT CORPORATION
TAXABLE REVENUE BONDS
(UNIVERSITY OF ROCHESTER PROJECT), SERIES 2013C**

<u>Maturity (July 1.)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Price</u>	<u>CUSIP Number[†]</u>	<u>Maturity (July 1.)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Price</u>	<u>CUSIP Number[†]</u>
2014	\$2,035,000	0.470%	100.000%	61075TGA0	2022	\$3,910,000	4.146%	100.000%	61075TGI1
2015	2,610,000	0.947	100.000	61075TGB8	2023	4,065,000	4.296	100.000	61075TGH8
2016	2,810,000	1.654	100.000	61075TGC6	2024	4,540,000	4.446	100.000	61075TGL6
2017	2,865,000	2.399	100.000	61075TGD4	2025	4,745,000	4.596	100.000	61075TGM4
2018	2,930,000	2.849	100.000	61075TGE2	2026	4,315,000	4.746	100.000	61075TGN2
2019	3,515,000	3.327	100.000	61075TGF9	2027	4,530,000	4.946	100.000	61075TGP7
2020	3,635,000	3.627	100.000	61075TGG7	2028	4,745,000	5.046	100.000	61075TQG5
2021	3,765,000	3.946	100.000	61075TGH5					

\$15,715,000 5.311% Term Bonds Due July 1, 2033 Priced at 100.000% to Yield 5.311% CUSIP Number 61075TGR3[†]

[†] Copyright, American Bankers Association. CUSIP (Committee on Uniform Securities Identification Procedures) data herein are provided by Standard & Poor's CUSIP Service Bureau, a division of The McGraw Hill Companies, Inc. CUSIP numbers on the inside cover page of this Official Statement have been assigned by an independent company not affiliated with the Issuer, the University, the Underwriters or the Trustee, and such parties are not responsible for the selection or use of the CUSIP numbers. The CUSIP numbers are included solely for the convenience of holders of the Series 2013 Bonds and no representation is made as to the correctness of the CUSIP numbers printed above. CUSIP numbers assigned to the Series 2013 Bonds may be changed during the term of the Series 2013 Bonds based on a number of factors including but not limited to the refunding or defeasance in whole or in part of such Series 2013 Bonds or the use of secondary market financial products applicable to all or a portion of the Series 2013 Bonds. None of the Issuer, the University, the Underwriters or the Trustee has agreed to, nor is there any duty or obligation to, update this Official Statement to reflect any change or correction in the CUSIP numbers printed above.

⁽¹⁾ Priced at the stated yield to the July 1, 2023 optional redemption date at a Redemption Price equal to 100% of the principal amount of Series 2013A Bonds and Series 2013B Bonds or portions thereof to be redeemed, plus accrued interest, if any, to the redemption date.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2013 BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THE ORDER AND PLACEMENT OF MATERIALS IN THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, IS NOT TO BE DEEMED TO BE A DETERMINATION OF RELEVANCE, MATERIALITY OR IMPORTANCE, AND THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, MUST BE CONSIDERED IN ITS ENTIRETY. THE OFFERING OF THE SERIES 2013 BONDS IS MADE ONLY BY MEANS OF THIS ENTIRE OFFICIAL STATEMENT.

No dealer, broker, salesperson or other person has been authorized by the Issuer, the University or the Underwriters to give any information or to make any representations with respect to the Series 2013 Bonds, 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 any of the foregoing. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, and there shall not be any sale of the Series 2013 Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been obtained from the Issuer, the University, The Depository Trust Company and other sources that are believed to be reliable, but is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by the Issuer (except for the statements under the captions “INTRODUCTION – The Issuer,” “THE ISSUER” and “LITIGATION – The Issuer” (only insofar as such information pertains to the Issuer)) or the Underwriters (except for the statements under the caption “UNDERWRITING”). The information and expressions of opinion herein 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 matters described herein since the date hereof.

The Underwriters have provided the following sentence for inclusion in the 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 law as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

The Series 2013 Bonds are not and will not be registered under the Securities Act of 1933, as amended, or under any state securities laws, and the Indenture has not been and will not be qualified under the Trust Indenture Act of 1939 because of available exemptions therefrom. Neither the Securities and Exchange Commission nor any federal, state, municipal or other governmental agency will pass upon the accuracy, completeness or adequacy of this Official Statement.

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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Note Regarding Forward Looking Statements

If and when included in this Official Statement, the words “expects,” “forecasts,” “projects,” “intends,” “anticipates,” “estimates,” “assumes,” and analogous expressions are intended to identify forward-looking statements as defined in the Securities Act of 1933, as amended, and such statements inherently are subject to a variety of risks and uncertainties that could cause actual results to differ materially from those that have been projected. Such risks and uncertainties include, among others, changes in economic and business conditions, changes in political, social and economic conditions, regulatory initiatives and compliance with governmental regulations, litigation and various other events, conditions and circumstances, many of which are beyond the control of the University or the Issuer. Such forward-looking statements speak only as of the date of this Official Statement. The University and the Issuer disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any changes in the University’s or the Issuer’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

OFFICIAL STATEMENT

of the

MONROE COUNTY INDUSTRIAL DEVELOPMENT CORPORATION

Relating to

\$264,490,000

MONROE COUNTY INDUSTRIAL DEVELOPMENT CORPORATION

REVENUE BONDS

(UNIVERSITY OF ROCHESTER PROJECT), SERIES 2013

\$118,855,000	\$74,905,000	\$70,730,000
Series 2013A	Series 2013B	Series 2013C
(Tax-Exempt)	(Tax-Exempt)	(Taxable)

INTRODUCTION

The purpose of this Official Statement, including the cover page and the appendices attached hereto, is to provide information in connection with the issuance by the Monroe County Industrial Development Corporation (the “Issuer”) of its \$118,855,000 aggregate principal amount of Tax-Exempt Revenue Bonds (University of Rochester Project), Series 2013A (the “Series 2013A Bonds”), \$74,905,000 aggregate principal amount of Tax-Exempt Revenue Bonds (University of Rochester Project), Series 2013B (the “Series 2013B Bonds”), and \$70,730,000 aggregate principal amount of Taxable Revenue Bonds (University of Rochester Project), Series 2013C (the “Series 2013C Bonds” and, together with the Series 2013A Bonds and the Series 2013B Bonds, the “Series 2013 Bonds”). The following is a brief description of certain information concerning the Series 2013 Bonds, the Issuer and University of Rochester (the “University”). A more complete description of such information and additional information that may affect decisions to invest in the Series 2013 Bonds is contained throughout this Official Statement, which should be read in its entirety. Capitalized terms used in this Official Statement shall have the meanings specified in “APPENDIX C – Certain Definitions.” Capitalized terms not otherwise defined in this Official Statement have the meanings provided in the specified documents.

Purpose of the Issue

The proceeds of the sale of the Series 2013A Bonds, together with other available funds of the University, will be used to (i) finance the Series 2013A Facility (as defined herein), (ii) refund the Refunded DASNY 2004A Bonds (as defined herein) and (iii) pay certain costs of issuance of the Series 2013A Bonds. The proceeds of the sale of the Series 2013B Bonds, together with other available funds of the University, will be used to (i) finance the Series 2013B Facility (as defined herein), (ii) finance the payment of capitalized interest on a portion of the Series 2013B Bonds and (iii) pay certain costs of issuance of the Series 2013B Bonds. The proceeds of the sale of the Series 2013C Bonds, together with other available funds of the University, will be used to (i) finance the Series 2013C Facility (as defined herein), (ii) refund the COMIDA 2004 Bond, the Refunded DASNY 2007C Bonds, the Refunded DASNY 2009B Bonds, the Refunded DASNY 2009E Bonds and the Refunded Series 2011A Bonds (each as defined herein), (iii) refinance all or a portion of certain other outstanding indebtedness of the University and (iv) pay certain costs of the issuance of the Series 2013C Bonds. See “THE PROJECT” and “THE REFUNDING PLAN” herein.

Authorization of the Series 2013 Bonds

The Series 2013 Bonds are authorized to be issued pursuant to a resolution of the Issuer adopted on August 13, 2013 (the “Resolution”). The Series 2013 Bonds will be issued under an Indenture of Trust, dated as of September 1, 2013 (the “Indenture”), by and between the Issuer and Manufacturers and Traders Trust Company, as trustee (the “Trustee”). See “THE SERIES 2013 BONDS” herein.

The Issuer

The Issuer is a not-for-profit corporation constituting a local development corporation duly organized and existing under the laws of the State of New York (the “State”). See “THE ISSUER” herein.

The University and the Hospital/Medical Center

The University is an independent, coeducational, nonsectarian, nonprofit institution of higher education and research chartered by the Board of Regents of the State. The University is located in Rochester, New York. The University Medical Center, an integrated division of the University, consists of Strong Memorial Hospital (the “Hospital”) and four other divisions. The Hospital is the largest acute care general hospital in Rochester, New York and serves both as a regional/national tertiary care community hospital and a specialized referral center for a 14-county area. The Hospital is currently licensed to operate 800 beds. See “APPENDIX A – Certain Information Concerning the University and the Hospital/Medical Center” and “APPENDIX B – Consolidated Financial Statements of University of Rochester and Consolidated Entities and Report of Independent Auditors.”

Limited Obligations of the Issuer

THE SERIES 2013 BONDS ARE SPECIAL AND LIMITED OBLIGATIONS OF THE ISSUER. THE ISSUER IS OBLIGATED TO PAY PRINCIPAL AND REDEMPTION PRICE OF AND INTEREST ON THE SERIES 2013 BONDS SOLELY FROM THE TRUST ESTATE UNDER THE TERMS OF THE INDENTURE AND AVAILABLE FOR SUCH PAYMENT. THE SERIES 2013 BONDS ARE NOT A DEBT OF THE STATE, OR ANY POLITICAL SUBDIVISION THEREOF, INCLUDING MONROE COUNTY, NEW YORK (“MONROE COUNTY”), AND NEITHER THE STATE NOR ANY POLITICAL SUBDIVISION THEREOF, INCLUDING MONROE COUNTY, SHALL BE LIABLE THEREON. THE SERIES 2013 BONDS SHALL NOT BE PAYABLE FROM ANY OTHER FUNDS OF THE ISSUER. THE ISSUER HAS NO TAXING POWERS.

General

The Series 2013 Bonds will be issued as “book-entry-only” obligations to be held by The Depository Trust Company, as depository for the Series 2013 Bonds. See “THE SERIES 2013 BONDS – Book-Entry Only System” herein.

The Series 2013 Bonds will be equally and ratably secured as to principal, premium, if any, and interest by the Indenture. The Indenture constitutes a first lien on the Trust Estate (as defined in the Indenture).

The Series 2013 Bonds are special and limited obligations of the Issuer. The principal and Redemption Price of and interest on the Series 2013 Bonds are payable solely from the revenues received by the Issuer pursuant to the Loan Agreement (other than with respect to the Unassigned Rights) and all funds and accounts (excluding the Rebate Fund) established by the Indenture. Pursuant to the Loan Agreement, dated as of September 1, 2013 (the “Loan Agreement”), by and between the University and the Issuer, the University is obligated to make payments equal to debt service on the Series 2013 Bonds.

The aforementioned revenues consist of the payments required to be made by the University under the Loan Agreement with respect to the Series 2013 Bonds on account of the principal and Redemption Price of and interest on the Series 2013 Bonds.

To secure the Series 2013 Bonds, the Issuer will execute and deliver to the Trustee a Pledge and Assignment with an acknowledgement thereof by the University, dated as of September 1, 2013, from the Issuer to the Trustee (the "Assignment"), which Assignment will assign to the Trustee certain of the Issuer's rights (except the Unassigned Rights) under the Loan Agreement. Pursuant to the Assignment, loan payments made by the University under the Loan Agreement are to be paid directly to the Trustee.

The purchase of the Series 2013 Bonds involves a degree of risk. Prospective purchasers should carefully consider the entire Official Statement, including the information under the caption "BONDHOLDERS' RISKS" herein.

The Series 2013 Bonds will be sold and delivered by the Issuer to the Underwriters on a negotiated basis pursuant to a bond purchase contract by and among the Issuer, the University and the Underwriters. See "UNDERWRITING" herein.

The following summaries are not comprehensive or definitive. All references to the Series 2013 Bonds, the Indenture, the Loan Agreement and the Assignment are qualified in their entirety by the definitive forms thereof. Copies of the documents are available for inspection at the principal corporate trust office of the Trustee currently located at One M&T Plaza, 7th Floor, Buffalo, New York 14203.

THE SERIES 2013 BONDS

Authorization

The Series 2013 Bonds are authorized to be issued pursuant to Section 1411 of the Not-for-Profit Corporation Law of the State of New York, as amended (the "Act"), the Issuer's Certificate of Incorporation, Resolution No. 288 of 2009 of the Monroe County Legislature and the Resolution.

General

The Series 2013 Bonds will mature on July 1 of the years and in the amounts shown on the inside cover page hereof. The Series 2013 Bonds will be dated the date of their delivery and will bear interest from such date. Interest on the Series 2013 Bonds will be payable on January 1, 2014, and semi-annually thereafter on each July 1 and January 1 (each a "Bond Payment Date") at the rates per annum set forth on the inside cover page hereof. The Series 2013 Bonds shall be issued in book-entry form in denominations of \$5,000 or any integral multiple of \$5,000 in excess thereof.

The Series 2013 Bonds will be issued as fully registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"). DTC will act as the securities depository (the "Securities Depository") for the Series 2013 Bonds. Purchasers will not receive certificates representing their interest in the Series 2013 Bonds. See "Book-Entry Only System" below.

Subject to the provisions of the Indenture, the principal of and premium, if any, on the Series 2013 Bonds shall be payable in lawful money of the United States of America at the Office of the Trustee, or of its successor in trust. Interest on Series 2013 Bonds due on any Bond Payment Date shall be payable to the Person in whose name such Bond is registered at the close of business on the Regular Record Date with respect to such Bond Payment Date, irrespective of any transfer or exchange of such Bond subsequent to such Regular Record Date and prior to such Bond Payment Date, unless the Issuer shall default in the payment of interest due on such Bond Payment Date. In the event of any such default,

such defaulted interest shall be payable to the Person in whose name such bond is registered at the close of business on a Special Record Date for the payment of such defaulted interest established by notice mailed by the Trustee to the Owners of Series 2013 Bonds not less than fifteen (15) days preceding such Special Record Date. Such notices shall be mailed to the Persons in whose name the Series 2013 Bonds are registered at the close of business on the fifth (5th) day preceding the date of mailing. Payment of interest on the Series 2013 Bonds will be made by (i) check or draft mailed to the address of the Person in whose name such Series 2013 Bonds are registered, as such address appears on the registration books maintained by the Trustee, or (ii) at such other address furnished to the Trustee in writing by the Holder at least five (5) Business Days prior to the date of payment, or at the election of an Owner of at least \$1,000,000 aggregate principal amount of Series 2013 Bonds, by bank wire transfer to a bank account maintained by such Owner in the United States of America designated in written instructions delivered to the Trustee at least five (5) Business Days prior to the date of such payment, which written instructions may relate to multiple Bond Payment Dates.

Redemption and Purchase in Lieu of Redemption Prior to Maturity

Optional Redemption. The Series 2013A Bonds maturing after July 1, 2023 are subject to redemption by the Issuer at the option of the University on or after July 1, 2023, in whole or in part at any time, at a Redemption Price equal to 100% of the principal amount of the Series 2013A Bonds or portions thereof to be redeemed, plus accrued interest, if any, to the Redemption Date.

The Series 2013B Bonds maturing after July 1, 2023 are subject to redemption by the Issuer at the option of the University on or after July 1, 2023, in whole or in part at any time, at a Redemption Price equal to 100% of the principal amount of the Series 2013B Bonds or portions thereof to be redeemed, plus accrued interest, if any, to the Redemption Date.

The Series 2013C Bonds are subject to redemption by the Issuer at the option of the University, in whole or in part at any time, at the Make-Whole Redemption Price. The “Make-Whole Redemption Price” is the greater of (i) 100% of the principal amount of the Series 2013C Bonds to be redeemed or (ii) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Series 2013C Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the Redemption Date, discounted to the Redemption Date on a semiannual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate plus 25 basis points, plus, in each case, accrued and unpaid interest on the Series 2013C Bonds to be redeemed on the Redemption Date. The “Treasury Rate” is, as of any Redemption Date, the yield to maturity as of such Redemption Date of United States Treasury securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519) that has become publicly available at least two (2) Business Days prior to the Redemption Date (excluding inflation indexed securities) (or, if such Statistical Release is no longer published, any publicly available source of similar market data)) most nearly equal to the period from the Redemption Date to the maturity date of the Series 2013C Bonds to be redeemed. However, if the period from the Redemption Date to such maturity date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year will be used.

The Trustee will call Series 2013 Bonds for redemption upon receipt of notice from the Issuer, or the University on behalf of the Issuer, directing such redemption, which notice shall be sent to the Trustee at least 30 days prior to the Redemption Date or such fewer number of days as shall be acceptable to the Trustee and shall specify (i) the principal amount of Series 2013 Bonds so to be called for redemption, and (ii) the applicable Redemption Price.

Mandatory Sinking Fund Redemption Without Premium.

The Series 2013A Bonds maturing on July 1, 2038 are subject to mandatory redemption on the sinking fund redemption dates and in the sinking fund redemption amounts set forth in the following table, at a Redemption Price equal to 100% of the principal amount thereof being redeemed, plus accrued interest to the Redemption Date:

<u>Sinking Fund Redemption Dates</u>	<u>Sinking Fund Redemption Amounts</u>
July 1, 2034	\$3,530,000
July 1, 2035	3,710,000
July 1, 2036	3,885,000
July 1, 2037	4,090,000
<u>July 1, 2038</u>	<u>4,285,000*</u>

*Stated maturity.

The Series 2013A Bonds maturing on July 1, 2043 are subject to mandatory redemption on the sinking fund redemption dates and in the sinking fund redemption amounts set forth in the following table, at a Redemption Price equal to 100% of the principal amount thereof being redeemed, plus accrued interest to the Redemption Date:

<u>Sinking Fund Redemption Dates</u>	<u>Sinking Fund Redemption Amounts</u>
July 1, 2039	\$4,505,000
July 1, 2040	4,725,000
July 1, 2041	4,970,000
July 1, 2042	5,220,000
<u>July 1, 2043</u>	<u>5,465,000*</u>

*Stated maturity.

The Series 2013B Bonds maturing on July 1, 2038 are subject to mandatory redemption on the sinking fund redemption dates and in the sinking fund redemption amounts set forth in the following table, at a Redemption Price equal to 100% of the principal amount thereof being redeemed, plus accrued interest to the Redemption Date:

<u>Sinking Fund Redemption Dates</u>	<u>Sinking Fund Redemption Amounts</u>
July 1, 2034	\$3,350,000
July 1, 2035	2,985,000
July 1, 2036	3,130,000
July 1, 2037	3,290,000
<u>July 1, 2038</u>	<u>3,455,000*</u>

*Stated maturity.

The Series 2013B Bonds maturing on July 1, 2043 are subject to mandatory redemption on the sinking fund redemption dates and in the sinking fund redemption amounts set forth in the following table, at a Redemption Price equal to 100% of the principal amount thereof being redeemed, plus accrued interest to the Redemption Date:

<u>Sinking Fund Redemption Dates</u>	<u>Sinking Fund Redemption Amounts</u>
July 1, 2039	\$3,630,000
July 1, 2040	3,480,000
July 1, 2041	3,655,000
July 1, 2042	3,835,000
July 1, 2043	4,025,000*

*Stated maturity.

The Series 2013C Bonds maturing on July 1, 2033 are subject to mandatory redemption on the sinking fund redemption dates and in the sinking fund redemption amounts set forth in the following table, at a Redemption Price equal to 100% of the principal amount thereof being redeemed, plus accrued interest to the Redemption Date:

<u>Sinking Fund Redemption Dates</u>	<u>Sinking Fund Redemption Amounts</u>
July 1, 2029	\$2,830,000
July 1, 2030	2,975,000
July 1, 2031	3,130,000
July 1, 2032	3,305,000
July 1, 2033	3,475,000*

*Stated maturity.

Special Redemption. The Series 2013 Bonds are subject to redemption prior to maturity at the option of the Issuer (exercised at the direction of the University), in whole or in part on any Interest Payment Date, at a redemption price equal to 100% of the principal amount of Series 2013 Bonds or portions thereof to be redeemed, plus accrued interest to the redemption date (i) from proceeds of a condemnation or insurance award, which proceeds are not used to repair, restore or replace the Facility to which such proceeds relate, and (ii) from unexpended proceeds of the Series 2013 Bonds upon the abandonment of all or a portion of the Facility to which such unexpended proceeds relate due to a legal or regulatory impediment.

Purchase in Lieu of Redemption. If the Series 2013 Bonds are called for redemption in whole or in part pursuant to the terms of the Indenture, the Series 2013 Bonds called for redemption may be purchased in lieu of redemption in accordance with the Indenture. Purchase in lieu of redemption shall be available for all of the Series 2013 Bonds called for redemption or for such lesser portion of such Series 2013 Bonds in denominations of \$5,000 or any integral multiple of \$5,000 in excess thereof. The University may direct the Trustee to purchase all or such lesser portion of the Series 2013 Bonds so called for redemption. Any such direction to the Trustee must: (i) be in writing; (ii) state either that all of the Series 2013 Bonds called for redemption are to be purchased or, if less than all of the Series 2013 Bonds called for redemption are to be purchased, identify those Series 2013 Bonds to be purchased; and (iii) be received by the Trustee no later than 12:00 noon, New York City time, one Business Day prior to the Redemption Date.

Notice of Redemption

When Series 2013 Bonds are to be redeemed, the Trustee shall give notice of the redemption of the Series 2013 Bonds in the name of the Issuer stating: (1) the Series 2013 Bonds to be redeemed; (2) the Redemption Date; (3) that such Series 2013 Bonds will be redeemed at the Office of the Trustee; (4) that on the Redemption Date there shall become due and payable upon each Series 2013 Bond to be redeemed the Redemption Price thereof (except in the case of a mandatory sinking fund redemption of Series 2013 Bonds without premium, in which case the principal will be due and payable on the Redemption Date and the interest will be paid on such date); and (5) that from and after the Redemption Date interest thereon shall cease to accrue. The Trustee shall mail a copy of such notice postage prepaid, not less than thirty (30) days nor more than sixty (60) days prior to the Redemption Date, to each Holder at the address of such Holder appearing on the registration books of the Issuer, maintained by the Trustee, as Bond Registrar. Such mailing shall not be a condition precedent to such redemption, and failure to so mail any such notice to any of such Holders shall not affect the validity of the proceedings for the redemption of the Series 2013 Bonds. With respect to any redemption exercised at the option of the University as provided in the Indenture, notice of such redemption shall state that the redemption is conditioned upon receipt by the Trustee, on or before the Redemption Date, of monies sufficient, together with any other monies held by the Trustee and available therefor, to pay the Redemption Price of the Series 2013 Bonds to be redeemed on the Redemption Date and that, absent such receipt, such notice shall be of no force and effect and such Series 2013 Bonds shall not be required to be redeemed.

Partial Redemption of Series 2013 Bonds

Upon surrender of any Series 2013 Bond for redemption in part only, the Issuer shall execute and the Trustee shall authenticate and deliver to the Holder thereof a new Series 2013 Bond or Series 2013 Bonds in an aggregate principal amount equal to the unredeemed portion of the Series 2013 Bond surrendered.

Selection of Bonds for Redemption

If less than all of the Series 2013A Bonds or the Series 2013B Bonds are to be redeemed, the Series 2013A Bonds or the Series 2013B Bonds to be called for redemption shall be selected by lot.

If the Series 2013C Bonds are registered in book-entry form and so long as DTC or a successor securities depository is the sole registered owner of such Series 2013C Bonds, and if less than all of the Series 2013C Bonds are to be redeemed, the Series 2013C Bonds to be called for redemption shall be selected on a pro rata pass-through distribution of principal basis in accordance with DTC procedures, provided that the selection for redemption of such Series 2013C Bonds shall be made in accordance with the operational arrangements of DTC then in effect, and, if the DTC operational arrangements do not allow for redemption on a pro rata pass-through distribution of principal basis, the Series 2013C Bonds will be selected for redemption, in accordance with DTC procedures, by lot. See “Book-Entry Only System” below.

The University intends that redemption allocations made by DTC be made on a pro rata pass-through distribution of principal basis as described above. However, none of the Issuer, the University nor the Underwriters can provide any assurance that DTC, DTC’s direct and indirect participants or any other intermediary will allocate the redemption of Series 2013C Bonds on such basis.

In connection with any repayment of principal, including payments of scheduled mandatory sinking fund payments, the Trustee, as Bond Registrar, will direct DTC to make a pass-through distribution of principal to the holders of the Series 2013C Bonds. A Pro Rata Pass-Through Distribution of Principal table is included as APPENDIX G to this Official Statement and reflects the current schedule

of mandatory sinking fund redemptions applicable to the Series 2013C Bonds and the factors applicable to such redemption amounts and remaining bond balances, which is subject to change upon certain optional redemptions. See “APPENDIX G—Principal Paydown Factor Table.”

For purposes of calculation of the “pro rata pass-through distribution of principal,” “pro rata” means, for any amount of principal to be paid, the application of a fraction to each denomination of the respective Series 2013C Bonds where (a) the numerator of which is equal to the amount due to the respective bondholders on a payment date, and (b) the denominator of which is equal to the total original par amount of the respective Series 2013C Bonds.

If the Series 2013C Bonds are no longer registered in book-entry-only form, each owner will receive an amount of Series 2013C Bonds equal to the original face amount then beneficially held by that owner, registered in such investor’s name. Thereafter, any redemption of less than all of the Series 2013C Bonds will continue to be paid to the registered owners of such Series 2013C Bonds on a pro-rata basis, based on the portion of the original face amount of any such Series 2013C Bonds to be redeemed.

Book-Entry Only System

Unless otherwise noted, the description that follows of the procedures and record keeping with respect to beneficial ownership interests in the Series 2013 Bonds, payment of interest and other payments on the Series 2013 Bonds to DTC Participants or Beneficial Owners of the Series 2013 Bonds, confirmation and transfer of beneficial ownership interests in the Series 2013 Bonds and other bond-related transactions by and between DTC, the DTC Participants and Beneficial Owners of the Series 2013 Bonds is based solely on information furnished by DTC for inclusion in this Official Statement. Accordingly, the Issuer, the University, the Trustee and the Underwriters do not and cannot make any representations concerning these matters.

DTC will act as securities depository for the Series 2013 Bonds. The Series 2013 Bonds will be issued as fully-registered securities in the name of Cede & Co. (DTC’s partnership nominee), or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Series 2013 Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

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

Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of the Series 2013 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2013 Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2013 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 Series 2013 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2013 Bonds, except in the event that use of the book-entry system for the Series 2013 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2013 Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2013 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2013 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2013 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of the Series 2013 Bonds may wish to take certain steps to augment transmission to them of notices of significant events with respect to the Series 2013 Bonds, such as redemptions, tenders, defaults, and proposed amendments to the documents relating to the Series 2013 Bonds. For example, Beneficial Owners of Series 2013 Bonds may wish to ascertain that the nominee holding the Series 2013 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of the notices be provided directly to them.

Redemption notices shall be sent to DTC. Except as otherwise provided herein, if less than all of the Series 2013 Bonds within a maturity of the Series 2013 Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2013 Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2013 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal, Redemption Price and interest payments on the Series 2013 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 Issuer or the Trustee on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by

standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in “street name,” and will be the responsibility of such Participant and not of DTC, the Trustee, the Issuer or the Underwriters, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, Redemption Price and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Issuer or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Series 2013 Bonds at any time by giving reasonable notice to the Issuer and the Trustee. Under such circumstances, in the event that a successor securities depository is not obtained, then the Series 2013 Bonds shall no longer be restricted to being registered in the name of DTC’s nominee, but shall be registered in whatever name or names holders transferring or exchanging Series 2013 Bonds shall designate, in accordance with the provisions of the Indenture.

The Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Series 2013 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 Issuer believes to be reliable, but the Issuer takes no responsibility for the accuracy thereof.

NONE OF THE ISSUER, THE UNIVERSITY, THE UNDERWRITERS OR THE TRUSTEE WILL HAVE ANY RESPONSIBILITY OR OBLIGATIONS TO DTC OR THE DIRECT OR INDIRECT PARTICIPANTS, OR THE BENEFICIAL OWNERS WITH RESPECT TO: (1) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DTC PARTICIPANT; (2) THE PAYMENT BY DTC OR ANY DTC PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL, REDEMPTION PRICE OR INTEREST ON THE SERIES 2013 BONDS; (3) THE DELIVERY BY DTC OR ANY DTC PARTICIPANT OF ANY NOTICE TO ANY BENEFICIAL OWNER WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE INDENTURE TO BE GIVEN TO HOLDERS; (4) THE SELECTION OF THE BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE SERIES 2013 BONDS; OR (5) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS HOLDER.

SO LONG AS CEDE & CO. IS THE REGISTERED OWNER OF THE SERIES 2013 BONDS, AS NOMINEE OF DTC, REFERENCES HEREIN TO THE HOLDERS OR REGISTERED OWNERS OF THE SERIES 2013 BONDS SHALL MEAN CEDE & CO. AND SHALL NOT MEAN THE BENEFICIAL OWNERS OF THE SERIES 2013 BONDS.

Additional Bonds

In accordance with the Indenture, the Issuer may issue Additional Bonds under the Indenture from time to time on a pari passu basis with the Series 2013 Bonds for any of the following purposes: (1) to pay the cost of completing the Facility (or completing an addition thereto in accordance with the Indenture) or to reimburse expenditures of the University for any such costs; (2) to pay the cost of Capital Additions or to reimburse expenditures of the University for any such cost; (3) to pay the cost of refunding through redemption of any Outstanding Bonds issued under this Indenture and subject to such redemption; or (4) to pay the cost of any additional project approved by the Issuer.

Principal and Interest Requirements

The following table sets forth the amounts required to be paid by the University during each 12-month period ending June 30 of the years shown for the payment of the principal of and interest on the Series 2013 Bonds, debt service on other outstanding indebtedness of the University and the total debt service on all indebtedness of the University, including the Series 2013 Bonds.

12-Month Period Ending June 30,	Series 2013 Bonds		Total Debt Service on Series 2013 Bonds	Debt Service on Other Outstanding Indebtedness ⁽¹⁾	Total Debt Service
	Principal Payments	Interest Payments			
2014	\$ 2,275,000	\$ 9,758,875	\$12,033,875	\$68,780,419	\$ 80,814,294
2015	3,730,000	12,443,773	16,173,773	78,488,483	94,662,256
2016	5,075,000	12,385,457	17,460,457	89,210,999	106,671,456
2017	5,215,000	12,256,729	17,471,729	69,664,638	87,136,367
2018	4,490,000	12,079,098	16,569,098	74,487,357	91,056,455
2019	6,095,000	11,917,622	18,012,622	72,753,476	90,766,098
2020	5,355,000	11,681,078	17,036,078	72,946,252	89,982,330
2021	5,580,000	11,463,237	17,043,237	72,703,098	89,746,335
2022	6,905,000	11,223,920	18,128,920	64,347,658	82,476,578
2023	7,195,000	10,918,811	18,113,811	59,298,601	77,412,412
2024	13,165,000	10,607,529	23,772,529	56,429,887	80,202,416
2025	12,550,000	9,974,430	22,524,430	54,895,636	77,420,066
2026	12,525,000	9,366,100	21,891,100	48,463,225	70,354,325
2027	13,160,000	8,750,810	21,910,810	44,533,393	66,444,203
2028	13,790,000	8,095,256	21,885,256	36,714,515	58,599,772
2029	12,315,000	7,403,574	19,718,574	36,740,334	56,458,907
2030	12,940,000	6,779,022	19,719,022	36,777,487	56,496,509
2031	13,605,000	6,122,770	19,727,770	36,444,552	56,172,322
2032	14,295,000	5,447,336	19,742,336	29,853,230	49,595,566
2033	15,010,000	4,722,307	19,732,307	29,819,751	49,552,058
2034	6,880,000	3,961,000	10,841,000	26,733,461	37,574,461
2035	6,695,000	3,617,000	10,312,000	26,738,463	37,050,463
2036	7,015,000	3,282,250	10,297,250	26,721,917	37,019,167
2037	7,380,000	2,931,500	10,311,500	25,625,893	35,937,393
2038	7,740,000	2,562,500	10,302,500	24,712,171	35,014,671
2039	8,135,000	2,175,500	10,310,500	24,718,929	35,029,429
2040	8,205,000	1,768,750	9,973,750	6,848,747	16,822,497
2041	8,625,000	1,358,500	9,983,500	6,044,097	16,027,597
2042	9,055,000	927,250	9,982,250	284,847	10,267,097
2043	9,490,000	474,500	9,964,500	284,847	10,249,347

⁽¹⁾ Certain University indebtedness is assumed to bear interest at its fixed swap rate. Figures do not include debt service on the maturities of the Refunded Bonds expected to be redeemed with a portion of the proceeds of the Series 2013 Bonds.

SECURITY AND SOURCE OF PAYMENT FOR THE SERIES 2013 BONDS

Payment of the Series 2013 Bonds

The Series 2013 Bonds will be special and limited obligations of the Issuer. The principal and Redemption Price of and interest on the Series 2013 Bonds are payable solely from the revenues received by the Issuer pursuant to the Loan Agreement (other than with respect to the Unassigned Rights) and all funds and accounts (excluding the Rebate Fund) established by the Indenture. Pursuant to the Loan Agreement between the University and the Issuer, the University is obligated to make payments equal to debt service on the Series 2013 Bonds. The aforementioned revenues consist of the payments required to be made by the University under the Loan Agreement with respect to the Series 2013 Bonds on account of the principal, Redemption Price of and interest on the Series 2013 Bonds. Pursuant to the Assignment, loan payments made by the University under the Loan Agreement are to be paid directly to the Trustee.

Security for the Series 2013 Bonds

The Series 2013 Bonds will be secured by (1) all moneys and securities held from time to time by the Trustee for the Owners of the Series 2013 Bonds pursuant to the Indenture, including all Series 2013 Bond proceeds prior to disbursement pursuant to the terms of such Indenture (excluding monies held for the redemption of the Bonds, notice of the redemption of which has been given, or in the Rebate Fund), and (2) the Loan Agreement, as assigned to the Trustee (except the Unassigned Rights) pursuant to the terms of the Assignment.

To secure the Series 2013 Bonds, the Issuer will execute and deliver to the Trustee the Assignment, with an acknowledgement thereof by the University from the Issuer to the Trustee, which Assignment will assign to the Trustee certain of the Issuer's rights (except the Unassigned Rights) under the Loan Agreement. Pursuant to the Assignment, loan payments made by the University under the Loan Agreement are to be paid directly to the Trustee. See "APPENDIX E – Summary of Certain Provisions of the Loan Agreement and Pledge and Assignment."

THE ISSUER

The Issuer is a not-for-profit corporation constituting a local development corporation duly organized and existing under Section 1411 of the Not-for-Profit Corporation Law of the State, as amended (the "Act"), having an office for the transaction of business at 50 W. Main Street, Suite 8100, Rochester, New York 14614. The Issuer has the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest. The Act further authorizes the Issuer to issue its bonds and to loan the proceeds thereof for the purpose of carrying out any of its corporate purposes and, as security for the payment of the principal and redemption price of and interest on any such bonds so issued and any agreements made in connection therewith, to pledge certain revenues and receipts to secure the payment of such bonds and interest thereon.

The Issuer has no power of taxation.

The Series 2013 Bonds are special and limited obligations of the Issuer, payable solely as provided in the Indenture.

THE SERIES 2013 BONDS ARE NEITHER A GENERAL OBLIGATION OF THE ISSUER, NOR A DEBT OR INDEBTEDNESS OF MONROE COUNTY OR THE STATE AND NEITHER MONROE COUNTY NOR THE STATE WILL BE LIABLE THEREON.

THE PROJECT

The Series 2013A Project

The proceeds of the sale of the Series 2013A Bonds will be used to: (A) finance (i) the Series 2013A improvements (collectively, the “Series 2013A Improvements”) consisting of: (a) the River Campus (as defined in the Indenture) improvements, consisting of: (1) the renovation, equipping and modernization of various School of Arts & Sciences and Hajim School of Engineering & Applied Sciences office, classroom, athletic and laboratory facilities; (2) the renovation, equipping and modernization of and/or life/fire safety upgrades to various undergraduate and graduate residential facilities; (3) the renovation, equipping and modernization of the athletic fields and Fauver Stadium lighting and (4) the renovation, equipping and waterproofing of Rush Rhees Library; (b) the Central Utilities Plant (as defined in the Indenture) improvements consisting of the renovation, equipping and modernization of the Central Utilities Plant; (c) the South Campus (as defined in the Indenture) improvements consisting of the acquisition, construction, renovation, equipping and modernization of the Laboratory for Laser Energetics facility consisting of the acquisition of new chillers and necessary infrastructure upgrades; (d) the Data Center (as defined in the Indenture) B-Side Electrical improvements consisting of the renovation, equipping and modernization of the Data Center including electrical and equipment improvements; (e) the Eastman School of Music (“ESM”) campus improvements consisting of the replacement, renovation and modernization of various fire equipment panels located in various buildings and facilities throughout the ESM campus; (f) the replacement, renovation and modernization of various electrical transformers located in various buildings and facilities throughout the Hospital (as defined in the Indenture); (g) the Security Building (as defined in the Indenture) improvements consisting of the renovation, equipping and modernization of the Security Building including conversion of the existing shop space into office space; (h) the Middle Campus (as defined in the Indenture) improvements consisting of (1) the construction and equipping of an approximately 530-space parking lot located near the Southside Living Area in the Middle Campus and (2) the renovation, equipping and modernization of the Middle Campus chiller plant, including the equipping of two 4,000-ton chillers and necessary infrastructure upgrades; (i) the College Town (as defined in the Indenture) parking garage improvements consisting of the construction and equipping of all or a portion of the College Town parking garage consisting of six stories and approximately 950 University-designated parking spaces including roadways and related amenities; (j) the renovation, equipping and modernization of and/or life/fire safety upgrades to various buildings and facilities throughout the Medical Center Campus (as defined in the Indenture); (k) the renovation, equipping and modernization of the Prosthodontics Program at Eastman Institute for Oral Health, including the renovation and equipping of existing clinic rooms and the construction and equipping of additional exam rooms; and (l) the deferred maintenance and renovation, equipping and modernization of various buildings and facilities throughout the Campus (as defined in the Indenture) and (ii) the acquisition and installation in and around the Series 2013A Improvements of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (collectively, the “Series 2013A Equipment” and, together with the Series 2013A Improvements, the “Series 2013A Facility”); (B) refund certain maturities of the outstanding Dormitory Authority of the State of New York (“DASNY”) University of Rochester Revenue Bonds, Series 2004A (the “Refunded DASNY 2004A Bonds”); and (C) pay certain costs and expenses incidental to the issuance of the Series 2013A Bonds.

The Series 2013B Project

The proceeds of the sale of the Series 2013B Bonds will be used to: (A) finance (i) the construction and equipping of an approximately 245,000 square foot new eight-story Golisano Children's Hospital adjacent to Strong Memorial Hospital, with 56 general medical surgical beds and 60 neonatal intensive care beds, together with ancillary and related site improvements (collectively, the "Children's Hospital Facility Improvements"); (ii) the relocation, renovation, equipping and modernization of Strong Memorial Hospital's existing pharmacy within Strong Memorial Hospital (collectively, the "Hospital Pharmacy Facility Improvements"); (iii) the acquisition, construction, renovation and equipping of a portion of the main campus of Lakeside Health System consisting of approximately 18.9 acres located at 156 West Avenue in the Village of Brockport/Town of Sweden, New York (to be renamed URM Strong West) and consisting of an approximately 66,861-square foot hospital facility, approximately 10,509-net rentable square foot physician/professional office building and approximately 5,962-square foot former day care center (collectively, the "SMH West Improvements" and, collectively with the Children's Hospital Facility Improvements and the Hospital Pharmacy Facility Improvements, the "Series 2013B Improvements") and (iv) the acquisition and installation in and around the Series 2013B Improvements of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (collectively, the "Series 2013B Equipment" and, together with the Series 2013B Improvements, the "Series 2013B Facility"); (B) fund capitalized interest on a portion of the Series 2013B Bonds; and (C) pay certain costs and expenses incidental to the issuance of the Series 2013B Bonds.

The Series 2013C Project

The proceeds of the sale of the Series 2013C Bonds will be used to: (A) finance (i) the renovation, equipping and modernization of the URM Women's Health Center at Lattimore located at 125 Lattimore Road on the Medical Center Campus (collectively, the "125 Lattimore Road Improvements"); (ii) the renovation, equipping and expansion of the Farmington Data Center (as defined in the Indenture) (collectively, the "Farmington Data Center Improvements"); (iii) the construction and equipping of all or a portion of a 20,000 square foot new two-story building for Barnes & Noble (as tenant of the University) to house the University's official bookstore located at College Town (collectively, the "Bookstore Improvements"); (iv) the construction and equipping of all or a portion of 50,000 square feet of new office space at College Town for use by the University's tenants (collectively, the "Office Space Improvements"); (v) the replacement of the University's current general ledger software, Financial Records System, with Workday, a unified and integrated administrative information system for financial management, human resources and related business functions (collectively, the "FRS Improvements"); (vi) the renovation, equipping and modernization of the Miller Center located at ESM (collectively with the 125 Lattimore Road Improvements, the Farmington Data Center Improvements, the Bookstore Improvements, the Office Space Improvements and the FRS Improvements, the "Series 2013C Improvements") and (vii) the acquisition and installation in and around the Series 2013C Improvements of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (collectively, the "Series 2013C Equipment" and, together with the Series 2013C Improvements, the "Series 2013C Facility"); (B) refund the following bonds issued for the benefit of the University: the County of Monroe Industrial Development Agency Replacement Bond (the "COMIDA 2004 Bond"), a portion of certain maturities of the DASNY University of Rochester Revenue Bonds, Series 2007C (the "Refunded DASNY 2007C Bonds"), a portion of certain maturities of the DASNY University of Rochester Revenue Bonds, Series 2009B (the "Refunded DASNY 2009B Bonds"), certain maturities of the DASNY University of Rochester Revenue Bonds, Series 2009E (the "Refunded DASNY 2009E Bonds"), and a portion of certain maturities of the Issuer's Tax-Exempt Revenue Bonds (University of Rochester Project), Series 2011A (the "Refunded Series 2011A Bonds" and, together with the COMIDA 2004 Bond, the Refunded DASNY 2007C Bonds, the Refunded DASNY 2009B Bonds, the Refunded DASNY 2009E Bonds and the Refunded DASNY 2004A Bonds, the "Refunded Bonds"); (C) refund the

University of Rochester Direct Note Obligations, Series 2003; (D) reimburse the University for all or a portion of the amounts previously paid by the University on account of the debt service payments made on July 1, 2013 for the DASNY University of Rochester Revenue Bonds, Series 2007C, the DASNY University of Rochester Revenue Bonds, Series 2009B, the DASNY University of Rochester Revenue Bonds, Series 2009E and the Issuer's Tax-Exempt Revenue Bonds (University of Rochester Project), Series 2011A; and (E) pay certain costs and expenses incidental to the issuance of the Series 2013C Bonds.

THE REFUNDING PLAN

Upon the issuance and delivery of the Series 2013A Bonds, portions of the proceeds thereof, together with other available funds of the University, will be deposited with the trustee for the Refunded DASNY 2004A Bonds and will be held in trust solely for the payment of the redemption price of and interest on the Refunded DASNY 2004A Bonds.

Upon the issuance and delivery of the Series 2013C Bonds, portions of the proceeds thereof, together with other available funds of the University, will be deposited:

- (1) with the Trustee and will be applied for the payment of the redemption price of and interest on the COMIDA 2004 Bond;
- (2) with the trustee for the Refunded DASNY 2007C Bonds and will be held in trust solely for the payment of maturing principal of and interest on the Refunded DASNY 2007C Bonds;
- (3) with the trustee for the Refunded DASNY 2009B Bonds and the Refunded DASNY 2009E Bonds and will be held in trust solely for the payment of maturing principal of and interest on the Refunded DASNY 2009B Bonds and the Refunded DASNY 2009E Bonds; and
- (4) with the trustee for the Refunded Series 2011A Bonds and will be held in trust solely for the payment of maturing principal of and interest on the Refunded Series 2011A Bonds;

At the time of such deposits, the respective issuers will give the respective trustees irrevocable instructions to give notice of the refunding and redemption of the respective Defeased Refunded Bonds (as defined below) and to apply the proceeds on deposit to the payment of the maturing principal or redemption price of and interest on the respective Defeased Refunded Bonds on the respective maturity or redemption dates.

In the opinion of the respective defeasance counsel for each of the Refunded DASNY 2004A Bonds, the Refunded DASNY 2007C Bonds, the Refunded DASNY 2009B Bonds, the Refunded DASNY 2009E Bonds and the Refunded Series 2011A Bonds (collectively, the "Defeased Refunded Bonds"), upon making such deposits with the respective trustees and the issuance of certain irrevocable instructions to such trustees, such respective Defeased Refunded Bonds will, under the terms of the respective resolutions or indentures under which they were issued, be deemed to have been paid and will no longer be outstanding and the pledge of the revenues or other moneys and securities pledged to such respective Defeased Refunded Bonds and all other rights granted by such resolutions or indentures to such respective Defeased Refunded Bonds shall be discharged and satisfied. See "VERIFICATION OF MATHEMATICAL COMPUTATIONS."

SOURCES AND USES OF BOND PROCEEDS

Proceeds of the Series 2013 Bonds are to be applied as follows:

	Series 2013A	Series 2013B	Series 2013C
Sources of Funds:	<u>Bonds</u>	<u>Bonds</u>	<u>Bonds</u>
Par Amount of the Series 2013 Bonds	\$118,855,000	\$74,905,000	\$70,730,000
Original Issue Premium	2,961,248	2,164,012	–
Total Sources of Funds	<u>\$121,816,248</u>	<u>\$77,069,012</u>	<u>\$70,730,000</u>
Uses of Funds:			
Deposit to the Project Fund	\$113,297,585	\$75,268,601	\$54,941,939
Transfer to the Respective Refunding Escrows	7,467,481	–	15,185,874
Deposit to the Capitalized Interest Subaccount of the Project Fund ⁽¹⁾	–	1,143,397	–
Estimated Costs of Issuance ⁽²⁾	1,051,182	657,014	602,187
Total Uses of Funds	<u>\$121,816,248</u>	<u>\$77,069,012</u>	<u>\$70,730,000</u>

(1) Capitalized interest is expected to pay a portion of the interest payments of the Series 2013B Bonds prior to the completion date of the Series 2013B Improvements.

(2) Includes Issuer’s fee, Underwriters’ discount, printing costs, Trustee fees, rating agencies’ fees, legal fees and other miscellaneous costs of issuance.

BONDHOLDERS’ RISKS

The following is a discussion of certain risks that could affect payments to be made with respect to the Series 2013 Bonds. Such discussion is not exhaustive, should be read in conjunction with all other parts of this Official Statement and should not be considered as a complete description of all risks that could affect such payments. Prospective purchasers of the Series 2013 Bonds should analyze carefully the information contained in this Official Statement, including the appendices hereto, and additional information in the form of the complete documents summarized herein, copies of which are available as described in this Official Statement. For risks relating to the Hospital, see “APPENDIX A – Certain Information Concerning the University and the Hospital/Medical Center – Factors Affecting the Hospital’s Revenues.”

General

The Series 2013 Bonds are payable from payments to be made by the University under the Loan Agreement. The ability of the University to comply with its obligations under the Loan Agreement depends primarily upon the ability of the University to continue to attract sufficient tuition-paying students to its educational programs, to obtain sufficient revenues from related activities and to maintain sufficient creditworthiness. The University expects that revenues derived from its ongoing operations, together with other available resources, will at all times be sufficient to make the required payments on the Loan Agreement and the University will covenant under the Loan Agreement to make all such payments when due. There are certain risks, however, which might prevent the University from obtaining sufficient revenues from tuition and other sources to meet all of its obligations, including its obligations under the Loan Agreement. Purchasers of the Series 2013 Bonds should bear in mind that the occurrence of any number of events could adversely affect the ability of the University to generate such revenues. Future economic, demographic and other conditions, including the demand for educational services, the ability of the University to provide the services required by students, economic developments in the Rochester, New York area and competition from other educational institutions, together with changes in costs, may adversely affect revenues and expenses and, consequently, the ability of the University to

provide for payments. The future financial condition of the University could also be adversely affected by, among other things, legislation and regulatory actions, and a number of other conditions which are unpredictable.

Financial Assistance

The amount of available financial assistance is a significant factor in the decision of many students to attend a particular college or university. Approximately 85% of the University's undergraduate students receive some form of financial assistance from the University. The level of financial assistance is directly affected by funding levels of federal, state and other financial aid programs. Any significant reduction in the level of financial assistance offered to prospective students could reduce the number of students enrolling at the University.

Investment Income

The University's investment program for endowment and similar funds operates under an investment policy statement and guidelines established by the Board, which delegates direct oversight for the investment program to the Investment Committee of the Board. The consolidated endowment pool is managed by external money managers appointed for the purpose by the Investment Committee. Although the unrestricted portion of the University's endowment funds and the payout therefrom are available for debt service payments on the Series 2013 Bonds, no assurance can be given that unforeseen developments in the securities markets will not have an adverse effect on the market value of those investments and the income generated therefrom.

Fund Raising

The University raises funds to finance its operations and capital development programs from a variety of benefactors. Although it plans to continue those efforts in the future, there can be no assurance that those efforts will be successful. Such efforts may be adversely affected by a number of factors, including general economic conditions and tax law changes affecting the deductibility of charitable contributions.

Government Funding

The University receives funding from the federal government to support its programs for research and training and, as a health care provider, receives payments from federal as well as state agencies. These sources of funding and the governmental programs that support them have been and will continue to be subject to modification and revision due to state and federal policy decisions, legislative action and government funding limitations. The financial condition of the University could be adversely affected by these actions and the ability of the University to maintain its creditworthiness will be based on its ability to successfully manage the outcome of any such actions.

Risks as Employer

The University is a major employer, combining a complex mix of tenured and untenured full-time faculty, part-time faculty, technical and clerical support staff and other types of workers in a single operation. As with all large employers, the University bears a wide variety of risks in connection with its employees. These risks include discrimination claims, personal tort actions, work-related injuries, exposure to hazardous materials, interpersonal torts (such as between employees or between employees and students) and other risks that may flow from the relationships between employer and employee or between students and employees. Certain of these risks are not covered by insurance, and certain of them cannot be anticipated or prevented in advance.

Changes in Law

Changes in law may impose new or added financial or other burdens on the operations of the University. Developments may include: (i) legislative or regulatory requirements for maintaining status as an organization exempt from taxation as described in Section 501(c)(3) of the Code; or (ii) challenges to State and local exemptions from real property tax and other taxes. It is not possible to predict the scope or effect of future legislative or regulatory actions with respect to taxation of not-for-profit corporations. There can be no assurance that future changes in the laws and regulations will not materially adversely affect the operations and financial condition of the University by requiring it to pay income or real property taxes (or other *ad valorem* taxes).

Tax-Exempt Status Change

Loss of tax-exempt status by the University could result in loss of tax exemption of interest on the Series 2013A Bonds and the Series 2013B Bonds and defaults in covenants regarding the Series 2013A Bonds and Series 2013B Bonds and other related tax-exempt debt would likely be triggered. However, loss of tax-exempt status by the University would not cause a mandatory redemption or acceleration on the Series 2013A Bonds or the Series 2013B Bonds, nor would it cause a change in the interest rates on the Series 2013A Bonds or the Series 2013B Bonds. The maintenance by the University of its Section 501(c)(3) tax-exempt status depends, in part, upon compliance with general rules in the Code and related United States Treasury regulations regarding the organization and operation of tax-exempt entities, including their operation for charitable and educational purposes and their avoidance of transactions that may cause their assets to inure to the benefit of private individuals.

Additional Bonds

Additional Bonds may be issued under the Indenture and secured on a parity with the Series 2013 Bonds. See “APPENDIX D – Summary of Certain Provisions of the Indenture.”

Additional Indebtedness

No security interest in any revenues or other assets of the University has been granted by the University to the Issuer under the Loan Agreement. However, the University has granted security interests in certain assets of the University to secure certain of the University’s outstanding indebtedness other than the Series 2013 Bonds. See “APPENDIX A – Certain Information Concerning the University and the Hospital/Medical Center – University Indebtedness and Swaps” for a description of such indebtedness.

The University may issue, incur or assume additional indebtedness without limitation. Any such indebtedness may be secured by a lien and pledge of revenues of the University without granting to the Issuer any security interest in any revenues to secure the University’s obligations under the Loan Agreement. In the event of a default under any debt instrument secured by such pledged revenues, the holder or trustee under such debt instrument will have the right to collect a portion or all of such pledged revenues, and apply the revenues so collected to the payment of amounts due under such debt instrument. Any revenues so collected and applied will not be available for satisfying any of the University’s obligations under the Loan Agreement.

Certain Matters Relating to Enforceability of the Indenture and Loan Agreement

The obligation of the University to make payments on the Loan Agreement will be limited as the obligations of debtors typically are affected by bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or other similar laws or by equitable principles affecting the enforcement of creditors’ rights. The University may file for the reduction of its debts in a proceeding under the federal Bankruptcy Code, which could include provisions modifying, eliminating or altering the rights of

creditors generally, or any class of them, secured or unsecured. If the University should file a plan of reorganization (“Plan”), when confirmed by the court, such Plan binds all creditors who had notice or knowledge of the Plan and discharges all claims against the debtor provided for in the Plan. No Plan may be confirmed unless certain conditions are met, among which are that the Plan is in the best interests of creditors, is feasible and has been accepted by each class of claims impaired thereunder. Each class of claims has accepted the Plan if at least two-thirds in dollar amount and more than one-half in number of the allowed claims of the class that are voted with respect to the Plan are cast in its favor. Even if the Plan is not so accepted, it may be confirmed if the court finds that the Plan is fair and equitable with respect to each class of non-accepting creditors impaired thereunder and does not discriminate unfairly.

In addition, there exists common law authority and authority under State statutes for the ability of the State courts to terminate the existence of a not-for-profit corporation or undertake supervision of its affairs on various grounds, including a finding that such corporation has insufficient assets to carry out its stated charitable purposes or has taken some action which renders it unable to carry out such purposes. Such court action may arise on the court’s own motion or pursuant to a petition of the State Attorney General or such other persons who have interests different from those of the general public, pursuant to the common law and statutory power to enforce charitable trusts and to see to the application of their funds to their intended charitable uses.

Secondary Market for the Series 2013 Bonds

There can be no assurance that there will be a secondary market for purchase or sale of the Series 2013 Bonds. From time to time there may be no market for the Series 2013 Bonds depending upon prevailing market conditions, including the financial condition or market position of firms who may make the secondary market, the evaluation of the University’s capabilities and the financial condition and results of operations of the University.

CONTINUING DISCLOSURE OBLIGATIONS

The Issuer has determined that no financial or operating data concerning the Issuer is material to any decision to purchase, hold or sell the Series 2013 Bonds and the Issuer will not provide any such information. In accordance with the requirements of Rule 15c2-12 (the “Rule”) promulgated by the Securities and Exchange Commission (the “Commission”), the University has undertaken all responsibilities for any continuing disclosure to Bondholders as provided below, and the Issuer shall have no liability with respect to such disclosures.

The University has covenanted for the benefit of Bondholders to provide certain financial information and operating data relating to the University by not later than 120 days after the close of its fiscal year in each year commencing June 30, 2013 (the “Annual Report”), and to provide notices of the occurrence of certain enumerated events. The Annual Report will be filed with the Electronic Municipal Market Access (“EMMA”) system of the Municipal Securities Rulemaking Board (“MSRB”) or any other entity designated or authorized by the Commission to receive reports pursuant to the Rule. The specific nature of the information to be contained in the Annual Report or the notices of enumerated events, and the circumstances under which changes to this continued disclosure undertaking may be made, are contained in the Continuing Disclosure Agreement, a copy of which may be obtained from the University upon written request. This undertaking has been made in order to assist the Underwriters in complying with subsection (b)(5) of the Rule.

Requests for information in connection with this undertaking should be directed to University of Rochester, Wallis Hall, Room 208, Box 270023, Rochester, New York 14627, Attention: Senior Vice President for Administration and Finance and Chief Financial Officer.

While the University has made all of its required filings in accordance with its previous continuing disclosure agreements, for certain of its bond issues, the information was not filed under all of the related CUSIP numbers. The filings have now been made in respect of such CUSIP numbers and steps have been taken to make all future filings in respect of each related CUSIP number.

TAX MATTERS

Series 2013A Bonds and Series 2013B Bonds

Federal Income Taxes

In the opinion of Harris Beach PLLC, Bond Counsel to the Issuer, and subject to the limitations set forth below, under existing statutes, regulations, administrative rulings and court decisions as of the date of such opinion, interest on the Series 2013A Bonds and the Series 2013B Bonds (collectively, the “Series 2013 Tax-Exempt Bonds”) is excluded from gross income for federal income tax purposes, pursuant to Section 103 of the Internal Revenue Code of 1986 (the “Code”). Furthermore, Bond Counsel is of the opinion that interest on the Series 2013 Tax-Exempt Bonds is not an “item of tax preference” for purposes of computing the federal alternative minimum tax imposed on individuals and corporations. However, interest on the Series 2013 Tax-Exempt Bonds is included in “adjusted current earnings” for purposes of calculating the federal alternative minimum tax imposed on certain corporations. Corporate purchasers of the Series 2013 Tax-Exempt Bonds should consult with their tax advisors regarding the computation of any alternative minimum tax liability.

The difference between the principal amount of the Series 2013A Bonds maturing on July 1 in the years 2038 and 2043 and the Series 2013B Bonds maturing on July 1 in the years 2031, 2038 and 2043 (collectively, the “Discount Bonds”) and the initial offering price to the public (excluding bond houses, brokers and other intermediaries, or similar persons acting in the same capacity of underwriters or wholesalers), at which price a substantial amount of such Discount Bonds of the same maturity is first sold, constitutes original issue discount, which is not included in gross income for federal income tax purposes to the same extent as interest on the Discount Bonds. The Code provides that the amount of original issue discount accrues in accordance with a constant interest method based on the compounding of interest, and that the basis of a Discount Bond acquired at such initial offering price by an initial purchaser of such an owner’s adjusted basis for purposes of determining an owner’s gain or loss on the disposition of a Discount Bond will be increased by the amount of such accrued original issue discount. A portion of the original issue discount that accrues in each year to an owner of a Discount Bond that is a corporation will be included in the calculation of such corporation’s federal alternative minimum tax liability. Consequently, a corporate owner of any Discount Bond should be aware that the accrual of original issue discount in each year may result in a federal alternative minimum tax liability, even though the owner of such Discount Bond has not received cash attributable to such original issue discount in such year.

The Series 2013A Bonds maturing on July 1 in the years 2015 through 2017, inclusive, 2019 and 2022 through 2033, inclusive, and the Series 2013B Bonds maturing on July 1 in the years 2014 through 2030, inclusive, 2032 and 2033 (collectively, the “Premium Bonds”) are being offered at prices in excess of their principal amounts. As a result of the tax cost reduction requirements of the Code relating to amortization of bond premium, under certain circumstances, an initial owner of Premium Bonds may realize a taxable gain upon disposition of such Premium Bonds even though they are sold or redeemed for an amount equal to such owner’s original cost of acquiring such Premium Bonds. Owners of the Premium Bonds are advised that they should consult with their own advisors with respect to the tax consequences of owning such Premium Bonds.

The Code establishes certain requirements that must be met at and subsequent to the issuance and delivery of the Series 2013 Tax-Exempt Bonds in order that interest on the Series 2013 Tax-Exempt Bonds be and remain excluded from gross income for federal income tax purposes, pursuant to Section 103 of the Code. These continuing requirements include certain restrictions and prohibitions on the use of the proceeds of the Series 2013 Tax-Exempt Bonds and the Project, restrictions on the investment of proceeds and other amounts and the rebate to the United States of certain earnings in respect of such investments. Failure to comply with such continuing requirements may cause the interest on the Series 2013 Tax-Exempt Bonds to be included in gross income for federal income tax purposes retroactive to the date of issue of the Series 2013 Tax-Exempt Bonds, irrespective of the date on which such noncompliance occurs. In the Indenture, the Loan Agreement, the Tax Compliance Agreement, and accompanying documents, the Issuer and the University have covenanted to comply with certain procedures, and have made certain representations and certifications, designed to assure compliance with the requirements of the Code. The opinion of Bond Counsel described above is made in reliance upon, and assumes continuing compliance with, such covenants and procedures and the continuing accuracy, in all material respects, of such representations and certifications.

Bond Counsel expresses no opinion regarding any other federal income tax consequences related to the ownership or disposition of, or the receipt or accrual of interest on, the Series 2013 Tax-Exempt Bonds. The proposed form of opinion of Bond Counsel is attached to hereto as APPENDIX F.

In addition to the matters referred to in the preceding paragraphs, prospective purchasers of the Series 2013 Tax-Exempt Bonds should be aware that the accrual or receipt of interest on the Series 2013 Tax-Exempt Bonds may otherwise affect the federal income tax liability of the recipient. The extent of these other tax consequences may depend upon the recipient's particular tax status or other items of income or deduction. Bond Counsel expresses no opinion regarding any such consequences. Examples of such other federal income tax consequences of acquiring or holding the Series 2013 Tax-Exempt Bonds include, without limitation, that (i) with respect to certain insurance companies, the Code reduces the deduction for loss reserves by a portion of the sum of certain items, including interest on the Series 2013 Tax-Exempt Bonds, (ii) interest on the Series 2013 Tax-Exempt Bonds earned by certain foreign corporations doing business in the United States may be subject to a branch profits tax imposed by the Code, (iii) passive investment income, including interest on the Series 2013 Tax-Exempt Bonds, may be subject to federal income taxation under the Code for certain S corporations that have certain earnings and profits, and (iv) the Code requires recipients of certain Social Security and certain other federal retirement benefits to take into account, in determining gross income, receipts or accruals of interest on the Series 2013 Tax-Exempt Bonds. In addition, the Code denies the interest deduction for indebtedness incurred or continued by a taxpayer, including, without limitation, banks, thrift companies, and certain other financial companies to purchase or carry tax-exempt obligations, such as the Series 2013 Tax-Exempt Bonds. The foregoing is not intended as an exhaustive list of potential tax consequences. Prospective purchasers should consult their tax advisors regarding any possible collateral consequences with respect to the Series 2013 Tax-Exempt Bonds.

State Income Taxes

In the opinion of Bond Counsel, under existing statutes as of the date of the issuance of the Series 2013 Tax-Exempt Bonds, interest on the Series 2013 Tax-Exempt Bonds is exempt from personal income taxes imposed by the State of New York and any political subdivision thereof. However, noncompliance with any of the federal income tax requirements set forth above resulting in the interest on the Series 2013 Tax-Exempt Bonds being included in gross income for federal tax purposes would also cause such interest to be subject to personal income taxes imposed by the State of New York or any political subdivision thereof.

Bond Counsel expresses no opinion regarding any other state or local tax consequences related to the ownership or disposition of, or the receipt or accrual of interest on, the Series 2013 Tax-Exempt Bonds.

Interest on the Series 2013 Tax-Exempt Bonds may or may not be subject to state or local income taxes in jurisdictions other than the State of New York under applicable state or local tax laws. Bond Counsel expresses no opinion as to the tax treatment of the Series 2013 Tax-Exempt Bonds under the laws of such other state or local jurisdictions. Each purchaser of the Series 2013 Tax-Exempt Bonds should consult his or her own tax advisor regarding the taxable status of the Series 2013 Tax-Exempt Bonds in a particular jurisdiction other than the State of New York.

Other Considerations

Bond Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or omitted) or any events occurring (or not occurring) after the date of issuance of the Series 2013 Tax-Exempt Bonds may adversely affect the value of, or the tax status of interest on, the Series 2013 Tax-Exempt Bonds.

Certain requirements and procedures contained in or referred to in the Indenture, the Loan Agreement, the Tax Compliance Agreement, and other relevant documents may be changed, and certain actions may be taken or omitted subsequent to the date of issue, under the circumstances and subject to the terms and conditions set forth in such documents or certificates, upon the advice of or with the approving opinion of a nationally recognized bond counsel. Bond Counsel expresses no opinion as to any federal, state or local tax consequences with respect to the Series 2013 Tax-Exempt Bonds, or the interest thereon, if such change occurs or action is taken or omitted upon the advice or approval of bond counsel other than Harris Beach PLLC.

No assurance can be given that any future legislation or governmental actions, including amendments to the Code or State income tax laws, regulations, administrative rulings, or court decisions, will not, directly or indirectly, cause interest on the Series 2013 Tax-Exempt Bonds to be subject to federal, State or local income taxation, or otherwise prevent Bondholders from realizing the full current benefit of the tax status of such interest. Further, no assurance can be given that the introduction or enactment of any such future legislation, or any judicial decision or action of the Internal Revenue Service or any State taxing authority, including, but not limited to, the promulgation of a regulation or ruling, or the selection of the Series 2013 Tax-Exempt Bonds for audit examination or the course or result of an audit examination of the Series 2013 Tax-Exempt Bonds or of obligations which present similar tax issues, will not affect the market price, value or marketability of the Series 2013 Tax-Exempt Bonds. For example, President Obama has released various legislative proposals that would limit the extent of the exclusion from gross income of interest on obligations of states and political subdivisions under Section 103 of the Code (including the Series 2013 Tax-Exempt Bonds) for taxpayers whose income exceeds certain threshold levels. No prediction is made as to whether any such proposals will be enacted. Prospective purchasers of the Series 2013 Tax-Exempt Bonds should consult their own tax advisors regarding the foregoing matters.

All quotations from and summaries and explanations of provisions of law do not purport to be complete, and reference is made to such laws for full and complete statements of their provisions.

ALL PROSPECTIVE PURCHASERS OF THE SERIES 2013 TAX-EXEMPT BONDS SHOULD CONSULT WITH THEIR TAX ADVISORS IN ORDER TO UNDERSTAND THE IMPLICATIONS OF THE CODE AS TO THESE AND OTHER FEDERAL AND STATE TAX CONSEQUENCES, AS WELL AS ANY LOCAL TAX CONSEQUENCES, OF PURCHASING OR HOLDING THE SERIES 2013 TAX-EXEMPT BONDS.

Series 2013C Bonds

General

The following discussion summarizes certain United States (“U.S.”) federal tax considerations generally applicable to holders of the Series 2013C Bonds that acquire the Series 2013C Bonds in the initial offering. The discussion below is based upon laws, regulations, rulings, and decisions in effect and available on the date hereof, all of which are subject to change, and any such change could have retroactive effect. Prospective investors should also note that no rulings have been or are expected to be sought from the Internal Revenue Service (the “IRS”) with respect to any of the U.S. federal income tax consequences discussed below, and no assurance can be given that the IRS will not take contrary positions. Further, the following discussion does not deal with all U.S. federal income tax consequences applicable to any given investor, nor does it address the U.S. federal income tax considerations applicable to categories of investors some of which may be subject to special taxing rules (regardless of whether or not such persons constitute U.S. Holders), such as certain U.S. expatriates, financial institutions, real estate investment trusts, regulated investment companies, insurance companies, tax-exempt organizations, dealers or traders in securities or currencies, partnerships, S corporations, estates and trusts, persons holding the Series 2013C Bonds as a hedge against currency risks or as a position in a “straddle” for tax purposes, or investors whose “functional currency” is not the U.S. dollar. Furthermore, it does not address (i) alternative minimum tax consequences or (ii) the indirect effects on persons who hold equity interests in a holder. In addition, this summary generally is limited to investors that acquire the Series 2013C Bonds pursuant to this initial offering for the issue price that is applicable to such Series 2013C Bonds (i.e., the price at which a substantial amount of the Series 2013C Bonds are sold to the public) and who will hold the Series 2013C Bonds as “capital assets” within the meaning of Section 1221 of the Code.

As used herein, “U.S. Holder” means a beneficial owner of a Series 2013C Bond that for U.S. federal income tax purposes is an individual citizen or resident of the United States, a corporation or other entity taxable as a corporation created or organized in or under the laws of the United States or any state thereof (including the District of Columbia), an estate the income of which is subject to U.S. federal income taxation regardless of its source or a trust where a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons (as defined in the Code) have the authority to control all substantial decisions of the trust (or a trust that has made a valid election under U.S. Treasury Regulations to be treated as a domestic trust).

As used herein, “Non-U.S. Holder” generally means a beneficial owner of a Series 2013C Bond (other than a partnership) that is not a U.S. Holder. If a partnership holds Series 2013C Bonds, the tax treatment of such partnership or a partner in such partnership generally will depend upon the status of the partner and upon the activities of the partnership. Partnerships holding Series 2013C Bonds, and partners in such partnerships, should consult their own tax advisors regarding the tax consequences of an investment in the Series 2013C Bonds (including their status as U.S. Holders or Non-U.S. Holders).

U.S. Holders

Interest on Series 2013C Bonds. Payments of interest on the Series 2013C Bonds will be included in gross income for U.S. federal income tax purposes by a U.S. Holder as ordinary income at the time the interest is paid or accrued in accordance with the U.S. Holder's regular method of accounting for tax purposes, provided such interest is "qualified stated interest," as defined below.

Disposition of Series 2013C Bonds. Except as discussed above, upon the sale, exchange, redemption or retirement of a Series 2013C Bond, a U.S. Holder generally will recognize taxable gain or loss equal to the difference between the amount realized on the sale, exchange, redemption or retirement (other than amounts representing accrued and unpaid interest) of such Series 2013C Bond and such U.S. Holder's adjusted tax basis in such Bond. A U.S. Holder's adjusted tax basis in a Series 2013C Bond generally will equal such U.S. Holder's initial investment in the Series 2013C Bond increased by accrued market discount, if any, if the U.S. Holder has included such market discount in income, and decreased by the amount of any payments, other than qualified stated interest payments, received and amortizable bond premium taken with respect to such Series 2013C Bond. Such gain or loss generally will be long-term capital gain or loss if the Series 2013C Bond has been held by the U.S. Holder at the time of disposition for more than one year. If the U.S. holder is an individual, long-term capital gain will be subject to reduced rates of taxation. The deductibility of capital losses is subject to certain limitations.

Non-U.S. Holders

A Non-U.S. Holder who is an individual or corporation (or an entity treated as a corporation for U.S. federal income tax purposes) holding Series 2013C Bonds on its own behalf will not be subject to U.S. federal income tax on payments of principal of, or premium (if any), or interest (including original issue discount, if any) on Series 2013C Bonds, unless the Non-U.S. Holder is a bank receiving interest described in Section 881(c)(3)(A) of the Code. To qualify for the exemption from taxation, the Withholding Agent, as defined below, must have received a statement from the individual or corporation that:

- is signed under penalties of perjury by the beneficial owner of the Series 2013C Bonds,
- certifies that the owner is not a U.S. holder, and
- provides the beneficial owner's name and permanent residence address.

A "Withholding Agent" is the last U.S. payor (or non-U.S. payor who is a qualified intermediary, U.S. branch of a foreign person or withholding foreign partnership) in the chain of payment prior to payment to a non-U.S. holder (which itself is not a Withholding Agent). Generally, this statement is made on an IRS Form W-8BEN ("W-8BEN"), which is effective for the remainder of the year of signature plus three full calendar years thereafter, unless a change in circumstances makes any information on the form incorrect. Notwithstanding the preceding sentence, a Form W-8BEN with a U.S. taxpayer identification number will remain effective until a change in circumstances makes any information on the form incorrect, provided the Withholding Agent reports at least annually to the beneficial owner on IRS Form 1042-S. The beneficial owner must inform the Withholding Agent within 30 days of any change and furnish a new Form W-8BEN. A Non-U.S. Holder that is not an individual or corporation (or an entity treated as a corporation for U.S. federal income tax purposes) holding Series 2013C Bonds on its own behalf may have substantially increased reporting requirements. In particular, in the case of Series 2013C Bonds held by a foreign partnership or foreign trust, the partners or beneficiaries rather than the

partnership or trust will be required to provide the certification discussed above, and the partnership or trust will be required to provide certain additional information.

A Non-U.S. Holder of Series 2013C Bonds whose income from such Series 2013C Bonds is effectively connected with the conduct of a U.S. trade or business generally will be taxed as if the holder were a U.S. Holder, provided the holder furnishes to the Withholding Agent a Form W-8ECI.

Certain securities clearing organizations, and other entities that are not beneficial owners may be able to provide a signed statement to the Withholding Agent. In that case, however, the signed statement may require a copy of the beneficial owner's Form W-8BEN (or substitute form).

Generally, a Non-U.S. Holder will not be subject to U.S. federal income tax on any amount that constitutes capital gain upon retirement or disposition of Series 2013C Bonds, unless the Non-U.S. Holder is an individual who is present in the United States for 183 days or more in the taxable year of the retirement or disposition of such Series 2013C Bonds, and that gain is derived from sources within the United States. Certain other exceptions may apply, and a Non-U.S. Holder in these circumstances should consult his tax advisor.

Series 2013C Bonds will not be includible in the estate of a Non-U.S. Holder unless, at the time of the decedent's death, income from such Series 2013C Bonds was effectively connected with the conduct by the decedent of a trade or business in the United States.

Information Reporting and Backup Withholding

Backup withholding of U.S. federal income tax may apply to payments made in respect of the Series 2013C Bonds to registered owners who are not "exempt recipients" and who fail to provide certain identifying information (such as the registered owner's taxpayer identification number) in the required manner. Generally, individuals are not exempt recipients, whereas corporations and certain other entities generally are exempt recipients. Payments made in respect of the Series 2013C Bonds to a U.S. Holder must be reported to the IRS, unless U.S. Holder is an exempt recipient or establishes an exemption. Compliance with the identification procedures described in the preceding section would establish an exemption from backup withholding for those Non-U.S. Holders who are not exempt recipients.

In addition, upon the sale of a Series 2013C Bond to (or through a broker, the broker must report the sale and withhold the entire purchase price, unless either (i) the broker determines that the seller is a corporation or other exempt recipient or (ii) the seller certifies that such seller is a Non-U.S. Holder (and certain other conditions are met). Certification of the registered owner's Non-U.S. status would be made normally on an IRS Form W-8BEN under penalties of perjury, although in certain cases it may be possible to submit other documentary evidence.

Defeasance

Under the terms of the Indenture, the Series 2013C Bonds may be legally defeased prior to their stated maturity. Prospective purchasers of Series 2013C Bonds should be aware that, for U.S. federal income tax purposes, any such legal defeasance will be treated as a taxable exchange of such Series 2013C Bonds on which gain or loss, if any, will be recognized without any corresponding receipt of cash. In addition, after a legal defeasance, the timing and character of amounts includable in gross income by a holder of Series 2013C Bonds could differ from the timing and character of the amounts that would have been includible in gross income in respect of such Series 2013C Bonds had the legal defeasance not occurred. Prospective purchasers of the Series 2013C Bonds should consult their own tax advisors with

respect to the more detailed consequences to them of a legal defeasance, including the applicability and effect of tax laws other than U.S. federal income tax laws.

IRS Circular 230 Disclosure

The advice under this TAX MATTERS concerning certain federal income tax consequences of the acquisition, ownership and disposition of the Series 2013C Bonds, was written to support the marketing of the Series 2013C Bonds. To ensure compliance with requirements imposed by the IRS, Bond Counsel informs you that (i) any federal tax advice contained in this Official Statement (including any Appendices) or in writings furnished by Bond Counsel is not intended to be used, and cannot be used by any bondholder, for the purpose of avoiding penalties that may be imposed on the bondholder under the Code, and (ii) each bondholder should seek advice based on such bondholder's particular circumstances from an independent tax advisor.

INDEPENDENT ACCOUNTANTS

The financial statements for the University as of and for the years ended June 30, 2011 and 2012, set forth in APPENDIX B of this Official Statement, have been audited by PricewaterhouseCoopers LLP, independent accountants, as set forth in their report thereon appearing in APPENDIX B of this Official Statement. PricewaterhouseCoopers LLP has not audited, reviewed, compiled or performed any procedures with respect to the preliminary financial data relating to any period subsequent to June 30, 2012 presented in APPENDIX A. Accordingly, PricewaterhouseCoopers LLP does not express an opinion or any other form of assurance with respect to such preliminary financial data.

VERIFICATION OF MATHEMATICAL COMPUTATIONS

The accuracy of (i) the mathematical computations of the adequacy of the cash and the maturing principal of and interest earned on the government obligations to be held separately in escrow to pay maturing principal or redemption price of, and interest on, each of the Defeased Refunded Bonds and (ii) certain mathematical computations supporting the conclusion that the Series 2013A Bonds are not "arbitrage bonds" under the Code, will be verified by Chris D. Berens, CPA, P.C. See "THE REFUNDING PLAN."

RATINGS

Moody's Investors Service, Inc. ("Moody's"), Standard & Poor's Ratings Services, a Division of The McGraw-Hill Companies, Inc. ("S&P"), and Fitch Ratings have assigned ratings of "Aa3," "AA-" and "AA-," respectively, to the Series 2013 Bonds. Such ratings reflect only the views of such organization and any desired explanation of the significance of such ratings should be obtained from the respective rating agency. There is no assurance that such ratings will prevail for any given period of time or that they will not be revised downward or withdrawn entirely by any or all of such rating agencies if, in the judgment of any or all of them, circumstances so warrant. Any such downward revision or withdrawal of such rating or ratings may have an adverse effect on the market price of the Series 2013 Bonds.

LITIGATION

The Issuer

There is not now pending nor, to the knowledge of the Issuer threatened, any litigation questioning or affecting the validity of the Series 2013 Bonds or the proceedings or authority under which the Series 2013 Bonds were issued. Neither the creation, organization or existence of the Issuer nor the title of any of the present members or other officers of the Issuer to their respective offices is being

contested. There is no litigation pending or, to its knowledge, threatened which in any manner questions the right of the Issuer to execute and deliver the Indenture or the Loan Agreement.

The University

There is not now pending nor, to the knowledge of the University, threatened any litigation restraining or enjoining the execution or delivery of the Financing Documents to which the University is a party or questioning or affecting the validity of such documents or the proceedings or authority under which such documents were authorized or delivered. Neither the creation, organization or existence of the University nor the title of any of the present members or other officers of the University to their respective offices is being contested. There is no litigation pending or, to its knowledge, threatened which in any manner questions the right of the University to enter into the Financing Documents to which the University is a party or which would have a material adverse effect on the ability of the University to meet its obligations under the Loan Agreement.

LEGAL MATTERS

All legal matters incident to the authorization and validity of the Series 2013 Bonds are subject to the approval of Harris Beach PLLC, Bond Counsel, whose approving opinion will be delivered with the issuance of Series 2013 Bonds. Certain legal matters will be passed upon for the Issuer by its counsel, Harris Beach, PLLC, Rochester, New York. Certain legal matters will be passed upon for the University by its counsel, Nixon Peabody LLP, Rochester, New York. Certain legal matters will be passed upon for the Underwriters by their counsel, Winston & Strawn LLP, New York, New York.

UNDERWRITING

J.P. Morgan Securities LLC (“JPMS”), Barclays Capital Inc. and Morgan Stanley & Co. LLC (together, the “Underwriters”) have jointly and severally agreed, subject to certain conditions, to purchase the Series 2013A Bonds from the Issuer at an aggregate purchase price of \$121,320,162.42 (which is equal to the aggregate principal amount of the Series 2013A Bonds, less an Underwriters’ discount in the amount of \$496,085.53, plus aggregate premium in the amount of \$2,961,247.95), the Series 2013B Bonds from the Issuer at an aggregate purchase price of \$76,763,877.99 (which is equal to the aggregate principal amount of the Series 2013B Bonds, less an Underwriters’ discount in the amount of \$305,134.36, plus aggregate premium in the amount of \$2,164,012.35) and the Series 2013C Bonds from the Issuer at an aggregate purchase price of \$70,475,213.41 (which is equal to the aggregate principal amount of the Series 2013C Bonds, less an Underwriters’ discount in the amount of \$254,786.59), and to make an initial public offering of the Series 2013 Bonds at prices that are not in excess of the initial public offering prices corresponding to the yields set forth on the inside cover page of this Official Statement, plus accrued interest, if any. The Underwriters will be obligated to purchase all the Series 2013 Bonds if any of the Series 2013 Bonds are purchased. The Series 2013 Bonds may be offered and sold to certain dealers (including dealers depositing such Series 2013 Bonds into unit investment trusts, certain of which may be sponsored or managed by an Underwriter) at prices lower than the initial public offering prices as set forth on the inside cover page hereof. The initial public offering prices may be changed from time to time by the Underwriters.

JPMS, one of the Underwriters of the Series 2013 Bonds, has entered into negotiated dealer agreements (each, a “Dealer Agreement”) with each of UBS Financial Services Inc. (“UBSFS”) and Charles Schwab & Co., Inc. (“CS&Co.”) for the retail distribution of certain securities offerings, including the Series 2013 Bonds, at the initial public offering price. Pursuant to each Dealer Agreement, each of UBSFS and CS&Co. will purchase Series 2013 Bonds from JPMS at the initial public offering price less a negotiated portion of the selling concession applicable to any Series 2013 Bonds that such firm sells.

Morgan Stanley, parent company of Morgan Stanley & Co. LLC, one of the Underwriters of the Series 2013 Bonds, has entered into a retail distribution arrangement with Morgan Stanley Smith Barney LLC. As part of the distribution arrangement, Morgan Stanley & Co. LLC may distribute municipal securities to retail investors through the financial advisor network of Morgan Stanley Smith Barney LLC. As part of this arrangement, Morgan Stanley & Co. LLC may compensate Morgan Stanley Smith Barney LLC for its selling efforts with respect to the Series 2013 Bonds.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. The Underwriters and their respective affiliates may have from time to time performed, and may in the future perform, various investment banking services for the University, for which they received or will receive customary fees and expenses. In the ordinary course of their various business activities, the Underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the University.

MISCELLANEOUS

All the summaries of the provisions of the Series 2013 Bonds, the Indenture, the Loan Agreement, the Assignment and the Continuing Disclosure Agreement set forth herein and all other summaries and references to such other materials not purporting to be quoted in full, are only brief outlines of certain provisions thereof and are made subject to all of the detailed provisions thereof, to which reference is hereby made for further information, and do not purport to be complete statements of any or of all such provisions of such documents.

All estimates and assumptions herein have been made on the best information available and are believed to be reliable, but no representations whatsoever are made that such estimates or assumptions are correct or will be realized. So far as any statements herein involve matters of opinion, whether or not expressly so stated, they are intended merely as such and not as representations of fact. Neither this Official Statement nor any statement which may have been made orally or in writing with regard to the Series 2013 Bonds is to be construed as a contract with the holders of the Series 2013 Bonds.

The information set forth in this Official Statement, including the information set forth in the appendices, should not be construed as representing all the conditions affecting the Issuer, the University or the Series 2013 Bonds.

The Issuer has not assisted in the preparation of this Official Statement, except for the statements under the captions “INTRODUCTION – The Issuer”, “THE ISSUER” and “LITIGATION – The Issuer” herein and, except for those sections, the Issuer is not responsible for any statements made in this Official Statement. Except for the authorization, execution, and delivery of documents to which it is a party that are required to effect the issuance of the Series 2013 Bonds, and Issuer assumes no responsibility for the disclosures set forth in this Official Statement.

The Issuer and the University have authorized the execution and distribution of this Official Statement.

**MONROE COUNTY INDUSTRIAL
DEVELOPMENT CORPORATION**

By: /s/ Judith A. Seil
Title: Executive Director

UNIVERSITY OF ROCHESTER

By: /s/ Ronald J. Paprocki
Title: Senior Vice President for Administration
and Finance and Chief Financial Officer

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APPENDIX A
CERTAIN INFORMATION CONCERNING THE UNIVERSITY AND THE
HOSPITAL / MEDICAL CENTER

THE UNIVERSITY

General

The University of Rochester, founded in 1850, is an independent, nonprofit institution of higher education, research, and health care located in Rochester, New York. It is a coeducational, nonsectarian university, accredited and incorporated under the authority of the Board of Regents of the State. The University also includes, among other operating divisions or entities, Strong Memorial Hospital (“Hospital”), which is a part of the University Medical Center described below. The University is governed by a Board of Trustees and derives its income from tuition, fees, patient care revenues, endowment, grants from private foundations and government and from gifts from friends, alumni, corporations, and other private philanthropies.

One of only 62 universities in the United States and Canada invited for membership in the Association of American Universities, the University comprises seven schools and colleges. In recognition of its broad range of education from the undergraduate through the doctoral level, its research programs across disciplines, and its clinical care settings, the University is considered a Research I institution, according to the original classification system of the Carnegie Foundation for the Advancement of Teaching. The University is accredited by the Middle States Association of Colleges and Schools, and its various professional and graduate programs are separately accredited by their respective professional associations, including the Accreditation Board of Engineering and Technology, the National League for Nursing, the National Association of Schools of Music, the American Medical Association, the American Psychological Association, and the American Assembly of Collegiate Schools of Business. The Margaret Warner Graduate School of Education and Human Development is accredited by the New York State Education Department.

The University’s academic programs—including the humanities, the social sciences, natural sciences and the professional fields of engineering, education, management, music, medicine, and nursing—are well-regarded among institutions of higher education. The University was one of only 25 schools named a “New Ivy” in the 2007 *Kaplan/Newsweek* “How to Get into College Guide,” and ranked 102nd among world universities in the global rankings issued by the *Times of London*. The most recent *US News & World Report* rankings show the University 33rd overall among national universities and its graduate programs in business (37th), medicine (15th for primary care; 29st for research), nursing (32nd), and engineering (41st) are ranked among the top 50. The University’s Institute of Optics is widely considered one of the nation’s premier optics schools, and programs in music, political science, economics, and others are also nationally ranked. The University employs about 1,324 full-time tenure-track faculty, and its 2012 employment total of 21,881 full-time equivalents makes it the top employer in the Rochester region. The University’s faculty and alumni have included eight Nobel Prize winners and 12 Pulitzer Prize winners. The University, when adjusted for faculty size, ranks among the top 10 nationally in federal research funding. In addition to its regular academic sessions, which include two regular semesters and special summer sessions, each school offers courses for part-time students.

The University’s seven academic units plus its Memorial Art Gallery are located on five campuses. The largest is the River Campus, overlooking the Genesee River and housing four of the University’s schools and colleges: Arts, Sciences and Engineering, comprised of the School of Arts and Sciences, the Edmund A. Hajim School of Engineering and Applied Sciences, and the undergraduate College; the Margaret Warner Graduate School of Education and Human Development; and the Simon School of Business. In addition to the academic buildings housing these units, including the recently opened Raymond F. LeChase Hall at the Warner School, the River Campus includes 23 residential and dining halls, five athletic facilities, the Interfaith Chapel, and administrative support buildings. The Ronald Rettner Media Arts and Innovation Building will open in fall 2013.

The University Medical Center (also referred to as the “Medical Center”), adjoining the River Campus, houses the School of Medicine and Dentistry, the School of Nursing, the Eastman Institute of Oral Health, the James P. Wilmot Cancer Center, and Strong Memorial Hospital, which is described in more detail in “THE HOSPITAL/MEDICAL CENTER.” During the past decade, the creation of the Aab Institute for Biomedical Research, several interdisciplinary research centers, and construction of the Robert B. Goergen Hall for Biomedical Engineering and Optics, the ambulatory surgical center, the James P. Wilmot Cancer Center, Saunders Research Building, and biomedical research facilities have been accompanied by an increase in the number of faculty and a growth in sponsored research. The construction of the Golisano Children’s Hospital, planned for completion in 2015 will enable expanded clinical and research programs.

The clinical care programs at the Medical Center show strong national rankings. The Medical Center’s 2011-12 *US News & World Report* rankings for best hospitals were 32nd for gynecology, 39th for urology, 42nd for nephrology, and 48th for neurology and neurosurgery. Among best children’s hospitals the 2013 *US News & World Report* rankings for the University are 27th for neonatology, 38th for orthopaedics, 41st for gastroenterology, and 44th for neurology and neurosurgery.

The Eastman School of Music, located in downtown Rochester, has its own academic and auxiliary service buildings that contain special facilities for the instruction, research, practice, and performance of music. Its historic and recently renovated Kodak Hall at Eastman Theatre, as well as Kilbourn Hall, are used for performance by Eastman School groups and by the community’s major orchestras and visiting artists. The East Wing, dedicated in 2010, houses a state-of-the-art recital hall, faculty teaching studios, an orchestra-sized rehearsal hall, and a high-tech recording control room. A 16-story residence hall provides on-campus housing for approximately 370 students.

The Memorial Art Gallery, which is owned and operated by the University, houses a permanent collection of paintings by American and European masters, as well as sculpture and decorative arts, and offers arts and crafts classes for adults and children. It recently opened its two-year project to create a public sculpture park on its grounds; the Centennial Sculpture Park was dedicated in May 2013.

The University’s library system contains more than 3.5 million printed volumes and subscribes to approximately 41,000 current periodicals and other serial publications. The system includes Rush Rhees Library, serving the River Campus; the Edward G. Miner Library, serving the Medical Center; and the Sibley Music Library, one of the largest academic music libraries in the western hemisphere, serving the Eastman School of Music. The University is a member of the Association of Research Libraries.

Other special facilities and programs include the Center for Optoelectronics and Imaging, a 120,000 square foot research facility; the C.E.K. Mees Observatory, located south of Rochester; the specialized laboratories and shops of the Institute of Optics; and the Laboratory for Laser Energetics. Established in 1970 as a center for the investigation of the interaction of intense radiation with matter, the University’s Laboratory for Laser Energetics has among its missions to conduct implosion and basic physics experiments in support of the National Inertial Confinement Fusion Program, develop new laser and material technologies, and operate the National Laser Users’ Facility. The Omega Enhanced Performance Project, an \$89 million upgrade, completed in May 2008 to ensure the long-term viability of the laboratory, allow for advances in fusion research, and permit exploration of new and exciting physics. The Simon School of Business, which operates the Bradley Policy Research Center, offers cooperative programs with The University of Bern in Switzerland.

Certain statements that relate to the University in this Appendix A are forward-looking statements that are based on the beliefs of, and assumptions made by, the management of the University. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results or performance of the University to be materially different from any expected future results or performance. Such factors include items described in this Appendix A.

Governance

The University's Board of Trustees (the "Board") consists of not more than 50 members, as from time to time determined by the Board. Each is selected to serve a term of five years, renewable for an additional five years. Regular meetings of the Board are held during the week preceding the annual Commencement and at other times during each year in the fall and winter, as determined by the Board.

The current members of the Board (*Members of the Executive Committee):

Richard T. Aab
President
RTA Associates

Mark S. Ain*
Chairman
Kronos Incorporated

Naomi M. Bergman
President
Bright House Networks

Laurence H. Bloch*
Private Investor

John H. Bruning
Retired President/CEO
Corning Tropol Corporation

William M. Carpenter*
Managing Director
WMC Ventures

Arunas A. Chesonis
Chairman and CEO
Sweetwater Energy

Carol (John) A. Davidson
Retired Chief Accounting Officer
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Launcelot F. Drummond*
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Bernard T. Ferrari, M.D.*
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Johns Hopkins University

David Flaum
CEO
Flaum Management Company, Inc.

Barry W. Florescue*
Chairman and President
BMD Management Company, Inc.

Roger B. Friedlander*
No Affiliation

Ani N. Gabrellian
Managing Director
Gabrellian Associates

Robert B. Goergen
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Blyth, Inc.

Gwen M. Greene*
Vice President
J.P. Morgan Securities Inc.

Paul F. Griner, M.D.
Professor of Medicine Emeritus
University of Rochester School of
Medicine

Edmund A. Hajim*
President
Diker Management LLC

Richard B. Handler*
Chairman, CEO and President
Jefferies & Co., Inc.

Alan F. Hilfiker
Partner
Garlick, Hilfiker & Swift, LLP

Carol D. Karp
VP, Global Regulatory Affairs,
Pharmacovigilance & Risk Management
Janssen Alzheimer Immunotherapy R&D,
LLC

Robert J. Keegan*
Operating Partner
Friedman, Fleischer & Lower

John M. Kelly
Senior Vice President, Corporate
Operations
Xerox Corporation

Laurence Kessler
CEO
Kessler Group Inc. & Kessler Family
LLC

Evans Y. Lam
Senior Vice President, Senior Portfolio
Manager and Wealth Advisor, The Lam
Group
UBS Financial Services, Inc.

Louis G. Lange, M.D.*
General Partner
Asset Management Company

Nancy A. Lieberman
Partner
Skadden, Arps, Slate, Meagher & Flom
LLP

Gail Ann Lione
Retired President
The Harley-Davidson Foundation, Inc.

Cathy E. Minehan*
Managing Director
Arlington Advisory Partners, LLC &
Dean of the Simmons College
School of Management

Nathan F. Moser
No Affiliation

Kathleen A. Murray*
Vice President, Global Market
Development
FARO
Managing Director
McMorran Strategists LLC

Sandra A. Parker
President & CEO
Rochester Business Alliance

Philip A. Pizzo, M.D.*
Former Dean and Professor
Stanford School of Medicine
Stanford University

Francis L. Price
President and CEO
Interact Performance Systems

Ronald Rettner
President
Rettner Management Corporation

Thomas S. Richards
Mayor
City of Rochester

Michael S. Rosen
CEO
Context Capital Management, LLC

Richard Sands
Chairman
Constellation Brands, Inc.

Joel Seligman*
President
University of Rochester

Daniel R. Wegman
CEO
Wegmans Food Markets Inc.

Thomas C. Wilmot
Chairman
Wilmorite, Inc.

Thomas R. Sloan*
Chairman
Bank of North Carolina

Timothy C. Wentworth
Sr. VP & President Sales & Account
Management
Express-Scripts

Nathaniel Wisch, M.D.
Hematologist - Oncologist
Clinical Professor of Medicine
Mount Sinai School of Medicine

Hugo F. Sonnenschein*
President Emeritus and Adam Smith
Distinguished Service Professor
University of Chicago

Ralph R. Whitney, Jr.*
Chairman Emeritus
Hammond, Kennedy, Whitney & Co.,
Inc.

G. Robert Witmer, Jr.*
Senior Counsel
Nixon Peabody LLP †

Kathy N. Waller
VP & Controller
The Coca-Cola Company

Janice M. Willett
Freelance Contributor
The Boston Consulting Group

James C. Wyant
Professor of Optical Sciences
Professor of Electrical and Computer
Engineering
University of Arizona

† The firm of Nixon Peabody LLP serves as counsel to the University.

The Board has thirteen Board Committees: Academic Affairs, Audit and Risk Assessment, Compliance and Compensation, Development, Executive, Facilities, Financial Planning, Health Affairs, Investment, Nominations and Board Practices, Personnel, Research and Innovation and Student Affairs. Between meetings of the Board, the Executive Committee exercises the powers of the Board in all matters except those specifically requiring action of the full Board pursuant to the Bylaws, e.g., the granting of degrees, removals from office, election of trustees, the Chairman of the Board, or the President, and the amendment, alteration or repeal of the Bylaws.

The Board has delegated certain authority and responsibility for managing two divisions of the University, Strong Memorial Hospital and Eastman Dental Center, to the Medical Center Board, subject to powers expressly retained by the Board. The Medical Center Board currently has 50 voting members. This includes the President, the Provost, the Senior Vice President for Health Sciences at the University and Chief Executive Officer of the Medical Center and Strong Health, the Medical Center Vice President and Chief Medical Officer, the Medical Center Vice President and Chief Operating Officer, the Medical Center Vice President and Chief Financial Officer, the President and Chief Executive Officer of the Hospital, the Dean of the School of Medicine and Dentistry, the Dean of the School of Nursing, the Director of the University of Rochester Medical Faculty Group, the Director of the Eastman Institute for Oral Health, Associate Director for Clinical Services for Eastman Dental Center, two Department Chairs of clinical departments from the School of Medicine and Dentistry, one member of the community-based faculty from the Medical Staff, several University Trustees, and individuals from the community, all of whom are appointed by the Board. A representative of the Friends of Strong (the Hospital's volunteer organization) serves as an ex-officio, non-voting member. The Medical Center Board operates under by-laws approved by the Board and reports regularly to the Trustees concerning the operation of the Hospital and Eastman Dental Center. Express approval of the Board is required before action is taken by the Medical Center Board which would (1) result in a call upon the financial resources of the University not dedicated for the support of the Hospital or the Eastman Dental Center, (2) have a major impact on University academic programs, or (3) contravene policies of the University established by the Board.

Administration

The University is administered on a day-to-day basis by the President and his administrative staff. The principal officers of the University as of July 1, 2013 are:

Joel Seligman, President and Chief Executive Officer. Mr. Seligman became the tenth president of the University of Rochester on July 1, 2005. A 1971 magna cum laude graduate of the University of California at Los Angeles and a cum laude graduate of Harvard University School of Law in 1974, he served on the law faculty of Northeastern University (1977-1983), George Washington University (1983-1986), and the University of Michigan (1986-1995). He was named dean of the University of Arizona College of Law (and Samuel M. Feghtly Professor of Law) in 1995, and, in 1999, became dean of the Washington University School of Law (and Ethan A. H. Shepley University Professor), where he is credited with helping lead a strategic plan that raised the law school's national and international profile. One of the nation's leading experts on securities law, Seligman is the coauthor, with the late Louis Loss and with Troy Paredes, of the 11-volume *Securities Regulation*, the leading treatise in the field, and author of *The Transformation of Wall Street: A History of the Securities and Exchange Commission and Modern Corporate Finance*. He also is the author or coauthor of 20 books and more than 40 articles on legal issues related to securities and corporations. He has served as reporter for the National Conference of Commissioners on Uniform State Laws, Revision of Uniform Securities Act; as chair of the Securities and Exchange Commission Advisory Committee on Market Information; and as a member of the American Institute of Certified Public Accountants Professional Ethics Executive Committee. He also was a member of the board of the National Association of Securities Dealers. He is currently a member of the board of the Financial Industry Regulatory Authority (FINRA) and the Eastman Kodak Company. In the Greater Rochester community, he serves on the boards of the George Eastman House, Greater Rochester Enterprise (GRE), and Rochester Business Alliance. He chaired the 2013 Rochester United Way campaign and has served since 2011 as co-chair of the Finger Lakes Regional Economic Development Council.

Peter Lennie, Provost and Robert L. and Mary L. Sproull Dean of the Faculty of Arts, Sciences and Engineering. In his role as Provost, Dr. Lennie provides University leadership for academic programs and initiatives involving faculty and students, and works to ensure that faculty and student needs are met and the University's mission fulfilled. In his role as Dean of the Faculty of Arts, Sciences and Engineering, Dr. Lennie is responsible for all the Arts, Sciences and Engineering departments and programs, and for all aspects of undergraduate affairs on the River Campus including admissions, athletics, and residential life. He has held his position as Provost since May 2012 and his position as Dean since July 2006. Dr. Lennie returned to Rochester in 2006 after serving for eight years as Dean for Science and a professor in neural science at New York University. During his previous tenure at Rochester, from 1982 to 1998, Lennie was an associate professor, then professor of psychology and visual science, and served at different times as director of the Center for Visual Science, and as dean of academic resources and planning. In 1995, he became the founding chair of Rochester's Department of Brain and Cognitive Sciences. Dr. Lennie is a neuroscientist whose work focuses on the functional organization of the visual system. He graduated with a bachelor of science degree from the University of Hull, England, and holds a Ph.D. from the University of Cambridge, England.

Ronald J. Paprocki, Senior Vice President for Administration and Finance and Chief Financial Officer. As Chief Financial Officer, Mr. Paprocki is responsible for the University's financial operations as well as for budgeting, planning, and the treasury function. He oversees the University Office of Budgets and Planning, Finance Office (including the offices of Controller, Accounts Payable, Financial Reporting and Analysis, Payroll and Employee Record Center, and Sponsored Programs Accounting), Internal Audit Office, and Treasury Management. He is in charge of the University's administrative and support operations including Environmental Health and Safety, Facilities and Services, Campus Planning, Design and Construction, Auxiliary Operations, Human Resources, and Purchasing and Supply Chain. Mr. Paprocki has played a key role in the University's strategic planning and campus master plan activities. In addition to in-depth experience in the financial arena, his diverse service at the University has provided him with an intimate knowledge of the University's programs as well as broad experience in administrative support and student service areas. He joined the central administration in 1986 after serving as chief administrative officer for the College of Arts and Science. Mr. Paprocki is a Phi Beta Kappa graduate of the University of Rochester. He also holds an MBA from the University's Simon School of Business. He has participated in numerous accreditation reviews and visiting committees of private research universities. He has served on various community boards and committees.

Robert Clark, Senior Vice President for Research and Dean of the Hajim School of Engineering and Applied Sciences. Dr. Clark earned his doctorate in mechanical engineering from the Virginia Polytechnic Institute and State University and joined Duke University's Department of Mechanical Engineering and Materials Science in 1992. He founded Duke's Center for Biologically Inspired Materials and Material Systems, creating a multimillion dollar program involving more than two dozen faculty members. He also held the Thomas Lord Professorship of Engineering and served as Dean of the Pratt School of Engineering before coming to Rochester as dean of the Hajim School in 2008. He has grown and strengthened the Hajim School faculty, introduced cross-disciplinary master's programs, and increased undergraduate engineering enrollment. Dr. Clark was appointed interim Senior Vice President for Research in July 2012 and assumed this new position on a permanent basis in March 2013 following a national search. In this capacity, Dr. Clark manages the University's online academic initiatives, the research component of information technology, and oversees the Laboratory for Laser Energetics and the University's offices handling sponsored research administration, entrepreneurship activities, research alliances, human subjects research, technology transfer, and the Health Sciences Center for Computational Innovation. Dr. Clark is an expert in the science of acoustics, dynamic systems, applied control and bio-nano-manufacturing. His work in these areas has led to 140 journal publications and earned him numerous awards. He is a fellow of the American Society of Mechanical Engineers, the Acoustical Society of America, and the American Association for the Advancement of Science.

Dr. Bradford C. Berk, Senior Vice President for Health Sciences at the University of Rochester and Chief Executive Officer of the Medical Center and Strong Health. Dr. Berk received his M.D. and Ph.D. degrees from the University of Rochester. He has served on the faculties of Harvard Medical School, Emory University, and the University of Washington. Dr. Berk was previously Chairman of Medicine (2001-2006) and Chief of the Cardiology Unit (1998-2001) at the University of Rochester. He was appointed CEO in 2006 after a national search. In addition he was Director of the Aab Cardiovascular Research Institute. Dr. Berk is an elected member of the American Heart Association, the Association of American Physicians, and American Society of Clinical Investigation. Dr. Berk is past-president of the North American Vascular Biology Organization (NAVBO). He is on the editorial boards of *Atherosclerosis*, *Thrombosis and Vascular Biology* (ATVB), *Circulation*, and *Circulation Research*, and the *Journal of Clinical Investigation*. He serves on the Empire State Stem Cell Board Funding Committee and previously served on the National Heart, Lung and Blood Institute (NHLBI) Stem Cell Data and Safety Monitoring Board (DSMB). Dr. Berk has published widely – more than 300 articles, chapters, and books.

Gail M. Norris, Esq., Vice President and General Counsel. Ms. Norris became General Counsel on January 1, 2013. She joined the University in August, 2005 as a senior counsel and has spent the last eight years focusing on a broad variety of legal matters for the University. From 2000-2005, Gail was the General Counsel of the U.S. subsidiaries of Celltech plc, a biopharmaceutical company headquartered in the UK. In her role as General Counsel, Gail oversaw all legal matters related to the Company's North American operations. For the decade prior to that, Gail was a partner with the law firm of Nixon Peabody in the Corporate Law Department, where she provided legal advice on a broad range of business matters including mergers and acquisitions, financing transactions and intellectual property licensing.

Douglas W. Phillips, Senior Vice President for Institutional Resources. Mr. Phillips, working with the Board's Investment Committee and the staff of the Investment Office, oversees the University's investments. He was previously Treasurer of Williams College, where he was employed from 1986 until leaving to join the University in October 2000. Before 1986, he spent five years as the manager of investment administration for Princeton University and two years as a financial analyst with Management Planning, Inc. in Princeton. Mr. Phillips holds a Bachelor of Arts degree from Rutgers University and an MBA from Rensselaer Polytechnic Institute. In July, 2010 he received NACUBO's Rodney Adams Award for outstanding management of endowments. Mr. Phillips served as Chairman of the Investment Committee of the Medical Center Insurance Company (a \$2 billion offshore medical malpractice captive insurer) and as a Trustee of the Endowment Fund of the American Red Cross. He currently serves on the Investment Committee of Rotary International and the Rotary Foundation in Chicago and the Investment Advisory Committee of the \$157 billion New York Common Retirement Fund. He serves on investment committees of several charitable organizations in the Rochester area and was a Trustee and Investment Committee chair of the Strong Museum. He is currently the Investment Committee chair of the Rochester Philharmonic Orchestra Fund and is an Investment Committee member of the Farash Foundation.

James D. Thompson, Senior Vice President and Chief Advancement Officer. Before joining the University in September 2005, Mr. Thompson was associate vice chancellor for development at Washington University in St. Louis, where he played a pivotal role in the university's \$1.551 billion campaign. Before joining Washington University, Mr. Thompson served as senior director of university development for Syracuse University with

supervisory responsibilities for major and special gifts and regional programs. He played a key leadership role in the successful \$160,000,000 Campaign for Syracuse. He also served in a number of key development positions at Lindenwood University, his alma mater, including executive director of Institutional Development and College Relations and served as a member of the executive management team. He has taught classes on university development, major gifts and the capital gift cycle. He has also consulted with select clients on improving board involvement, major gifts and campaign management.

Paul Burgett, Vice President, Senior Advisor to the President, and University Dean. Mr. Burgett joined the University in 1981 as the Dean of Students at Eastman School of Music, became Vice President and University Dean of Students in 1987, Vice President and General Secretary in 2001 and assumed his current, part-time position in 2011. He also holds an appointment as adjunct professor of music in the music department of the College of Arts and Sciences and teaches courses in the history of jazz and the music of Black Americans. Prior to joining the University, Mr. Burgett was the Executive Director of Hochstein Memorial Music School from 1970 to 1972, music teacher in the Greece Central School District from 1973 to 1977, and Assistant Professor of Music at Nazareth College from 1976 to 1981. He received a Bachelor of Music (1968), Master of Arts (1972) and Ph.D. (1976) from the Eastman School of Music. Mr. Burgett has served on many community boards in Rochester.

Lamar Riley Murphy, General Secretary and Chief of Staff. Ms. Murphy joined the Office of the President at the University of Rochester in 2006. She serves as primary staff to the University Board of Trustees and principal aide to the president. Before coming to Rochester, Ms. Murphy held senior leadership positions in the graduate schools of the University of Illinois at Urbana-Champaign and The Ohio State University. She began her career with the Amethyst Corporation, a Chicago consulting group for which she performed both corporate administrative and client project-management roles. She then served as executive assistant to the president of the Illinois Institute of Technology, after which she was an independent management consultant. She earned her bachelor's degree from Tulane University and her master's and Ph.D. degrees from the University of Chicago.

William M. Murphy, Vice President for Communications. Mr. Murphy has been Vice President for Communications at the University of Rochester since March 2006. He is responsible for the University's communications efforts including media relations, periodicals, publications, graphic identity, and the Web. Mr. Murphy has held leadership positions in communications at Ohio State, Illinois, and the University of Chicago. He attended Benedictine University, the University of Notre Dame, and the University of Chicago, from which he received a Ph.D. in history.

Dr. Mark B. Taubman, Dean of the School of Medicine and Dentistry, and University Vice President for Health Sciences. Dr. Taubman received his M.D. degree from New York University and completed his training in medicine and cardiology at the Brigham and Women's Hospital and Harvard Medical School. He has served on the faculties of Mt. Sinai School of Medicine in New York, Children's Hospital Medical Center and Harvard Medical School in Boston, Massachusetts. Dr. Taubman was previously the Charles E. Dewey Professor and Chairman of Medicine (2007-2010) and Chief of the Cardiology Division (2003-2009) at the University of Rochester. In addition he was Director of the Aab Cardiovascular Research Institute (2005-2007) and Director of the Center for Cellular and Molecular Cardiology (2003-2005). Dr. Taubman is a member of the American Heart Association, the American Society of Hypertension, the Association of University Cardiologists, and the Association of American Medical Colleges. He is a Fellow, American College of Cardiology and Fellow, American College of Physicians. He is the former Editor-in-Chief, *Arteriosclerosis, Thrombosis, and Vascular Biology*. Dr. Taubman is an international authority in vascular biology with research interests in tissue factor biology and chemokines. He has published widely – more than 120 articles, chapters, and books.

Robert L. McCrory, Vice President and Vice Provost, Chief Executive Officer and Director of the Laboratory for Laser Energetics. Dr. McCrory received his B.Sc. in Physics (1968) and his Ph.D. in Applied Plasma Physics (1973) from Massachusetts Institute of Technology (MIT). After positions as Research Associate in the Department of Nuclear Engineering at MIT and Staff Member in the Theoretical and Theoretical Design Divisions at Los Alamos Scientific Laboratory, he joined the University of Rochester's Laboratory for Laser Energetics (UR/LLE) in 1976. Dr. McCrory has made numerous contributions to inertial fusion and was awarded the 1995 Edward Teller Medal for his pioneering research and leadership in the use of lasers for controlled thermonuclear fusion. The Fusion Power Associates Board of Directors awarded Dr. McCrory the 1996 Leadership Award for his outstanding leadership qualities in accelerating the development of fusion. He has served on the Director's Advisory Committee for Lawrence Livermore National Laboratory and as a consultant to the Los Alamos National Laboratory. Prof. McCrory was elected a Fellow of the American Physical Society in 1985 for his many

contributions to fundamental understanding of hydrodynamic instability and thermal transport in laser-driven plasmas. In 2004 he was elected to fellowship by the American Association for the Advancement of Science. He served on the National Academy of Sciences' Naval Studies Board Committee on Space Technology to advise US CINC on the military use of space, space architecture, and space policy for eight years.

David E. Lewis, Vice President for Information Technology and Chief Information Officer. Mr. Lewis, who joined the University in 1997, provides University-wide leadership for information technology with a focus on computational support for research and sustainable computing in Data Centers. In collaboration with senior University leadership, Mr. Lewis facilitates University-wide governance and policy setting for IT. Mr. Lewis also engages constituents University-wide to create integrated, secure, and dependable IT systems and practices that support efficient and cost-effective distribution of information across the University community. He oversees the University's central IT organization and the Center for Integrated Research Computing. Mr. Lewis is a strong advocate for IT internship programs at the University and is the executive champion for the African American Network, an affinity group for faculty and staff at the University. He is also active in many national and regional higher education initiatives and represents the University on the board of NYSERNet. Mr. Lewis earned both his bachelor's degree in Organizational Development and his master's degree in Business Administration from Eastern Michigan University.

OPERATING INFORMATION

Student Enrollment

The following table shows enrollments at the University for the past five academic years.

ENROLLMENT SUMMARY

Fall Enrollment, Full-time and Part-time Matriculated and Non-Matriculated Students

Academic Year	<u>Full-Time</u>				<u>Part-Time</u>				Grand Total
	<u>Under- Graduate</u>	<u>and Professional</u>	<u>Non- Degree</u>	<u>Total</u>	<u>Under- Graduate</u>	<u>and Professional</u>	<u>Non- Degree</u>	<u>Total</u>	
2008-09	5,058	3,075	101	8,234	120	933	571	1,624	9,858
2009-10	5,180	3,127	29	8,336	111	933	564	1,608	9,944
2010-11	5,319	3,180	21	8,520	113	930	548	1,591	10,111
2011-12	5,348	3,210	39	8,597	113	947	633	1,693	10,290
2012-13	5,481	3,251	52	8,784	128	1,038	560	1,726	10,510

The following table sets forth the full-time enrollment of matriculated undergraduate and graduate students for the 2012-13 academic year by division.

2012-13 Full-Time Enrollment By Academic Division

<u>Academic Division</u>	<u>Undergraduate</u>	<u>Graduate</u>	<u>Total</u>
The College			
Arts and Sciences	4,418	651	5,069
School of Engineering and Applied Sciences *	397	511	908
Margaret Warner Graduate School of Education and Human Development	-	203	203
William E. Simon Graduate School of Business Administration	-	672	672
School of Medicine and Dentistry	-	846	846
School of Nursing	175	40	215
Eastman School of Music	<u>491</u>	<u>328</u>	<u>819</u>
Totals	5,481	3,251	8,732

*Juniors and Seniors.

Student Recruitment

The following table sets forth the number of undergraduate and graduate applications received for admission to full-time and matriculated part-time study in all schools at the University, the number of those applicants accepted, and the number of accepted applicants who enrolled for each of the past five years.

ADMISSIONS STATISTICS

UNDERGRADUATE

Academic Year	<u>Applications</u>	<u>Admits</u>	Percent <u>Admits/ Applicants</u>	New <u>Enrollment</u>	Percent New <u>Enrollment/ Admits</u>
2008-09	12,870	5,250	40.8%	1,311	25.0%
2009-10	13,062	4,968	38.0	1,210	24.4
2010-11	13,841	5,256	37.9	1,308	24.9
2011-12	14,961	5,101	34.1	1,273	25.0
2012-13	16,033	5,663	35.3	1,343	23.7

GRADUATE

Academic Year	<u>Applications</u>	<u>Admits</u>	Percent <u>Admits/ Applicants</u>	New <u>Enrollment</u>	Percent New <u>Enrollment/ Admits</u>
2008-09	12,914	2,654	20.6%	1,415	53.3%
2009-10	12,733	2,643	20.8	1,406	53.2
2010-11	14,295	2,654	18.6	1,357	51.1
2011-12	14,209	2,903	20.4	1,437	49.5
2012-13	15,218	3,256	21.4	1,626	49.9

Undergraduate applications for fall 2013 were in excess of 17,300 with approximately 6,150 accepted. The University expects an entering freshman class of approximately 1,500 students for the fall of 2013. The University plans to increase undergraduate enrollment by a total of approximately 9% over the next five years.

The University's student body is composed of students from every state in the United States and from approximately 90 foreign countries. Nearly 2,080 international students were enrolled as of the fall of 2012.

The mean SAT scores for entering freshmen at the University continue to be significantly higher than the mean scores for freshmen nationwide. The mean score for University freshmen in the fall of 2012 was 1,334 (not including the newer writing test). For purposes of comparison, qualitative University data relating to mean SAT scores and grade point averages are based on undergraduate matriculants in the College. Data on applicants to the Eastman School are omitted because the significant criteria for admissions to that division are unique. For the past two years, approximately 93% of the University's freshmen have ranked in the top quarter of their high school graduating class.

The table below presents the composite mean SAT scores for the University's incoming freshman classes since 2008 as compared to the national average SAT scores for college-bound high school seniors over the same period.

Composite Mean Scholastic Aptitude Test Scores					
Freshman Class Entering Fall					
	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
University Freshmen:					
Reading	640	652	651	642	649
Math	675	677	680	682	685
Writing	643	640	650	650	651
National					
Reading	500	499	500	497	496
Math	514	514	515	514	514
Writing	493	492	491	489	488

Student Charges

Tuition, room and board charges and mandatory fees at the University for the past four years and the upcoming academic year are listed below:

	<u>STUDENT CHARGES</u>				
	<u>2009-10</u>	<u>2010-11</u>	<u>2011-12</u>	<u>2012-13</u>	<u>2013-14</u>
Tuition	\$37,870	\$39,480	\$41,040	\$42,890	\$44,580
Room	6,750	7,050	7,350	7,650	7,956
Board	4,450	4,590	4,770	4,936	5,108
Mandatory Fees	<u>820</u>	<u>802</u>	<u>786</u>	<u>776</u>	<u>792</u>
Total	\$49,890	\$51,922	\$53,946	\$56,252	\$58,436
Mandatory Fees					
Health Insurance	\$ 576	\$ 552	\$ 504	\$ 480	\$ 492
Activity Fee	244	250	258	266	270
Transportation Fee	<u>-</u>	<u>-</u>	<u>24</u>	<u>30</u>	<u>30</u>
Total	\$ 820	\$ 802	\$ 786	\$ 776	\$ 792

Student Financial Aid

In the academic year 2011-12, the University administered student aid funds totaling \$163,107,000. Scholarship funds provided by the University from its own resources assisted approximately 85% of the undergraduates. University-administered programs for the last five academic years are outlined below:

SOURCES OF SCHOLARSHIP AND GRANT AID

(dollars in thousands)

<u>Academic Year</u>	<u>University Scholarships</u>	<u>State Grants</u>	<u>Federal Grants</u>	<u>Other Awards</u>	<u>Total</u>
2007-08	\$ 108,378	\$3,120	\$6,974	\$661	\$ 119,133
2008-09	120,416	3,124	7,667	853	132,060
2009-10	132,222	2,931	9,396	1,106	145,655
2010-11	142,320	2,327	9,880	200	154,727
2011-12	151,430	2,442	8,950	285	163,107

In addition to the programs outlined above, students are eligible for Federal Work Study funds, federal loans, and private loan programs. The University also offers tuition pre-payment, monthly installment and financing programs to help students and their parents finance the cost of the students' education.

The University benefits from a State program through which State aid ("Bundy Aid") is allocated to independent colleges and universities in the State based on the number of academic degrees conferred during the previous year. During the 2011-12 academic year, the University received \$1,052,973 from the program.

Further State and federal aid depends upon the annual appropriations by the State Legislature and Congress, and the ability of the State and the federal governments to pay the amounts appropriated. Neither the University nor the Authority can give any assurance that the various federal and State programs will be continued. The reduction or elimination of the programs could have a material adverse effect on the University.

Labor Relations

The faculty and staff at the University are provided with an extensive range of employee benefits, including basic hospital, surgical and medical insurance, major medical and dental plans, long-term disability coverage, group life insurance, travel-accident insurance, tuition for faculty, staff and dependents, and University health services, as well as the retirement plan outlined below.

The University has five separate bargaining units with three unions covering about 2,033 of its employees. 1199 SEIU, United Healthcare Workers East and SEIU, Local 200 United negotiate their contracts in concert with each other. One covers approximately 1,350 Hospital service employees and expires on September 20, 2014. The other covers approximately 300 River Campus service employees and expires on September 20, 2014. There is a wage reopening clause for year two of the SEIU Local 1199 and United Local 200 agreements effective September 22, 2013. The Security Officers Association negotiates one contract covering approximately 95 security personnel. The current contract expires on November 2, 2013. The International Union of Operating Engineers ("IUOE") negotiates one contract covering the Medical Center facilities maintenance trades employees, River Campus maintenance trades employees and a separate bargaining unit covering employees in the University's central heating plant operation. IUOE's contract covers approximately 288 employees and expires on August 9, 2014. The University has no notice of a future strike by unions covering its employees.

Faculty

Rochester's faculty includes fellows of the American Physical Society, the Optical Society of America, the American Academy of Arts and Sciences, the American Association for the Advancement of Science, and the National Academy of Sciences. Several professors have been officers of the leading academic societies in their fields, and our faculty counts a number of John S. Guggenheim Fellowship and MacArthur Fellowship recipients among its ranks.

The University's faculty has received a total of 20 John S. Guggenheim Fellowships in the past 25 years. In the past 10 years they have won six National Endowment for the Humanities Senior Fellowships, and 21 Alfred P. Sloan Research Fellowships, including two in 2013, and 34 NSF CAREER awards.

The faculty includes a recipient of the National Medal of Science, awarded by the President of the United States for distinguished contributions to knowledge in the sciences; a recipient of the Wolf Prize, one of the international science community's most highly regarded honors two inductees of the National Women's Hall of Fame; a John D. and Catherine T. MacArthur Foundation Fellowship better known as the "genius grant"; a recipient of the Edwin Land Award of the Optical Society of America; a recipient of the Darwin-Wallace medal, given only once every 50 years for contributions to evolutionary biology; three Distinguished Fellows of the American Economic Association, an honor that goes only to two or three economists each year; and two recipients of the American Physical Society's Panofsky Prize in Experimental Particle Physics. The American Political Science Association annually awards a prize named in honor of Rochester's Richard F. Fenno, Jr., professor emeritus of political science.

FACULTY PROFILE

Academic Year	Full-Time Tenure-Track Faculty	Part-Time Faculty	Total Faculty*	Percent of Tenure-Track Faculty Tenured
2008-09	1,331	691	2,022	40.7%
2009-10	1,323	685	2,008	42.5
2010-11	1,326	720	2,046	44.4
2011-12	1,347	700	2,047	43.5
2012-13	1,324	673	1,997	44.6

* Service track and Option A (Clinical) in the School of Medicine & Dentistry are non-tenure track and are excluded.

ANNUAL FINANCIAL STATEMENT INFORMATION

Management's Discussion of Financial Performance

The discussion and tables that follow are based on the audited financial statements of the University of Rochester, and should be read in conjunction with University's consolidated financial statements and the notes thereto, which statements were prepared in accordance with accounting principles generally accepted in the United States of America. See "Appendix B - Consolidated Financial Statements of the University of Rochester and Related Entities and Report of Independent Auditors."

Overview

The University of Rochester ended fiscal year 2012 in a strong financial position with another year of positive operating results driven by the consistent performance of the Strong Memorial (SMH) and Highland Hospitals. For the fiscal year ended June 30, 2012, the University reported a decrease in total net assets of \$34 million that comprised a positive increase in net assets from operations of \$107 million and a decrease in net assets from non-operating activities of \$141 million primarily due to modest overall financial market performance and decreases in discount rates used in actuarially determined long-term benefit obligations.

Annual Operations

Consolidated operating revenues increased by 3.1% over fiscal year 2011 to \$2.84 billion for fiscal year 2012 and is derived mostly from tuition and fees, grants and contracts, and hospital and faculty practice revenue. These three categories comprise 87.0% of all University revenue sources and are the main financial drivers of the institution.

Operating expenses increased by 3.0% to \$2.73 billion for the year ended June 30, 2012. Compensation and related fringe benefits which represents 63.0% of total expenses were \$1.77 billion and a 5.7% increase over last year with much of the increase reflective of the 2.5 percent wage and salary program increase as well as growth in staff of about 2.3%. The remaining increase in expenses was driven by increased patient care volumes at both hospitals. The University posted an increase to net assets from operations of \$107.4 million.

Non-operating activities are comprised primarily of the University's investment activities (primarily of the long-term investment pool) and endowment spending. In fiscal year 2012 the change in net assets from non-operating activities was a decline of \$141.6 million compared with a growth of \$199.9 million for fiscal year 2011 and was attributed to significant financial market-driven fluctuations. The University's long-term investment pool reported an annual return of positive 1.8% compared to a positive 19.2% for the prior year. Additionally, there were declines in the discount rates used in the actuarial valuations of the University's post-retirement and post-employment obligations and negative "mark-to-market" adjustments on variable rate debt interest rate swap contracts.

Related Entities and Affiliates

The fiscal year 2012 combined operating activities of the related and affiliate organizations represent about 13.2% of total consolidated operating revenues and approximately 5.3% of total consolidated net assets. Within the affiliated group, Highland Hospital (and subsidiaries) generated operating revenues of \$327.4 million followed by Visiting Nurse Service of Rochester and Monroe County, Inc. with \$43.1 million. For additional information, see "The Hospital/Medical Center" in this APPENDIX A.

Summary of Financial Information

The following Summary of Activities summarizes the University's consolidated revenues and expenses and other changes for the last five fiscal years. This summary is derived from the audited consolidated financial statements of the University for such periods.

STATEMENT OF ACTIVITIES (dollars in thousands)

Fiscal Years Ended June 30,

	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Operating Revenue:					
Tuition and fees	\$269,926	\$300,480	\$321,252	\$343,537	\$360,695
Less scholarships and fellowships	<u>(108,378)</u>	<u>(120,416)</u>	<u>(132,222)</u>	<u>(142,321)</u>	<u>(151,430)</u>
Net tuition and fees	161,548	180,064	189,030	201,216	209,265
State and local appropriations	1,796	1,843	1,737	1,875	1,851
Grants and contracts	366,278	385,136	419,643	438,022	396,145
Gifts and pledges	98,733	65,221	47,962	61,854	111,805
Hospital & faculty practice patient care	1,514,571	1,599,123	1,708,304	1,783,587	1,860,382
Auxiliary enterprises	69,155	73,730	77,248	79,653	88,728
Investment income on cash equivalents	12,192	(7,784)	13,361	13,538	5,537
Educational activities	30,027	29,023	29,571	29,894	28,540
Royalty income	64,921	42,975	38,978	42,318	34,431
Other sources	14,225	15,686	13,904	13,730	14,252
Long-term investment income & gains allocated for operations	<u>85,195</u>	<u>93,151</u>	<u>86,349</u>	<u>87,717</u>	<u>88,390</u>
Total operating revenue	<u>2,418,641</u>	<u>2,478,168</u>	<u>2,626,087</u>	<u>2,753,404</u>	<u>2,839,326</u>
Operating expenses:					
Salaries and wages	1,143,813	1,209,480	1,241,914	1,306,985	1,369,458
Fringe benefits	<u>302,858</u>	<u>320,057</u>	<u>353,387</u>	<u>367,618</u>	<u>400,322</u>
Total compensation	1,446,671	1,529,537	1,595,301	1,674,603	1,769,780
Supplies	296,107	316,611	336,317	344,487	350,767
Business and professional	215,045	210,532	193,573	195,798	190,815
Utilities	54,201	55,060	52,075	53,918	52,253
Maintenance and facilities costs	89,950	98,313	105,186	112,914	114,210
Depreciation expense	127,622	136,648	141,957	158,441	163,619
Interest Expense	35,352	31,114	28,053	29,344	30,604
Other	<u>73,787</u>	<u>70,559</u>	<u>65,661</u>	<u>81,732</u>	<u>59,881</u>
Total operating expenses	<u>2,338,735</u>	<u>2,448,374</u>	<u>2,518,123</u>	<u>2,651,237</u>	<u>2,731,929</u>
Change in net assets from operating activities	<u>79,906</u>	<u>29,794</u>	<u>107,964</u>	<u>102,167</u>	<u>107,397</u>
Non-operating activities:					
Long-term investment activities:					
Investment income	21,664	16,345	12,478	17,260	12,492
Net appreciation (depreciation)	<u>(42,738)</u>	<u>(396,492)</u>	<u>142,663</u>	<u>263,027</u>	<u>(8,394)</u>
Total long-term investment activities	<u>(21,074)</u>	<u>(380,147)</u>	155,141	280,287	4,098
Long-term investment income & gains allocated for operations	<u>(85,195)</u>	<u>(93,151)</u>	<u>(86,349)</u>	<u>(87,717)</u>	<u>(88,390)</u>
Loss on extinguishment of debt	-	(6,714)	(2,014)	-	(636)
Other changes, net	<u>(1,709)</u>	<u>(38,785)</u>	<u>(1,547)</u>	10,861	<u>(55,043)</u>
Change in valuation of annuities	<u>(6,268)</u>	<u>692</u>	<u>(2,666)</u>	<u>(3,505)</u>	<u>(1,619)</u>
Change in net assets from non-operating activities	<u>(114,246)</u>	<u>(518,105)</u>	<u>62,565</u>	<u>199,926</u>	<u>(141,590)</u>
Change in net assets	<u>(34,340)</u>	<u>(488,311)</u>	170,529	302,093	<u>(34,193)</u>
Beginning net assets	<u>2,733,889</u>	<u>2,699,549</u>	<u>2,211,238</u>	<u>2,381,767</u>	<u>2,683,860</u>
Ending net assets	<u>\$2,699,549</u>	<u>\$2,211,238</u>	<u>\$2,381,767</u>	<u>\$2,683,860</u>	<u>\$2,649,667</u>

Financial Position

Consolidated total assets increased by 4.4% from fiscal year 2011 to \$4.51 billion at June 30, 2012. The increase of \$40.6 million in consolidated cash position (consisting of cash and cash equivalents and operating investments) was the result of positive operating margins of the University's hospitals, reimbursement of capital expenditures drawn from bond funds, and improved collections in patient accounts receivable. Long-term investments increased by \$39.6 million to \$1.82 billion at June 30, 2012 that was led by the 1.2% return of the portfolio. Property, plant and equipment increased to \$1.56 billion with capital spending of \$277.7 million. Consolidated liabilities were \$1.86 billion, 13.6% higher than last fiscal year. Total consolidated net assets decreased by \$34.2 million or, 1.3%, predominantly due to the market fluctuations noted above.

Following is a summary of Assets, Liabilities and Net Assets as of June 30, for the fiscal years 2008-2012.

CONSOLIDATED BALANCE SHEET (dollars in thousands)

	As of June 30,				
	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Assets					
Cash and cash equivalents	\$188,264	\$135,447	\$236,244	\$285,203	\$326,227
Operating investments, at market	178,251	182,153	213,121	209,393	209,016
Collateral held for securities lending	103,656	62,062	79,283	69,282	-
Accounts receivable, net	264,513	276,444	307,833	292,169	325,773
Inventories, prepaid and deferred	53,968	47,794	49,999	48,957	52,816
Contributions receivable, net	45,119	57,004	46,666	51,556	90,927
Notes receivable, net	19,561	19,566	48,163	48,006	48,347
Other assets	12,740	12,044	12,748	15,536	11,936
Investments held for long-term purposes	1,881,683	1,414,464	1,564,018	1,783,356	1,822,954
Property, plant and equipment, net	1,315,340	1,349,270	1,401,038	1,453,775	1,561,957
Interest in net assets of foundation	16,859	11,653	12,370	13,743	12,330
Perpetual trusts held by others	<u>51,324</u>	<u>40,691</u>	<u>43,119</u>	<u>49,780</u>	<u>46,877</u>
Total assets	<u>\$4,131,278</u>	<u>\$3,608,592</u>	<u>\$4,014,602</u>	<u>\$4,320,756</u>	<u>\$4,509,160</u>
Liabilities					
Accounts payable and accrued expenses	\$283,092	259,230	\$295,987	\$305,494	\$388,337
Advanced receipt of sponsored research	30,811	26,190	23,129	25,618	23,472
Deferred revenue	53,100	51,306	51,507	52,069	50,775
Third-party settlements payable, net	54,022	62,181	92,567	96,386	100,989
Securities lending liabilities	103,656	63,390	79,283	69,282	-
Accrued pension, post-retirement, and post-employment	191,205	258,013	283,562	308,073	386,472
Long-term debt	682,974	643,734	772,951	745,913	874,209
Asset retirement obligation	16,999	17,326	17,907	18,057	19,016
Refundable U.S. Government grants for student loans	<u>15,870</u>	<u>15,984</u>	<u>15,942</u>	<u>16,004</u>	<u>16,223</u>
Total liabilities	<u>\$1,431,729</u>	<u>\$1,397,354</u>	<u>\$1,632,835</u>	<u>\$1,636,896</u>	<u>\$1,859,493</u>
Net Assets					
Unrestricted	\$2,159,147	\$1,724,361	\$1,877,267	\$1,818,709	\$1,745,673
Temporarily Restricted	242,367	178,666	179,572	506,216	509,533
Permanently Restricted	<u>298,035</u>	<u>308,211</u>	<u>324,928</u>	<u>358,935</u>	<u>394,461</u>
Total net assets	<u>\$2,699,549</u>	<u>\$2,211,238</u>	<u>\$2,381,767</u>	<u>\$2,683,860</u>	<u>\$2,649,667</u>
Total liabilities and net assets	<u>\$4,131,278</u>	<u>\$3,608,592</u>	<u>\$4,014,602</u>	<u>\$4,320,756</u>	<u>\$4,509,160</u>

Investments

The University's investments are reported at fair market value and include assets of the University's endowment and similar funds and other investments held for general operating purposes.

The University of Rochester's Board of Trustees has delegated the authority for investment decisions to its Investment Committee. The University of Rochester's Office of Institutional Resources, under the supervision of the Investment Committee, provides investment management services to the University of Rochester and related organizations. Assets are held in custodial accounts or in limited partnerships within the University's Long-Term Investment Pool (LTIP) consisting of the University's endowment and similar funds and other funds intended to be invested over long time periods.

The University's Investment Policy for the LTIP is to manage a balanced fund using external managers for domestic and international equity, commodities, and fixed income investments and various partnerships for hedge funds, real estate and private equity. The assets are managed to maximize long-term real investment returns commensurate with the risk tolerance of the University. The investment return on the University's long term investment pool for the last five years was as follows:

<u>Fiscal Year</u>	<u>Market Value of Endowment & Similar Funds</u>	<u>Investment Return</u>
2007-08	\$1.72 billion	(0.1)%
2008-09	1.28 billion	(19.8)
2009-10	1.42 billion	12.1
2010-11	1.64 billion	19.2
2011-12	1.60 billion	1.8

Both investment performance and endowment spending are subject to continuous review by the Board of Trustees. Endowment use is measured as a percentage of a five-year moving average. Each year, the Board approves the endowment spending rate as a part of the budgetary approval process. An ultimate spending target of 5.5% has been established. The pattern of spending over the past five years is as follows:

Endowment Support of Operations (dollars in Thousands)

<u>Fiscal Year</u>	<u>Endowment Spending</u>	<u>As a Percentage of Five Year Moving Average of Endowment Market Value</u>
2007-08	\$85,195	6.6%
2008-09	93,151	6.8
2009-10	86,349	5.8
2010-11	87,717	5.9
2011-12	88,390	5.9

Property, Plant and Equipment

The following table shows the University's investment in property, plant and equipment for the past five years:

	Investment in Property, Plant and Equipment (dollars in thousands)				
	As of June 30,				
	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Land and improvements	\$ 45,102	\$ 49,093	\$ 49,914	\$ 50,665	\$ 54,534
Buildings and improvements	1,643,486	1,763,417	1,813,667	1,934,740	2,054,701
Completed projects under leasehold improvements	5,246	6,998	8,738	9,086	10,148
Equipment owned	702,093	727,032	773,609	806,659	911,885
Museum collections	29,444	29,955	30,160	30,431	30,882
Construction in progress	142,223	103,888	139,853	156,107	135,888
Library books	117,638	125,673	134,181	142,372	151,457
	<u>2,685,232</u>	<u>2,806,056</u>	<u>2,950,122</u>	<u>3,130,060</u>	<u>3,349,495</u>
Less accumulated depreciation	<u>1,369,892</u>	<u>1,456,786</u>	<u>1,549,084</u>	<u>1,676,285</u>	<u>1,787,538</u>
Investment in property, plant and equipment, net	<u>\$ 1,315,340</u>	<u>\$ 1,349,270</u>	<u>\$ 1,401,038</u>	<u>\$ 1,453,775</u>	<u>\$ 1,561,957</u>

The University presently carries, under blanket insurance policies, \$1,000,000,000 in property and content coverage for University properties, including the Hospital but excluding land and building foundations.

University Retirement Plans

The University provides defined contribution retirement plans to its employees. The University of Rochester's Retirement Program offers four investment company options that are administered by each of the separate investment companies. Under these plans, the University made contributions of \$73.4 million and \$70.3 million in 2012 and 2011, respectively, which were vested for the benefit of the participants.

The University's post-retirement benefit plan includes basic medical, major medical, dental coverage and life insurance. Benefit levels differ for current retirees, current employees eligible to retire and current employees not eligible to retire.

The University incurred post-retirement plan expense of \$12.5 million and \$16.3 million for the years ended June 30, 2012 and 2011, respectively, which is recorded in fringe benefits expense on the Consolidated Statement of Activities.

Postretirement plan expense for the years ended June 30 includes the following components:

	Net Periodic Postretirement Benefit Cost (dollars in thousands)	
	Fiscal Year Ended June 30	
	<u>2011</u>	<u>2012</u>
Service cost – benefits earned	\$ 2,917	\$ 2,824
Interest cost	7,337	7,224
Amortization of Prior Service Cost	<u>6,071</u>	<u>2,444</u>
Net periodic postretirement benefit cost	<u>\$ 16,325</u>	<u>\$ 12,492</u>

For measurement purposes, the rate of increase in health care costs is assumed to decrease to 4.5% in 2018 and to remain at that level thereafter. A one percentage-point increase in the health care cost trend rate would

increase the accumulated postretirement benefit obligation as of June 30, 2012 by approximately \$6.6 million and the aggregate service and interest components of net periodic postretirement benefit cost by approximately \$816 thousand. The weighted average discount rate used in determining the accumulated postretirement benefit obligation was 4.25% at June 30, 2012 and 5.25% at June 30, 2011.

University Indebtedness

As of June 30, 2012 the University reported \$874.2 million in consolidated long term debt. Approximately \$48.1 million represented the long term debt of Highland Hospital and affiliates, for which the University has no legal obligation. The consolidated financial statements and notes thereto contained in Appendix B to this Official Statement show further details concerning the consolidated long term debt.

Approximately \$217.9 million of debt outstanding is hedged with interest rate swaps as of June 30, 2012. The University has entered into interest rate exchange agreements relating to the Series 2003 Bonds and the Series 2006 Bonds, in an aggregate notional amount equal to the principal amount of such Bonds. Pursuant to each agreement, the University is obligated to pay the applicable swap counterparty amounts based on a fixed interest rate and is to receive payment from the swap counterparty based on variable interest rates. Under certain circumstances the University may be required to post collateral to secure its obligations under the interest rate exchange agreements. In addition, each agreement may be terminated following the occurrence of certain events, at which time the University may be required to make a termination payment to the swap counterparty. Wells Fargo Bank, NA is the swap counterparty on Series 2003A and Series 2003B, Citibank, N.A. New York is the swap counterparty on Series 2003C and Bank of America Merrill Lynch Capital Services, Inc. is the swap counterparty on Series 2006. See note 8(i) and note 8(l) of the notes to the financial statements of the University included as appendix B hereto for further information.

Indebtedness Incurred Since June 30, 2012:

The University has entered into a capital lease with Paul Fritts and Company Organ Builders, LLC for certain equipment for the University. The initial cost of the equipment subject to the lease was \$107,000.

The University has entered into a capital lease with Banc of America Leasing and Capital, LLC for certain equipment for the University. The initial cost of the equipment subject to the lease was \$83,000.

The University has entered into a capital lease with Banc of America Leasing and Capital, LLC for certain equipment for the University. The initial cost of the equipment subject to the lease was \$3,514,000.

Bank Facilities:

The University has \$533,500 in standby letters of credit with JPMorgan Chase Bank to cover potential liabilities of other financial obligations.

The University has a \$75 million line of credit with JPMorgan Chase Bank for short term emergency purposes and a \$50 million line of credit with The Northern Trust Company for liquidity funding. There were no amounts outstanding on these facilities as of June 30, 2012.

The University has an additional \$50 million line of credit with U. S. Bank, N. A., for short term emergency purposes. Of this total, \$950,000 was outstanding as of June 30, 2012.

Grants and Contracts

The University has long been a center for programs of research and training. Federal grants and contracts provide most of the funds for sponsored programs, although additional amounts come from other government entities, industry, foundations and interested individuals. For the year ended June 30, 2012, approximately \$310 million was spent on research funded by federal grants and contracts.

The following table shows the amounts received from grants and contracts for each of the past five fiscal years:

Federal Agency	Fiscal Years Ended June 30,				
	2008	2009	2010	2011	2012
Public Health Service (includes NIH)	\$181,303	\$192,309	\$215,623	\$224,180	\$198,001
Department of Energy	62,212	67,278	60,449	67,048	76,004
National Science Foundation	10,661	11,122	12,877	14,953	13,652
Department of Defense	12,889	11,798	10,733	10,633	8,997
All Other Federal	<u>11,208</u>	<u>12,678</u>	<u>14,042</u>	<u>15,538</u>	<u>13,157</u>
Total Federal	<u>\$278,273</u>	<u>\$295,185</u>	<u>\$313,724</u>	<u>\$332,352</u>	<u>\$309,811</u>
New York State	21,286	18,424	43,414	45,718	26,727
Local Government	2,775	2,888	3,805	2,079	4,459
All other sponsors	<u>63,944</u>	<u>68,639</u>	<u>58,700</u>	<u>57,873</u>	<u>55,148</u>
Grand Total	<u>\$366,278</u>	<u>\$385,136</u>	<u>\$419,643</u>	<u>\$438,022</u>	<u>\$396,145</u>

Gifts and Pledges

The following table shows gifts and pledges revenue by donor restriction category for the past five years:

	Fiscal Years Ended June 30,				
	2008	2009	2010	2011	2012
Unrestricted Net Assets	\$33,646	\$15,259	\$17,917	\$19,618	\$25,747
Temporarily Restricted Net Assets	37,050	35,068	15,076	17,781	49,738
Permanently Restricted Net Assets	<u>28,037</u>	<u>14,894</u>	<u>14,969</u>	<u>24,455</u>	<u>36,320</u>
Total	<u>\$98,733</u>	<u>\$65,221</u>	<u>\$47,962</u>	<u>\$61,854</u>	<u>\$111,805</u>

The University announced a \$1.2 billion capital campaign on October 20, 2011 with the specific goals of increased support of students and faculty primarily through endowed scholarships, fellowships and professorships, new facilities, campus renovations, and priority programs throughout the University. As of June, 2012, gifts and commitments to the campaign exceed \$830 million.

Subsequent Events

Subsequent to June 30, 2012, the date of the University's most recent audited financial statements, the University's net assets have increased from the level of \$2.65 billion at June 30, 2012 to approximately \$2.83 billion at the close of the quarter ended March 31, 2013 on an unaudited basis. The increase is due to positive results from operations and the University's investment portfolio. The patient care enterprise continues to generate positive margins. Academic divisions are achieving their budgetary goals and undergraduate deposits in the College for fall 2013 indicate that the enrollment target will be met or exceeded. The University expects to complete fiscal year 2013 with a positive operating margin. As of March 31, 2013, the University had \$688.2 million in cash and operating investments and substantial amounts of committed bank facilities for liquidity purposes.

In September, 2012 the University affiliated with F.F. Thompson Hospital, a 113 bed hospital in Canandaigua, New York. The assets and liabilities of F.F. Thompson and related affiliates will be reflected in the University's fiscal year 2013 consolidated financial statements.

The University's endowment performance, net of all fees, over the eleven months through May 31, 2013 was 13.3% (unaudited). The portfolio was allocated 35.8% to public equities, 21.3% to hedge funds, 15.8% to real assets, and 18.5% to private equity. Fixed income and short-term investments amounted to 8.6%. The estimated market value of endowment and similar funds as of May 31, 2013 was \$1.81 billion. Gifts and commitments to the University's \$1.2 billion capital campaign were \$925 million through March 31, 2013.

The preliminary financial results presented above are subject to the completion of our financial closing procedures for fiscal year 2013. Those procedures have not been completed. Accordingly, these results may change and those changes may be material. The preliminary financial data included in this Official Statement has been prepared by, and is the responsibility of, the University's management.

Operating Budget

The University's annual operating budget for the following fiscal year is reviewed and approved by the Financial Planning Committee and approved by the Board in the spring of each year. Financial planning assumptions and projections for four additional fiscal years are also developed annually. As a result, the operating budget for any given year will have been developed by the administration within a five-year planning context with continuing refinements in the economic estimates and in the programmatic concerns that affect the final annual budget. The planning process includes projections of endowment growth, graduate and undergraduate enrollments in the various schools and colleges of the University, competitive trends that may have disparate effects among the academic units, salaries and benefits, government and private sponsorship of research, indirect cost recovery rates, gifts and operating and maintenance costs. Actual performance against the operating budget is monitored by the administration and is reported to the Board's Executive Committee on a regular basis.

Capital Budget

At its spring meeting, the Board of Trustees also approves a detailed capital budget for the following year along with a capital plan of potential projects for the subsequent two years. This permits the administration and the board to plan in advance for major projects, evaluate possible operating budget implications and assess the University's debt requirements and capacity.

The 2013-14 capital budget for the University's projects totals \$183 million. This amount includes construction of a new radiology imaging building; build out of leased University facilities; improvements to classrooms and residential life buildings; major utility infrastructure projects to accommodate growth across the University; and several technology upgrades.

A portion of the Series 2013 bond proceeds are being used to purchase parking capacity at College Town, a mixed use development to provide a cohesive University-neighborhood community. College Town is on 14 acres of University-owned property that is being leased to private developers and will include 500,000 square feet of retail and office space, hotel and conference facilities, and parking and housing for the Mt. Hope and University communities.

The capital plan includes a list of potential projects for fiscal years 2015 and 2016 which totals \$406 million, much of which is assumed to be funded by gifts and from operations and a limited amount of debt. These projects will undergo further review and prioritization and it is likely not all of the projects will be undertaken. Multi-year capital projections guide the University's planning of facilities and borrowing. Projects ultimately approved will be funded through a combination of gifts, operations and debt. The University maintains a disciplined process for its capital planning which is designed to keep future borrowings within the institution's debt capacity.

LITIGATION AND LEGAL MATTERS

Various claims and actions are pending to which the University is a party. Insurance policies cover general liabilities in all University divisions and professional liability (medical malpractice) in Medical Center operations. The Medical Center's liability insurance is described in Note (11) to the consolidated financial statements presented in Appendix B to this Official Statement. No legal actions are pending or, to the best of the University's knowledge, threatened against it which, if determined adversely to it, could produce a material adverse effect on its financial condition or operations.

THE HOSPITAL/MEDICAL CENTER

General

The University Medical Center is a part of the University and consists of the following divisions: (1) Strong Memorial Hospital (the "Hospital"), (2) the School of Medicine and Dentistry, (3) the School of Nursing, (4) the University of Rochester Medical Faculty Group ("URMFG") and (5) the Eastman Institute for Oral Health. Since 1995, a major objective has been the integration of all components of the Medical Center (including the Hospital) into a cohesive, cost-effective administrative and financial entity. To that end, the following activities have been implemented: (1) Centralization of Medical Center Administration, including Medical Administration, Finance, Human Resources, Strategic Planning, Public Relations, Development, Legal and Facilities; (2) Development of a Medical Center Strategic Plan; (3) Creation of the Health Affairs Committee of the University Board of Trustees with certain advisory responsibilities; (4) Establishment of the University of Rochester Medical Faculty Group as a separate division within the Medical Center; and (5) Acquisition and Establishment of the Eastman Dental Center as a separate division within the Medical Center.

The Hospital is an integral part of the University's Medical Center and serves as the principal teaching hospital of the School of Medicine and Dentistry and the School of Nursing. The Hospital, with 40,740 discharges and 259,910 patient days in calendar year 2012, is the largest acute care general hospital in Rochester and serves both as a general regional/national tertiary care hospital and a specialized referral center for a 14-county area.

The Hospital currently serves as a regional center for the following services: Neonatal Intensive Care, Pediatric Intensive Care, Burn, Perinatology, Cancer Center (Oncology services), Liver Transplantation, Heart Transplantation, Bone Marrow Transplantation, Comprehensive Epilepsy Program, AIDS and Trauma.

Services and Programs

The Hospital offers a broad range of diagnostic and therapeutic services for adults and children on inpatient and outpatient bases. Its licensed bed complement is allocated among the following services:

<u>Services</u>	<u>Number of Beds</u>
Medical/Surgical	440
Intensive Care	55
Coronary Care	8
Burn Care	7
Pediatric	60
Maternity	45
Psychiatric	93
Rehabilitation	20
Pediatric Intensive Care Unit	12
Neonatal/ICU	<u>60</u>
Total	800

The Hospital has been authorized by the New York State Department of Health, through its Certificate of Need process, to operate and provide programs and services in specialized areas such as adult and pediatric cardiac catheterization, adult and pediatric open heart surgery, linear acceleration and magnetic resonance imaging, therapeutic and diagnostic nuclear medicine, therapeutic radiology, bone marrow transplantation, poison control, AIDS, lithotripsy, speech and language pathology, burns, cystoscopy, and kidney, liver, cardiac and pancreas transplantation, in addition to a host of outpatient services.

Excluding medical staff with part-time faculty appointments, the Hospital's staff of more than 7,000 tends to the broad spectrum of health care needs of patients in the greater Rochester area, and to the specialized needs of patients from the surrounding Finger Lakes area, West-Central New York, the rest of the State and the other areas of the United States.

The Hospital has developed programs such as the Durand Bone Marrow Transplantation Center, the Liver Transplantation Center, the Heart Transplantation Center, the Burn Center, a regional AIDS Center, a

Comprehensive Epilepsy Center, a Regional Trauma Unit, spinal cord injury, orthopedic reconstructive surgery, high risk obstetric units, and a renowned Cancer Center and Neonatal Intensive Care Unit.

The Hospital also offers needed services to area hospitals, especially those in the communities of Livingston, Wayne, Ontario, Steuben, Orleans, Wyoming, Chemung, Schuyler, Tompkins, Cayuga and Jefferson Counties. These include specialized cardiac, neurosurgery, pulmonary, oncology and high-risk obstetric assistance, as well as emergency and airlift care for serious trauma and burn patients who come for treatment only the Hospital can offer in the region.

With respect to its residency programs, the Hospital trains approximately 795 residents and fellows in 78 different fully accredited graduate medical and dental education programs, in sub-specialties which include: Anesthesiology, Dermatology, Emergency Medicine, Emergency Medicine – Pediatric, Family Medicine, General Dentistry, Internal Medicine, Medicine-Pediatrics, Neurological Surgery, Neurology, Neurology-Clinical Neurophysiology, Nuclear Medicine, Obstetrics-Gynecology, Ophthalmology, Oral and Maxillofacial Surgery, Orthopaedics, Pathology, Pathology-Neuropathology, Pediatrics, Pediatric Dentistry, Orthodontics, Periodontics, Physical Medicine-Rehabilitation, Prosthodontics, Psychiatry, Psychiatry-Child and Adolescent, Psychiatry-Geriatric, Radiation Oncology, Radiology, Surgery, Surgery-Cardiothoracic, Surgery-Critical Care, Surgery-Otolaryngology, Surgery-Plastic Surgery, Surgery-Vascular, Urology, Allergy and Immunology, Anesthesiology Critical Care, Anesthesiology Pain Management, Medicine-Cardiovascular Disease, Medicine-Cardiovascular Electrophysiology, Medicine-Critical Care, Medicine-Endocrinology, Medicine-Gastroenterology, Medicine-Geriatric Medicine, Medicine-Hematology/Oncology, Medicine-Infectious Disease, Medicine – Interventional Cardiology, Medicine-Nephrology, Medicine-Pulmonary Critical Care, Medicine-Rheumatology, Orthopaedics-Hand Surgery, Orthopaedics-Sports Medicine, Pathology-Cytopathology, Pediatrics – Adolescent Medicine, Pediatrics-Critical Care Medicine, Pediatrics-Cardiology, Pediatrics – Hematology Oncology, Pediatrics- Infectious Disease, Pediatrics-Nephrology, Pediatrics-Neonatology, Pediatrics-Pulmonology, Psychiatry-Forensic Psychiatry, Radiology-Musculoskeletal, Radiology-Neuroradiology, Radiology-Pediatric, Radiology-Vascular/Interventional, Child Neurology, Maternal Fetal Medicine, Pediatric Gastroenterology, Pediatric Anesthesiology, Procedural Dermatology, Emergency Medicine-Sports, Vascular Neurology, Orthopaedic Surgery, Preventive Medicine, and Advanced Education in General Dentistry.

In September 2012, the Medical Center broke ground on a new \$145 million children's hospital located adjacent to the Hospital. The Golisano Children's Hospital will provide over 200,000 square feet of space and 126 beds dedicated to children and their families. The project includes new neonatal and pediatric intensive care units, and a floor for six dedicated pediatric operating rooms. The new hospital is named for Tom Golisano, a Rochester entrepreneur and philanthropist, and the expected opening is in 2015.

Service Area

The Hospital is the largest general hospital in the Finger Lakes Region, serving acutely ill patients at all levels including tertiary care. The Finger Lakes Region served by the Hospital consists of the City of Rochester and its suburbs, surrounded by a largely rural region with a combined population of 1.3 million people. In addition to its tertiary services, the Hospital provides a full range of primary and secondary medical, surgical, pediatric, obstetrical, and psychiatric care.

In calendar year 2012, the Hospital discharged 40,740 inpatients and cared for 1,274,690 outpatients and 101,085 Emergency Department patients. Some 65% of inpatients come from Monroe County, the primary service area, 28% from the secondary service area of surrounding counties including Livingston, Ontario, Wayne, Genesee, Orleans, Steuben, Seneca and Yates and the remaining 7% from other parts of the State and nation.

Strategic Plan

The University of Rochester Medical Center (URMC) is in the process of finalizing its 2013-2018 strategic plan. These efforts are in conjunction with University-wide planning efforts. URMC will submit the final plan to the University Board of Trustees in October 2013 for approval. As part of the current planning effort, URMC refined its mission and vision to reflect the evolving changes in academic health care:

Mission:

The University of Rochester Medical Center is a home for healing, learning, research and innovation committed to improving health and quality of life for our patients, families and community.

Vision:

To be nationally recognized by 2020 for improving community health through transformative approaches in compassionate care, education and research.

As the academic health care landscape changes, URMIC's 2013-2018 strategic plan focuses on its ability to be agile and transformative. URMIC will improve patient care by developing an enhanced, integrated system of robust services across the health care continuum. URMIC will continue striving to provide high quality, evidence-based care to the community. To increase collaboration between URMIC's clinical and academic missions, URMIC will develop research programs of excellence to accelerate discovery that ultimately improve and lengthen lives. These changes will place new demands on practitioners. Our education system will evolve to meet these demands, ensuring the skills, knowledge and practice to be successful in this new healthcare environment.

To achieve this transformation, URMIC must fully harness its human capital by attracting, developing and advancing a diverse workforce who embody URMIC's values to compete in existing and new markets. This workforce must optimize internal integration and catalyze innovation to increase value (defined as high quality, low cost) in our health care system. These internal refinements will help URMIC compete for a diverse array of customers: faculty, students and staff, patients and their families, providers and facilities. Additionally, URMIC will develop exceptional products and services to meet the changing needs of these customers. To achieve high-level impact, URMIC will continue to gain financial strength while advancing our community's health through education, discovery and care.

URMIC's six major strategic initiatives are:

1. Develop and implement a financial sustainability model for URMIC that supports the academic health system.
2. Create a culture of collaboration, integration and service.
3. Expand and transform the healthcare system to improve the health and well-being of the people we serve.
4. Develop a platform for innovation in clinical, education and research.
5. Develop programs of excellence to deliver superior care and high-impact science.
6. Enhance enabling technologies, resources and infrastructure.

Governance

The University's Board of Trustees has delegated authority for governing the Hospital and the Eastman Dental Center to the Medical Center Board but has retained governing authority over the remaining components of the Medical Center. In addition to governance responsibilities for the Hospital and the Eastman Dental Center, the Medical Center Board advises the University Board of Trustees on all matters relating to the Medical Center's mission, plans, policies and operations. The Medical Center Board is responsible for establishing policy, assuring quality patient care, and providing for the institutional management and planning for the Hospital (SMH) and the Eastman Dental Center (EDC). However, the Board of Trustees must approve any action of the Medical Center Board which would (1) result in a call upon the financial resources of the University not dedicated for the support of the Hospital (SMH) or EDC, (2) have a major impact on University academic programs, or (3) contravene policies of the University established by the Board of Trustees.

The Medical Center Board currently has 50 voting members. New members are appointed by the Board of Trustees upon the recommendation of the existing Medical Center Board. At least five members must be or have been Trustees. In addition to the elected members, the following persons serve on the Medical Center Board as ex officio voting members: the University's President, the Provost, the Chair of the University Board of Trustees, the Senior Vice President for Health Sciences at the University and Chief Executive Officer of the Medical Center and Strong Health, the Medical Center Vice President and Chief Medical Officer, the Medical Center Vice President and Chief Operating Officer, the Medical Center Vice President and Chief Financial Officer, the President and Chief Executive Officer of the Hospital, the Deans of the School of Medicine and Dentistry and School of Nursing, Director of the Eastman Institute for Oral Health, the Chief Executive Officer of the Medical Faculty Group, two Department Chairs of the clinical departments from the School of Medicine and Dentistry and one member of the community-based faculty from the Medical Staff. A representative of the Friends of Strong (the Hospital's volunteer organization) serves as an ex-officio non-voting member.

The Medical Center Board meets at least six times a year and has eight standing committees: Executive, Audit and Risk Assessment, Advancement, Finance, Facilities, Nominations and Board Practices, Compliance and Conflict of Interest Committee and Quality of Care. The Executive Committee meets four times a year.

The current elected members of the Medical Center Board are:

Richard T. Aab *
Chairman
RTA Association, LLC

Michael J. Amalfi
CEO
Body Cool

R. Douglas Alling, MD
Canandaigua Medical Group

Willem T. Appelo
Community Volunteer

Kenneth D. Bell
Community Volunteer

Michael F. Buckley, Esq.
Boylan Code, LLP

Daniel J. Burns
Regional President
M&T Bank

Daniel J. Chessin
Co-President and CEO
Hahn Automotive Warehouse, Inc.

William Clark
President & CEO
Urban League of Rochester, NY, Inc.

Richard J. Collins, MD *
Community Volunteer

Elaine Del Monte
Community Volunteer

Joan L. Feinbloom
Community Volunteer

John T. Fitzgerald, Jr. Esq.
Nixon Peabody, LLP †

David M. Flaum *
CEO
Flaum Management
Company, Inc.

Anne B. Francis, MD
Private Physician

Roger B. Friedlander *
Community Volunteer

Emerson U. Fullwood
Community Volunteer

George W. Hamlin, IV
Chairman
The Canandaigua National Bank
& Trust Company

Richard Hawks, Jr.
Senior Vice President and CFO
The Canandaigua National Bank
& Trust Company

Holly Hilberg
Vice President, Research and
Development
OrthoClinical Diagnostics

Kevin J. Hobert
CEO
Carestream Health, Inc.

Susan R. Holliday
President and Publisher
Rochester Business Journal

Alan Illig, Esq.
Financial Specialist
Lifespan of Rochester

Richard A Kaplan
CEO
Torvec, Inc.

Dan Kerpelman
President and CEO
Bio-Optronics Group, LLC

William Kenyon
Partner
Kenyon & Kenyon

Diana R. Kurty, CPA
Principal
Lumina Partners

Robert N. Latella, Esq.
Of Counsel
Hiscock & Barclay, LLP

Joseph M. Loboza II
Community Volunteer

Robert C. Morgan
President & CEO
Morgan Management, LLC

Susan Parkes-McNally
Executive VP & Treasurer
O'Connell Electric Company

Thomas S. Richards *
Mayor
City of Rochester

Lori Van Dusen
Executive Director
Convergent Wealth Advisors

Julio Vasquez, Sr.
CEO & Chairman
Eugenio Maria de Hostos Charter
School

Joseph R. Wilson
Senior Vice President
UBS Financial Services, Inc.

Ronald L. Zarrella
Chairman Emeritus
Bausch & Lomb, Inc.

* Current or former University Trustee

† The firm of Nixon Peabody LLP serves as
counsel to the University.

Potential Conflicts of Interest

The Medical Center Board has adopted a policy designed to avoid any possible conflict between the personal interests of members of the Board, executive officers, faculty or staff of the Medical Center and the interests of the Medical Center and its various components. The purpose of the policy is to ensure that decisions about Medical Center business and the use or disposition of Medical Center property are made solely in terms of benefits to the Medical Center and are not influenced by any private profit or other benefit to Medical Center personnel who take part in the decision.

Medical Staff

With respect to the Medical Staff, as of July 11, 2013, there were 1,523 physicians and dentists grouped into four categories: Attending, Courtesy, Emeritus and Honorary. The Medical Staff is organized into 20 clinical departments representing over 100 medical specialties and sub-specialties. As of this date, approximately 92% of the Medical Staff were board certified and the average age was 51 years.

The following is a summary by clinical department of the Medical and Dental Staff, including number of physicians and dentists, average age, and the number who are board certified:

MEDICAL AND DENTAL STAFF COMPOSITION

as of July 11, 2013

<u>Department</u>	<u>Number of Staff</u>	<u>Average Age</u>	<u>Number Board Certified</u>
Anesthesiology	76	48	70
Dentistry	34	54	31
Dermatology	33	54	32
Emergency Medicine	58	47	52
Imaging Sciences	82	52	77
Medicine	386	50	352
Neurology	80	51	76
Neurosurgery	16	51	13
Obstetrics/Gynecology	100	50	89
Occupational and Environmental Medicine	2	54	1
Ophthalmology	56	54	52
Orthopaedics	44	49	40
Otolaryngology	20	48	19
Pathology/Lab Medicine	34	52	33
Pediatrics	308	51	277
Physical Medicine and Rehabilitation	9	50	6
Psychiatry	81	52	80
Radiation Oncology	17	55	14
Surgery	64	51	59
Urology	<u>23</u>	57	<u>22</u>
Total	1,523	51	1,395

Management

Dr. Bradford C. Berk, Senior Vice President for Health Sciences at the University of Rochester and Chief Executive Officer of the Medical Center and Strong Health. Dr. Berk received his M.D. and Ph.D. degrees from the University of Rochester. He has served on the faculties of Harvard Medical School, Emory University, and the University of Washington. Dr. Berk was previously Chairman of Medicine (2001-2006) and Chief of the Cardiology Unit (1998-2001) at the University of Rochester. He was appointed CEO in 2006 after a national search. In addition he was Director of the Aab Cardiovascular Research Institute. Dr. Berk is an elected member of the American Heart Association, the Association of American Physicians, and American Society of Clinical Investigation. Dr. Berk is past-president of the North American Vascular Biology Organization (NAVBO). He is on the editorial boards of *Atherosclerosis*, *Thrombosis and Vascular Biology* (ATVB), *Circulation*, and *Circulation Research*, and the *Journal of Clinical Investigation*. He serves on the Empire State Stem Cell Board Funding Committee and previously served on the National Heart, Lung and Blood Institute (NHLBI) Stem Cell Data and Safety Monitoring Board (DSMB). Dr. Berk has published widely – more than 300 articles, chapters, and books.

Michael C. Goonan, Vice President and Chief Financial Officer, University of Rochester Medical Center. Mr. Goonan assumed his current position in 1995. He joined the Hospital in 1984 and was appointed its Chief Financial Officer in 1990. From 1975 to 1984, Mr. Goonan was with the international public accounting

firm, KPMG Peat Marwick, where he specialized in the healthcare field with particular emphasis on financial management, reimbursement, prospective reporting, and third-party cost reporting. Mr. Goonan received a Bachelor of Science degree in Accounting from St. John Fisher College in Rochester, New York. Mr. Goonan currently serves as Chairman of the Board of the Medical Centre Insurance Company, Inc. He is a member of the Healthcare Financial Management Association and is a Trustee of St. John Fisher College. Mr. Goonan also serves on the boards of the Catholic Family Center and the Golisano Children's Hospital at Strong. He is a member of the Advisory Committee of the Board of Directors of the Rochester Chapter of the American Red Cross and he is on the Board of Directors of the Crittenden Boulevard Housing, Inc.

Steven I. Goldstein, President and Chief Executive Officer of Strong Memorial Hospital and Highland Hospital; President, Long-Term Care Division; President, Strong Partners, and Vice President, University of Rochester Medical Center. Mr. Goldstein joined Strong Memorial Hospital in September 1996 as Executive Director and Chief Operating Officer and assumed his present position in June 1997. Mr. Goldstein was Senior Vice President of The Greater Rochester Health System, Inc. from August 1995 to September 1996 and President and CEO of Rochester General Hospital from March 1993 to September 1996. From September 1982 to March 1993, he was Director and Chief Operating Officer of Rochester General Hospital. Mr. Goldstein received his Master of Hospital and Health Care Administration from the St. Louis University Graduate School of Hospital and Health Care Administration. Mr. Goldstein recently completed a three-year term as a member of the Board of Trustees of the American Hospital Association (AHA) and the chair of AHA Regional Policy Board 2 where he previously served as a delegate. He is a past Chairman of the Board of Trustees of the Healthcare Associate of New York State (HANYS).

Raymond J. Mayewski, MD, FACP, Medical Director for Clinical Services at the Medical Center, Vice President and Chief Medical Officer for Strong Memorial Hospital and Highland Hospital and Senior Associate Dean for Clinical Affairs. Dr. Mayewski received his Bachelor of Science (Honors) degree from Pennsylvania State University and Doctor of Medicine degree from Temple Medical School. After joining the Hospital in 1972 as an intern and then as Chief Resident in Medicine, Dr. Mayewski became a licensed physician in 1975 and was certified by the American Board Internal Medicine in 1975 and also certified by the American Board of Medicine Pulmonary Medicine subspecialty in 1978. He served as Associate Chairman for Clinical Affairs in the Department of Medicine from 1991 to 1995 and became a Dean's Professor of Medicine in 1994. He was appointed Medical Director for Clinical Services at the University of Rochester Medical Center and Chief Medical Officer for the Hospital in 1995 and was the founding director of the URMFG which he directed until 2004. Dr. Mayewski also directs the Grateful Patient Donors Philanthropic Program for Medical Center Advancement which began in 2009, and is Dean's Professor of Medicine, an endowed professorship. He also established the Raymond J. Mayewski Professorship in General Internal Medicine, a fully endowed professorship, made possible through philanthropic patient gifts. He is a Fellow of the American College of Physicians and serves on numerous committees of other local State and national organizations. Dr. Mayewski serves on the Board of the University of Rochester Medical Center, as well as continuing to serve on executive committees at the University of Rochester Medical Center.

Kathy H. Rideout, EdD, PNP-BC, FNAP, Dean of the School of Nursing. Dr. Rideout earned her bachelor's degree in nursing from Indiana University of Pennsylvania in 1979 and her master's degree from the University of Pittsburgh in 1983. In 1986, she joined the School of Nursing as a lecturer and senior associate and began work as an advanced pediatric nurse at Golisano Children's Hospital. In 1995, she earned her doctorate of education from the University of Rochester Warner School Of Education, and was named assistant professor of clinical nursing. Dr. Rideout was named associate professor of clinical nursing and director of the School's pediatric nurse practitioner program in 2004. She was named associate dean for academic affairs in 2005. Dr. Rideout was appointed the fifth dean of the University of Rochester School of Nursing in July 2012.

Michael F. Rotondo, MD, FACS, is Senior Associate Dean for Clinical Affairs, CEO of the University of Rochester Medical Faculty Group, and Professor in the Division of Trauma and Acute Care Surgery in the Department of Surgery, The School of Medicine and Dentistry at the University of Rochester. Prior to this he served as Professor and Chairman of the Department of Surgery, The Brody School of Medicine at East Carolina University and Director of the Centre of Excellence for Trauma and Surgical Critical Care at Vidant Medical Centre in Greenville, North Carolina for 14 years. Dr. Rotondo graduated from Georgetown University School of Medicine in 1984 and then undertook postgraduate training at the Thomas Jefferson University

Hospital, Philadelphia, and the Hospital of the University of Pennsylvania (Fellowship in Traumatology and Surgical Critical Care). He gained his board certification from the American Board of Surgery in 1990 and also holds a Special Certificate in Surgical Critical Care and is counted among the The Best Doctors in America. Dr. Rotondo has held a number of visiting professorships across the United States and currently serves as Chair of the Committee on Trauma for the American College of Surgeons. He is a member of the Editorial Review Board for Journal of Trauma and an ad hoc reviewer for many leading journals. Dr. Rotondo is the author of more than 100 articles in peer-reviewed journals and has over 250 publications in total.

Leonard J. Shute, Senior Director for Finance and Chief Financial Officer, Strong Memorial Hospital. Mr. Shute joined the Hospital in 1991 as Director of Financial Operations and assumed his present position in 1995. From 1982 to 1991, Mr. Shute was the Vice President for Institutional Affairs for Blue Cross/Blue Shield of the Rochester Area. Prior to that, Mr. Shute was the Chief Financial Officer for Rochester Area Hospitals' Corporation. Mr. Shute received a Bachelor of Science degree in Accounting from St. John Fisher College. He is a current member and former regional board president of the Health Care Financial Management Association. Mr. Shute serves on the Finance Committee of the Hospital Association of New York State and on the Chief Financial Officer committee of the Rochester Regional Healthcare Association.

Peter G. Robinson Vice President and Chief Operating Officer, University of Rochester Medical Center. In January 2004, Mr. Robinson was appointed to the additional responsibility of Executive Director of Government and Community Relations for the University. He also has responsibility for the University's role in economic development. Mr. Robinson is a voting member of the New York State Public Health & Health Planning Council, the Chairman of the Board of High Technology of Rochester, Inc. (HTR), Excell Partners, Inc., New York State Biotechnology Association (NYBA). He serves on the boards of several private and public community agencies. He earned his bachelor's degree from the City College of New York and Master's degrees from the New School for Social Research and Columbia University.

Dr. Mark B. Taubman, Dean of the School of Medicine and Dentistry, and University Vice President for Health Sciences. Dr. Taubman received his M.D. degree from New York University and completed his training in medicine and cardiology at the Brigham and Women's Hospital and Harvard Medical School. He has served on the faculties of Mt. Sinai School of Medicine in New York, Children's Hospital Medical Center and Harvard Medical School in Boston, Massachusetts. Dr. Taubman is on leave as the Charles E. Dewey Professor and Chairman of Medicine. He was previously Chief of the Cardiology Division (2003-2009) at the University of Rochester. In addition he was Director of the Aab Cardiovascular Research Institute (2005-2007) and Director of the Center for Cellular and Molecular Cardiology (2003-2005). Dr. Taubman is a member of the American Heart Association, the American Society of Hypertension, the Association of University Cardiologists, and the Association of American Medical Colleges. He is a Fellow, American College of Cardiology and Fellow, American College of Physicians. He is the former Editor-in-Chief, Arteriosclerosis, Thrombosis, and Vascular Biology. Dr. Taubman is an international authority in vascular biology with research interests in tissue factor biology and chemokines. Dr. Taubman has published widely – more than 120 articles, chapters, and books.

Utilization

The following is a summary of discharges by major clinical departments for calendar years 2008 through 2012.

	PERCENT OF HOSPITAL DISCHARGES*				
	Calendar Year				
	2008	2009	2010	2011	2012
Medicine	36.9%	37.8%	36.9%	37.4%	39.5%
Surgery	25.6	24.5	25.4	24.9	23.7
Obstetrics and Gynecology	11.4	11.1	11.3	10.9	10.1
Pediatrics*	8.3	9.2	9.4	9.8	9.7
Orthopedics	5.4	5.4	5.3	4.7	4.7
Neurology	3.3	3.8	3.7	4.3	4.5
Comprehensive Epilepsy Program	0.9	0.9	0.8	0.9	0.9
Psychiatry	7.1	6.1	6.2	6.0	5.8
Rehabilitation	<u>1.1</u>	<u>1.2</u>	<u>1.0</u>	<u>1.1</u>	<u>1.1</u>
Total	100.0%	100.0%	100.0%	100.0%	100.0%

* Excludes nursery discharges.

A summary of historical utilization data for calendar years 2008 through 2012, is presented in the following table:

	HOSPITAL UTILIZATION DATA				
	Calendar Year				
	2008	2009	2010	2011	2012
Certified Beds	739	739	749	749	804
Discharges*	40,203	40,684	40,432	40,473	40,740
Patient Days*	257,434	249,005	255,735	258,248	266,495
Average Length of Stay (Days)	6.5	6.0	6.2	6.2	6.4
Emergency Room Visits	96,743	98,218	97,690	99,532	101,085
Outpatient Clinic Visits	307,226	313,560	313,278	314,059	292,721
Observation Cases	10,020	8,955	10,323	9,952	10,815
Ambulatory Surgery Visits	13,001	15,170	20,905	21,567	22,112
Faculty Practice Visits	849,558	872,121	876,889	878,153	848,217
Average % Occupancy†:					
Medicine & Surgery	101.2%	94.3%	96.8%	97.2%	99.2%
Obstetrics	75.1	68.6	69.8	68.1	67.9
Gynecology	105.2	90.5	94.5	92.8	92.6
Pediatrics	86.9	87.6	86.9	91.1	85.4
Psychiatry	89.3	82.3	79.3	80.1	85.8
Rehabilitation	89.9	88.2	87.7	89.2	88.9

*Includes newborns. †Based on beds in use.

Rochester Area Hospitals

The following table sets forth the number of acute beds, number of discharges, the occupancy rate and number of newborns for the Hospital and certain other hospitals located in and around the primary service area of the Hospital in calendar year 2012:

AREA HOSPITAL UTILIZATION DATA

	<u>Acute Beds</u>	<u>2012 Discharges</u>	<u>2012 % Occupancy</u> †	<u>2012 Newborns</u>
Strong Memorial Hospital	800	38,421	93.9%	2,319
Rochester General Hospital	528	30,628	84.1	1,989
Highland Hospital*	261	16,112	75.4	3,176
Unity Health System	289	15,580	88.2	1,472

* Affiliate of the Hospital

† Based on licensed beds.

Source of information: Hospital Consortium of Greater Rochester and “Hospital Utilization Graphs” for December, 2012.

Sources of Revenue

The Hospital’s major sources of patient services revenue are Medicare, Medicaid, Blue Cross and commercial insurers. During 2012, the Hospital received approximately 81% of its patient service revenues from Medicare, Medicaid, and Blue Cross. Comparative sources of patient service revenues for calendar years 2008 through 2012 are as follows:

SOURCES OF HOSPITAL’S PATIENT SERVICES REVENUE

	<u>Calendar Year</u>				
	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Blue Cross	27.2%	27.1%	28.7%	30.6%	30.2%
Medicare	33.4	30.4	31.8	31.4	33.4
Preferred Care	8.8	11.0	8.5	6.4	5.6
Medicaid	15.2	17.6	15.8	17.7	17.3
Commercial Insurance	9.2	7.5	9.3	9.2	9.0
Self-Pay and Other	<u>6.2</u>	<u>6.4</u>	<u>5.9</u>	<u>4.7</u>	<u>4.5</u>
Total	100.0%	100.0%	100.0%	100.0%	100.0%

See “Management’s Discussion of Financial Performance” below.

The Hospital has agreements with third-party payors that provide for payments to the Hospital at amounts different from its established rate. A summary of the payment arrangements with major third-party payors follows:

Medicare

Under the Medicare program, the Hospital receives reimbursement under a prospective payment system (“PPS”) for inpatient services. Under the hospital inpatient PPS, fixed payment amounts per inpatient discharge are established based on the patient’s assigned diagnosis related group (“DRG”). When the estimated cost of treatment for certain patients is higher than average, providers typically will receive additional “outlier” payments. The Hospital also receives reimbursement under a prospective payment system for certain medical outpatient services based on service groups called ambulatory payment classifications (“APC’s”). Other outpatient services are based upon a fee schedule and/or actual costs. The Hospital’s Medicare cost reports are subject to audit by the fiscal intermediary. Such audits have been done through December 31, 2007.

Medicaid and Other Third-Party Payors

The New York Health Care Reform Act of 1996, as amended (“HCRA”), governs payments to hospitals in New York State through December 31, 2013. Under HCRA, Medicaid, workers compensation and no-fault payors pay rates promulgated by the New York State Department of Health. Fixed payment amounts per inpatient discharge are established based on the patient’s assigned case mix intensity similar to a Medicare DRG. All other third-party payors, principally Blue Cross, other private insurance companies, Health Maintenance Organizations (HMO’s), Preferred Provider Organizations (PPO’s) and other managed care plans, negotiate payments rates directly with the hospitals. Such arrangements vary from DRG-based payment systems, to per diems, case rates and percentage of billed charges. If such rates are not negotiated, then the payors are billed at the Hospital’s established charges. Effective January 1, 2008, the New York State Department of Health (DOH) updated the data utilized to calculate NYS DRG service intensity weights (SIWs) in order to utilize more current data in the DOH promulgated rates.

Furthermore, effective December 1, 2009, NYS implemented inpatient reimbursement reform. The reform updated the data used to calculate payment rates utilizing All Payor Revised DRGs (APR-DRGs). APR-DRGs used revised SIWs to adjust each APR-DRG for patient activity. Similar type outpatient reforms were implemented effective December 1, 2008 by connecting outpatient SIWs based on types of service and resource consumption.

In addition, under HCRA, all non-Medicare payers are required to make surcharge payments for the subsidization of indigent care and other health care initiatives. The percentage amounts of the surcharge vary by payer and apply to a broader array of health care services. Also, payers are required to fund a pool used for indigent care and other state priorities through surcharges on payments to hospitals for inpatient services or through voluntary election to pay a covered-lives assessment directly to the New York State Department of Health. Through December 31, 2008, these additional payments were used to fund a pool for graduate medical education (GME) expenses. Effective January 1, 2009, the GME pool was consolidated into the indigent care pool. Also, as part of these reforms, Strong, as an Academic Medical Center, was provided an annual grant of \$4.1 million to offset reduced GME payments.

Hospital Finances

The Hospital accounts for approximately 42% of the University’s operating revenues and expenses. The table below presents the operating results of the Hospital for calendar years 2008 through 2012.

	Hospital Operating Results				
	(dollars in thousands)				
	Calendar Year				
	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Operating Revenues:					
Net Patient Services Revenue	\$905,593	\$979,161	\$1,034,991	\$1,030,694	\$1,096,497
Other Operating Revenue	<u>22,157</u>	<u>24,337</u>	<u>30,952</u>	<u>68,005</u>	<u>83,358</u>
Total Operating Revenue	927,750	1,003,498	1,065,943	1,098,699	1,179,855
Operating Expenses:					
Salaries, Wages & Fringe Benefits	474,789	488,212	524,015	562,103	589,244
Supplies and Other Expenses	369,596	402,885	428,259	417,670	432,485
Interest	8,289	6,830	6,523	6,593	7,007
Depreciation	<u>40,434</u>	<u>44,392</u>	<u>47,141</u>	<u>50,072</u>	<u>54,990</u>
Total Operating Expenses	893,108	942,319	1,005,938	1,036,438	1,083,726
Gain from Operations	34,642	61,179	60,005	62,261	96,129
Non-Operating Gains (Losses)	<u>(22,909)</u>	<u>10,384</u>	<u>1,788</u>	<u>(1,481)</u>	<u>(936)</u>
Revenues in Excess of Expenses	\$ 11,733	\$ 71,563	\$ 61,793	\$ 60,780	\$ 95,193

Note: the increase in Other Operating Revenue in 2011 and 2012 relates to a reclassification of retail pharmacy operations that were previously reported in Net Patient Service Revenue.

Management's Discussion of Financial Performance

For calendar year 2012, the Hospital generated an operating margin of \$96,129,000 or 8.1% on revenues of \$1,179,855,000 over expenses of \$1,083,726,000. Operating revenue growth of 7.4% was the result of increases in patient volumes and payment rates. Operating expense growth was attributed to increases in staff salaries and benefits as well as medical supplies and pharmaceuticals associated with the growth in patient volumes. Net Non-Operating Losses in 2012 were \$936,000 which was mainly the result of a drop in the discount rate used for the University's postretirement benefits partially offset by positive investment returns. At December 31, 2012, the Hospital had 135 days cash on hand and 26 days in patient accounts receivable.

For calendar year, through the five months ended May 31, 2013, the hospital continues its track record of strong operations. The five month operating margin is at \$43.3 million or 8.3% as compared to the same period last year of \$43.2 million or 8.7%. Inpatient revenue and volumes continue to be consistent with trends from prior years while outpatient volumes continue to grow particularly in outpatient surgery, oncology and cardiology cases.

The preliminary financial results presented above are subject to the completion of our financial closing procedures for fiscal year 2013. Those procedures have not been completed. Accordingly, these results may change and those changes may be material. The preliminary financial data included in this Official Statement has been prepared by, and is the responsibility of, the University's management.

Affiliations, Mergers, Acquisitions and Divestitures

As with many healthcare systems, the Medical Center evaluates and pursues potential merger and affiliation candidates on a consistent basis as part of its overall strategic planning and development process. Likewise, the Medical Center occasionally receives offers from, or conducts discussions with, third parties about the potential acquisition or affiliation of operations or properties which may become a part of or affiliated with the Hospital and/or Medical Center, or about the potential sale of some of the operations and properties of the Medical Center. Any evaluation of potential merger and affiliation candidates will depend on whether such candidate will fulfill the requirements for the Medical Center to be able to provide a full continuity of care as part of an integrated delivery system.

Discussions with respect to affiliation, merger, acquisition, disposition, or change of use, including those that may affect the Medical Center are held on an intermittent, and usually confidential, basis. As a result, it is possible that the assets currently owned by the Medical Center may change from time to time, subject to the provisions in the financing documents that apply to merger, sale, disposition or purchase of assets.

Currently, the Medical Center is affiliated with other nonprofit and for-profit corporations. Such affiliates conduct operations that are of strategic importance to the Medical Center, including opportunities for medical students and residents to receive training in a variety of clinical settings. Their operations may subject the Medical Center to potential legal or financial liabilities, although in general, the Medical Center is not liable for the debts and legal obligations of the affiliates. In some cases, the Medical Center may fund the affiliates on a start-up or ongoing basis, although this funding, in relation to the overall operating budget of the Medical Center, historically has not materially affected the Medical Center's financial condition or operation, nor is it anticipated to do so in the future.

Factors Affecting the Hospital's Revenues

General

The revenue and expenses of the Hospital are affected by the changing healthcare environment. These changes are a result of efforts by the federal and state governments, managed care organizations, private insurance companies and business coalitions to reduce and contain healthcare costs, including, but not limited to, the costs of inpatient and outpatient care, physician fees and capital expenditures. In addition to matters discussed elsewhere herein, the following factors may have a material effect on the operations of the Hospital to an extent that cannot be determined at this time.

The receipt of future revenues by the Hospital is subject to, among other factors, federal and state regulations and policies affecting the healthcare industry and the policies and practices of managed care providers, private insurers and other third party payors, and private purchasers of healthcare services. The

effect on the Hospital of recently enacted statutes and recent regulatory changes, and of future statutes and regulations and changes in federal, state and private policies cannot be precisely determined at this time.

Future economic conditions, which may include an inability to control expenses in periods of inflation, and other conditions such as demand for healthcare services, including an anticipated continued decline in utilization of inpatient facilities, the capability of the management of the Hospital, the receipt of grants and contributions, referring physicians' and self-referred patients' confidence in the Hospital, increased use of health maintenance organizations ("HMOs") and preferred provider organizations ("PPOs") with discounted payment schedules, economic and demographic developments in the United States and in the service areas in which facilities of the Hospital are located, competition from other healthcare institutions, changes in interest rates which affect the investment results, and changes in rates, costs, third-party payments and governmental regulations concerning payment, are among other factors which may adversely affect revenues and expenses.

Legislative, Regulatory, and Contractual Matters Affecting Revenue

The healthcare industry is heavily regulated by the federal and state governments. A substantial portion of revenue of healthcare providers is derived from governmental sources. Governmental revenue sources are subject to statutory and regulatory changes, administrative rulings, interpretations of policy, determinations by fiscal intermediaries, and government funding restrictions, all of which may materially increase or decrease the rates of payment and cash flow to hospitals. In the past, there have been frequent and significant changes in the methods and standards used by government agencies to reimburse and regulate the operation of hospitals. There is no reason to believe that substantial additional changes will not occur in the future or that payments made under such programs will remain at levels comparable to the present levels or that they will be sufficient to cover all existing costs.

Legislation is periodically introduced in Congress and in the State legislature that could result in limitations on the Hospital's revenue, third-party payments, and costs or charges, or that could result in increased competition or an increase in the level of indigent care required to be provided by the Hospital. From time to time, legislative proposals are made at the federal and state level to engage in broader reform of the healthcare industry, including proposals to promote competition in the healthcare industry, to contain healthcare costs, to prevent healthcare fraud, to provide national health insurance and to impose additional requirements and restrictions on healthcare insurers, providers and other healthcare entities. The effects of future reform efforts on the Hospital cannot be predicted.

Managed Care and Consumer Directed Health Plans

Managed care and consumer directed health plans, which include various payment methodologies and utilization controls, are increasingly being offered by traditional insurance companies and managed care organizations in the State. Payment methodologies include per diem rates, per discharge rates, discounts from established charges, fee schedules and capitation payments. Enrollment in managed care and consumer directed health plans has increased, and these plans are expected to have a greater influence on the manner in which healthcare services are delivered and paid for in the future. Managed care programs and consumer directed health plans are expected to significantly reduce the utilization of healthcare services generally, and inpatient services in particular. In addition, some managed care organizations have been delaying reimbursements to hospitals, thereby affecting institutional cash flows. The financial condition of the Hospital may be adversely affected by these trends.

Medicare and Medicaid Managed Care

Medicare is encouraging and facilitating the development of managed care products for Medicare beneficiaries. Enrollment in a Medicare managed care product is currently voluntary and enrollees may disenroll and reenroll in the traditional Medicare fee-for-service system at any time. Commercial insurers and HMOs typically offer managed care products for the Medicare population. The Balanced Budget Act of 1997 established Medicare+Choice, a program that allows healthcare providers (hospitals and physicians) to contract directly with the United States Centers for Medicare and Medicaid Services ("CMS"), formerly known as the United States Health Care Financing Administration ("HCFA"), to form networks for the purpose of directly serving and insuring Medicare beneficiaries through the assumption of financial risk. Definitions and requirements for these networks, which are referred to as Provider Sponsored Organizations ("PSOs"), were

published by HCFA as an interim rule in the April 14, 1998 edition of the Federal Register and as a final rule in the June 29, 2000 edition of the Federal Register.

Medicare enrollees in managed care products have their healthcare managed and paid for by the applicable insurer, HMO or PSO (the “managed care plan”). The managed care plan is reimbursed by the Medicare program on a monthly per-beneficiary amount for each Medicare enrollee; the payment amount generally includes either a per diem or DRG payment, plus a risk-sharing arrangement. The managed care plan is at full financial risk for cost overruns that exceed the per-beneficiary amounts paid to it by Medicare. Consequently, the managed care plan and its participating hospitals, physicians and other providers seek to reduce utilization and otherwise control the costs of providing care to Medicare beneficiaries. These financial considerations may contribute to reduced per patient revenues for the Hospital Medicare patients. Enrollment in Medicare managed care plans is expected to continue increasing and substantial numbers of Medicare beneficiaries are expected to enroll in such plans.

Federal Health Reform Law

The Medicare Modernization Act of 2003 changed the name of the Medicare+Choice program to the Medicare Advantage program. As of 2010, payments to Medicare Advantage plans accounted for approximately 22% of total Medicare spending. The payment policy for Medicare Advantage plans changed significantly since the program’s origination; while the original goal was to cut costs and increase savings, the focus shifted to increased benefits for program beneficiaries, resulting in costs for Medicare Advantage plan beneficiaries that were higher than Medicare fee-for-service costs. The 2010 Federal Health Reform Law restructures payments to Medicare Advantage plans to bring them more in line with fee-for-service costs. Payments to Medicare Advantage plans will be updated, over a phase-in period of three to six years, by setting payments to different percentages of Medicare fee-for-service rates. Payments will be increased for areas with low fee-for-service rates, and reduced for areas with higher rates.

Future actions by the federal and state governments are expected to continue the trend toward more restrictive limits on reimbursement for hospital services. The management of the Hospital cannot assess or predict the ultimate effect of any such legislation or regulation, if enacted or adopted, on its operations.

The Hospital also participates in the federal and State Medicaid program. In order to control Medicaid expenditures, the State has sought to enroll large numbers of Medicaid patients in managed care programs because experience in other states has shown that inpatient utilization decreases for Medicaid recipients who are enrolled in such programs. Enrollment of Medicaid patients in managed care programs, payments to managed care organizations for care rendered to them, the financial risk assumed by the managed care organization and the resulting and potential financial and other risks to the Hospital are similar to those for Medicare managed care programs.

The State’s program for mandatory Medicaid enrollment, The Partnership Plan (also known as the 1115 Waiver), was approved by HCFA in July 1997, allowing the State to begin enrolling most Medicaid recipients in managed care plans. There remains the possibility that managed care providers will seek to reduce the compensation hospitals are currently receiving under the Medicaid program and direct that such enrollees use the services of only managed care provider approved hospitals.

Patient Portability and Affordable Care Act (PPACA)

Healthcare reform as introduced by the PPACA encourages new and innovative provider payment and methodologies. Of major importance to providers is the concept of Population Health Management (PHM). This new payment structure will shift incentives from volume to value (cost and quality) driving care models dependent on highly-integrated team based approaches to care. This will require improved information technology infrastructures to provide patient data to help these clinical teams manage large populations with an emphasis on prevention and coordinated care of the chronically-ill. Consequently, in order to be rewarded for “bending the cost curve”, it is likely providers and payers will move away from a strictly fee-for-service payment structure and explore payment models focused on a single payment to the health care team for the care of specific populations (Accountable Care Networks) or an entire period of care (bundles).

It is difficult to project the financial effects of these changes on the hospital but they are not expected to have a significant adverse effect. Also it is expected that these changes will take place over an extended time frame.

State Medicaid Initiatives

The New York Medicaid Redesign Team, a task force created by the Governor of New York to reduce costs and increase quality and efficiency in the Medicaid program, set forth a proposal to reduce the profit component included in the plan rates from 3.0 % to 1.0% for the Medicaid and Family Health Plus managed care programs. A 1.0 % profit allocation may be inadequate to provide the managed care organizations with sufficient margins to cover unexpected costs or to maintain appropriate reserves.

Department of Health Regulations

The Hospital is subject to extensive regulations regarding quality of care and other aspects of Hospital operations by the New York State Department of Health. Compliance with such regulations may require substantial expenditures for administrative or other costs. The Hospital's ability to add services or beds and to modify existing services materially is also subject to Department of Health review and approval through the State's Certificate of Need ("CON") process. Approvals can be highly discretionary, may involve substantial delay, and may require substantial changes in the proposed request. Accordingly, the Hospital's ability to make changes to its service offerings and respond to changes in the healthcare environment may be limited.

Other Governmental Regulation

The Hospital is subject to regulatory actions and policy changes by those governmental and private agencies that administer the Medicare and Medicaid programs and actions by, among others, the National Labor Relations Board and professional and industrial relations of staff and employees, applicable professional review organizations, the Joint Commission on Accreditation of Healthcare Organizations (the "Joint Commission"), the various federal, state and local agencies created by the National Health Planning and Resources Development Act, the Occupational Safety Health Act, the act creating the Environmental Protection Agency, the Internal Revenue Service and other federal, state and local governmental agencies.

The Hospital, as are many other medical centers throughout the nation, is frequently subject to audits and other investigations by federal and state government agencies and private payors relating to various segments of its operations. The New York Office of the Medicaid Inspector General ("OMIG"), formed in 2006 has been particularly aggressive in recovering Medicaid overpayments from providers. The management of the Hospital does not believe that any current audits or investigations will result in a liability that would have a material adverse impact on the business, operations or financial condition of the Hospital.

Competition

The healthcare industry is in the process of rapid and fundamental change, triggered by the deregulation of the acute care hospital reimbursement system and the growing national strength of managed care plans. The growth of the managed care industry is being driven in part by increasing pressures from employers and other purchasers that are seeking to reduce their healthcare premium costs. In New York, integrated delivery systems are developing in order to provide adequate geographical coverage for major purchasers of healthcare and to provide a system through which potential cost savings may become available. These factors may further increase competitive pressures on acute care hospitals, including the Hospital.

The Hospital faces and will continue to face competition from other hospitals and integrated delivery systems. In addition, alternative modes of healthcare delivery offering lower priced services to the same population — such as ambulatory surgery centers, private laboratories, private radiology services, skilled and specialized nursing facilities, and home care — compete with the Hospital.

Management believes that sustained growth in patient volume, together with firm cost controls, and continued superior outcomes will be increasingly important as the healthcare environment becomes more competitive. There are many limitations on the ability of a hospital to increase volume and control costs, and there can be no assurance that volume increases or expense reductions needed to maintain the financial stability of the Hospital will occur.

Private Third-Party Reimbursement

A significant portion of the patient service revenue of the Hospital is received from private entities, such as insurance companies that provide third-party reimbursement for patient care on the basis of negotiated payments or make payments based on the charges submitted by the Hospital. Renegotiations of such negotiated

payments and changes in such reimbursement systems and methods may reduce this category of revenue or prevent the Hospital from receiving adequate reimbursement for its costs.

Accreditation

The Hospital is subject to periodic review by the Joint Commission and the various federal, state and local agencies created by the National Health Planning and Resources Development Act of 1974. The Hospital has accreditation from Joint Commission through May 25, 2016. The Hospital and its residency training programs are accredited by the Accreditation Council for Graduate Medical Education and the Commission on Dental Accreditation. No assurance can be given as to the effect on future operations of existing laws, regulations and standards for certification or accreditation, of any future changes in such laws, regulations and standards, or of certification or accreditation decisions.

Federal "Fraud And Abuse" Laws And Regulations

The Federal Medicare/Medicaid Anti-Fraud and Abuse Amendments to the Social Security Act (the "Anti-Kickback Law") make it a felony offense to knowingly and willfully offer, pay, solicit or receive remuneration in order to induce business for which reimbursement is provided under a federal health care program, including without limitation Medicare or Medicaid. In addition to criminal penalties, including fines of up to \$25,000 and five years imprisonment, violations of the Anti-Kickback Law can lead to civil monetary penalties and exclusion from the Medicare and Medicaid programs. The scope of prohibited payments in the Anti-Kickback Law is broad and includes, subject to certain limited exceptions, economic arrangements involving hospitals, physicians and other healthcare providers, including certain joint ventures, space and equipment rentals, purchases of physician practices and management and personal services contracts.

The Health Insurance Portability and Accountability Act of 1996 ("HIPAA") contains provisions for enhanced enforcement, increases to the scope of the Anti-Kickback Law, additional sanctions for violations of such laws and other measures designed to protect the integrity of federal healthcare programs. HIPAA created a new program operated jointly by the Secretary of the United States Department of Health and Human Services ("HHS") and the Attorney General of the United States to coordinate federal, state and local law enforcement with respect to fraud and abuse. HIPAA also provides for minimum periods of exclusion from federal reimbursement or third-party payment programs as a penalty for fraudulent billing or similar fraudulent activities; allows intermediate sanctions; and expands the scope of civil monetary penalties applicable to any federal health care programs. In addition, HIPAA and the regulations promulgated thereunder implemented new federal privacy and security requirements.

HHS had published certain safe harbor regulations that describe certain arrangements that will be deemed not to constitute violations of the Anti-Kickback Law. The safe harbors described in the regulations are narrow and do not cover a wide range of economic relations which many hospitals, physicians and other healthcare providers consider to be legitimate business arrangements not prohibited by the statute.

Further, various federal laws, including the federal False Claims Act, make it a criminal and/or civil violation to submit (or cause to be submitted) fraudulent (or recklessly incorrect) requests for reimbursement or payment from a federal program, including federal health care programs such as Medicare and Medicaid. Violations of these laws and regulations can lead to criminal actions, treble damages, disgorgement of proceeds fraudulently obtained and/or additional financial penalties ranging up to \$11,000 per false claim. In the health care context, with thousands of claims submitted by hospitals each year, liabilities can be potentially enormous if fraudulent or recklessly inappropriate billing activities occur. Other federal and state laws also prohibit false, reckless or fraudulent billing to non-governmental third-party payors for medical services, and can impose civil and/or criminal penalties for such activities. A State false claims act has also been enacted and new healthcare fraud crimes have been defined in New York State law. OMIG has taken a very aggressive stance with regard to Medicaid fraud and Medicaid overpayment.

Management of the Hospital believes that their current practices are presently in compliance with the Anti-Kickback Law, applicable billing and reimbursement regulations, and HIPAA. The Hospital, through its compliance program, routinely monitors institutional billing practices with the goal of assuring compliance with applicable law. However, in light of the narrowness of the safe harbor regulations and the scarcity of the case law interpreting the Anti-Kickback Law and the confusing body of laws and guidelines relating to Medicare and Medicaid billing, there can be no assurance that the Hospital will not be found to have violated the Anti-

Kickback Law, HIPAA and/or other billing laws and regulations and, if so, that any sanction imposed would not have a material adverse effect on the operations or the financial condition of the Hospital.

There is an increasingly expanding and complex body of laws, regulations and policies relating to federal and state health programs that is not directly related to payment. These include reporting and other technical rules, as well as broadly stated prohibitions regarding inducements for referrals, all of which carry potentially significant penalties for noncompliance. The prohibitions on inducements for referrals are so broadly drafted and so broadly interpreted by several applicable federal cases and in statements by officials of the Office of the Inspector General of HHS (the "OIG") that they may create liability in connection with a wide variety of business transactions. In the case of the Anti-Kickback Law, limited "safe harbor" regulations provide defenses for a narrow scope of arrangements in case of prosecution or administrative enforcement action. However, failure to satisfy the conditions of a safe harbor does not necessarily indicate a violation of such statute. Activities that fall outside of the safe harbor rules include a wide range of activities frequently engaged in between hospitals and physicians and other third parties. In certain instances, private individuals may also bring suit under the qui tam provisions of the False Claims Act and may be eligible for incentive payments for providing information that leads to recoveries or sanctions. Civil penalties range from monetary fines that may be levied on a per-violation basis to temporary or permanent exclusion from the federal health care programs (which account for a significant portion of revenue and cash flow of most hospitals, including the Hospital). Criminal penalties may also be imposed. If determined adversely to the provider involved, an enforcement or qui tam action could have a materially adverse effect on such provider. These penalties may be applied to many cases where hospitals and physicians conduct joint business activities, practice purchases, physician recruiting and retention programs; various forms of hospital assistance to individual physicians and medical practices or the physician contracting entities; physician referral services; hospital-physician service or management contracts; and to space or equipment rentals between hospitals and physicians. The Hospital conducts limited activities of these general types or similar activities, which pose varying degrees of risk. Much of that risk cannot be assessed accurately due to the lack of case law or material guidance by the OIG. While the Hospital is not aware of any current challenge or investigation concerning it with respect to such matters, there can be no assurance that one or more will not occur in the future.

Limitations on Certain Arrangements Imposed by Federal Ethics in Patient Referrals Act

The Federal Ethics in Patient Referrals Act (known as the "Stark Law") prohibits a physician (or an immediate family member of such physician) with a financial relationship with an entity, from referring a Medicare or Medicaid patient to such entity for the furnishing of certain designated health services, and prohibits such entity from presenting or causing to be presented a claim for payment under a federal health care program including, without limitation, the Medicare or Medicaid program, for designated health services furnished pursuant to a prohibited referral. The designated health services subject to these prohibitions are clinical laboratory services, physical and occupational therapy services, outpatient speech-language pathology services, radiology (including magnetic resonance imaging, computerized axial tomography and ultrasound) services, radiation therapy services and supplies, durable medical equipment and supplies, parenteral and enteral nutrients (including equipment and supplies), prosthetics and orthotics and prosthetic devices and supplies, home health services, outpatient prescription drugs, and inpatient and outpatient hospital services. Under the Stark Law, "physician" is defined to include a doctor of medicine or osteopathy legally authorized to practice medicine and surgery by the state in which he or she performs that function or action. The definition also includes a doctor of dental surgery or dental medicine, a doctor of podiatric medicine, a doctor of optometry, and a chiropractor.

The New York Health Care Practitioner Referral Law (the "State Provisions") is similar to the Stark Law; however, it covers all patients (irrespective of payor) and prohibits practitioners from referring a patient to a healthcare provider for clinical laboratory services, x-ray or imaging services, radiation therapy services, physical therapy services, or pharmacy services, if the referring practitioner (or an immediate family member) has a financial interest in the healthcare provider. Under the State Provisions, a "practitioner" is defined as a licensed or registered physician, dentist, podiatrist, chiropractor, nurse, midwife, physician assistant or special assistant, physical therapist or optometrist.

A "financial relationship," for purposes of the Stark Law and State Provisions (the Stark Law and State Provisions are hereinafter collectively referred to as "Stark") is defined as either an ownership or investment

interest in the entity or a compensation arrangement between the physician (or immediate family member) and the entity. An ownership or investment interest may be through equity, debt, or other means and includes an interest in an entity that holds an ownership or investment interest in an entity providing the designated health services.

The Stark provisions provide certain exceptions to these restrictions. If the physician has a financial relationship with an entity that provides one of the designated health services, the Stark prohibitions will apply unless one of the specified exceptions are available. Unlike the anti-kickback safe harbors discussed above (where the failure to meet a safe harbor does not necessarily mean the referral is prohibited), failure to satisfy an exception to the Stark provisions means (i) that the referral itself is prohibited, and (ii) the entity receiving the referral is prohibited from seeking payment for such service. However, the mere existence of a financial relationship does not violate the Stark provisions. Stark is only violated if (i) a financial relationship exists, (ii) a referral for designated services is made, and (iii) no relevant exception is available. To the extent a relationship is found to exist, an applicable exception under Stark is necessary in order for the entity receiving the referral to accept such referral (for a designated service) and to bill for the designated service generated by such referral.

The exceptions under the Stark provisions can be broken down into three categories, based upon the nature of the financial relationship between the referring provider and the referral entity. The three categories of exceptions include: (i) exceptions to ownership arrangements, (ii) exceptions to compensation arrangements, and (iii) exceptions to both compensation and ownership arrangements.

If the financial relationship between a physician/practitioner and the Hospital cannot be made to fit within the exceptions, the Hospital will not be permitted to accept referrals for designated services from the physician/practitioner who has such financial relationship. Like the Anti-Kickback Law provisions discussed above, failure to comply with the Stark provisions can result in liability in connection with a wide variety of business transactions. Violations may result in civil and criminal penalties and exclusion from the Medicare and Medicaid programs. On January 9, 1998, HCFA issued proposed regulations and commentary interpreting the Stark Law. On January 4, 2001, HCFA (now CMS), issued "Phase I" of final Stark regulations. On March 26, 2004, CMS issued "Phase II" of final Stark regulations as an interim final rule with comment period. The Phase II regulations became effective on July 26, 2004. On October 11, 2005, CMS issued proposed regulations that would create an exception for non-monetary remuneration that is used solely to receive and transmit electronic prescription drug information, as well as exceptions for electronic health records software and directly related training services. These regulations were finalized and became effective in 2006.

Stark II Regulations

On September 5, 2007, CMS published "Phase III" of the Stark law regulations, in order to simplify the rules and provide additional guidance in response to comments from Stark Phase II. A significant change brought about by the Phase III regulations is the "stand in the shoes" provision, which treats compensation arrangements between a furnishing entity, such as a hospital, and physician group practices as if the arrangements were with the practice's referring physicians directly. Stark III also prohibits "per click," or per unit-of-service rental fees for space and equipment leases.

There can be no assurance that a third party reviewing the existing activities of the Hospital would find such activities to be in full compliance with the Stark provisions and existing regulations or in full compliance with the new regulations.

HIPAA Privacy Regulations

When Congress enacted HIPAA, it required HHS to implement national standards to protect the privacy and security of individual health information. HHS published a set of privacy and security regulations, which became effective on April 14, 2001, governing the release of protected health information. The deadline for healthcare providers to be fully compliant with the privacy regulations was April 14, 2003. The regulations prohibit any covered entity, including hospitals and health systems, from using or disclosing an individual's protected health information unless the use or disclosure is authorized by the individual (or his or her personal representative) or is specifically required or permitted under the privacy regulations. The privacy regulations impose a complex system of requirements for meeting this basic rule. The privacy regulations also provide for the imposition of both civil and criminal penalties for violations of the statute. Civil penalties can range up to

\$25,000 per violation. Criminal penalties include fines of up to \$50,000 and imprisonment of up to 1 year. Criminal penalties increase substantially if the offense occurs under false pretenses or with the intent to sell, transfer, or use individually identifiable health information for commercial advantage, personal gain or malicious harm.

HHS published a set of final security regulations on February 20, 2003, effective April 20, 2005 (although health plans with annual receipts of \$5 million or less had until April 20, 2006 to comply). The security regulations specify a series of administrative, technical and physical security procedures for covered entities to use to assure the confidentiality of electronic protected health information. The standards are delineated into either required or addressable implementation specifications. The security regulations provide for the imposition of civil penalties of a \$100 fine per person, per violation, not to exceed \$25,000 in a calendar year.

HITECH

The Health Information Technology for Economic and Clinical Health Act (HITECH Act) was enacted in 2009 to advance meaningful use of health information technology. Subtitle D of the HITECH Act addresses privacy and security of electronic health information. HITECH strengthens several HIPAA enforcement provisions by establishing categories of culpability for violations, and corresponding tiers of penalty amounts. Civil monetary penalties for such violations can now reach a maximum penalty amount of \$1.5 million for all violations of an identical provision.

The administrative and financial burden of complying with the HIPAA privacy and security regulations is substantial. The Hospital believes its health information systems are now in compliance with the privacy and security regulations. The Hospital has appointed a privacy officer and security official to oversee the implementation of the privacy and security standards and teams work with the privacy officer and security official to ensure compliance.

Regulation of Patient Transfer

Federal laws prohibit hospitals from transferring a patient who is medically unstable or is in labor, unless the patient asks to be transferred or a physician certifies that the benefits of the transfer outweigh the risks. The receiving hospital must agree to accept the transfer. Hospitals that violate the ban on inappropriate transfers may be expelled from the Medicare and/or Medicaid programs and are subject to fines of up to \$50,000 per violation. Management of the Hospital believes that the Hospital is currently in compliance with these requirements.

Internal Revenue Code Limitations

The Code contains restrictions on the issuance of tax-exempt bonds for the purpose of financing and refinancing different types of healthcare facilities for not-for-profit organizations, including facilities generating taxable income. Consequently, the Code could adversely affect the University's ability to finance the future capital needs at the Hospital and could have other adverse effects on the University, which cannot be predicted at this time. The Code continues to subject unrelated business income of nonprofit organizations to taxation.

As a tax-exempt organization, the Hospital is limited with respect to the use of practice income guarantees, reduced rent part of medical office space, below market rate interest loans, joint venture programs, and other means of recruiting and retaining physicians. The Internal Revenue Service ("IRS") has intensified its scrutiny of a broad variety of contractual relationships commonly entered into by hospitals and affiliated entities and has issued detailed hospital audit guidelines suggesting that field agents scrutinize numerous activities of hospitals in an effort to determine whether any action should be taken with respect to limitations on, or revocation of, their tax-exempt status or assessment of additional tax. The IRS has also commenced intensive audits of select healthcare providers to determine whether the activities of these providers are consistent with their continued tax-exempt status. The IRS has indicated that, in certain circumstances, violation of the fraud and abuse statutes could constitute grounds for revocation of a hospital's tax-exempt status. The Hospital may enter into arrangements with physicians that are of the kind that the IRS has indicated that it will examine in connection with audits of tax-exempt hospitals.

Recent Congressional and IRS Activity

The Federal Health Reform Law imposes standards for tax exemption of charitable hospitals. The law requires that a tax exempt hospital complete a community needs assessment once every three years, and adopt a financial assistance policy. The law also provides that the IRS shall review the tax-exempt status of each hospital every three years. Sen. Charles Grassley, ranking member of the Senate Finance Committee, was largely responsible for the inclusion of the tax exemption standards in the health reform law. Senator Grassley has also requested that Congress estimate the cost of the nonprofit tax exemption, which will bring heightened scrutiny to tax exempt status of charitable hospitals.

Revocation of the tax-exempt status of the University under Section 501(c)(3) of the Code, due to the Hospital could subject the interest paid to Bondholders to federal income tax retroactively to the date of the issuance of the Series 2009 Bonds. Section 501(c)(3) of the Code specifically conditions the continued exemption of all Section 501(c)(3) organizations upon the requirement, among others, that no part of the net earnings of the organization inure to the benefit of any private individual. While management believes the Hospital's arrangements with private persons and entities are generally consistent with guidance by IRS and do not constitute private inurement, there can be no assurance concerning the outcome of an audit or other investigation given the lack of clear authority interpreting the range of activities undertaken by the Hospital.

Code Section 4958 imposes intermediate sanction penalty excise taxes in cases where an exempt organization is found to have engaged in an "excess benefit transaction" with a "disqualified person." Such penalty excise taxes may be imposed in lieu of revocation of exemption or in addition to such revocation in cases where the magnitude or nature of the excess benefit calls into question whether the organization has continued to function as a charity. The tax is imposed on the disqualified person receiving the excess benefit. An additional tax may be imposed on any officer, director, trustee or other person having similar powers or responsibilities who knowingly participated in the transaction willfully or without reasonable cause. "Excess benefit transactions" include transactions in which a disqualified person receives unreasonable compensation for services or receives other economic benefit from the organization that exceeds fair market value. "Disqualified persons" include "insiders" such as board members and officers, senior management, and members of the medical staff, who in each case are in a position to substantially influence the affairs of the organization; their family members; and entities which are more than 35% controlled by a disqualified person. The legislative history sets forth Congress' intent that compensation of disqualified persons shall be presumed to be reasonable if it is: (1) approved by disinterested members of the organization's board or compensation committee; (2) based upon data regarding comparable compensation arrangements paid by similarly situated organizations; and (3) adequately documented by the board or committee as to the basis for its determination. A presumption of reasonableness will also arise with respect to transfers of property between the exempt organization and disqualified persons if a similar procedure with approval by an independent board is followed.

Intermediate sanction penalties can also be assessed in situations where the exempt organization, or an entity controlled by the organization, provides an economic benefit to a disqualified person without maintaining contemporaneous written substantiation of the organization's intent to treat the benefit as compensation. If the written contemporaneous substantiation requirements are not satisfied and unless the organization can establish that it provided the economic benefit in exchange for consideration other than the performance of services (i.e., a bona fide loan), the IRS shall deem such a transaction an "automatic" excess benefit transaction without regard to whether: (1) the economic benefit is reasonable; (2) any other compensation the disqualified person may have received is reasonable; or (3) the aggregate of the economic benefit and any other compensation the disqualified person may have received is reasonable. There is no defense to the assessment of automatic excess benefit penalties.

The imposition of excise tax based upon a finding that an exempt organization engaged in an excess benefit transaction could result in negative publicity and other consequences that could have a material adverse effect on the operations, property, or assets of the Hospital or on the market for its debt obligations.

Antitrust

Enforcement of the antitrust laws against healthcare providers is becoming more common. Antitrust liability may arise in a wide variety of circumstances including, but not limited to, medical staff privilege disputes, payor contracting, physician relations, joint ventures, merger, affiliation and acquisition activities, and

certain pricing and salary setting activities. Actions can be brought by federal and state enforcement agencies seeking criminal and civil penalties and, in some instances, by private litigants seeking damages for harm from allegedly anticompetitive behavior. Common areas of potential liability include joint action among providers with respect to payor contracting, medical staff credentialing, and issues relating to abuse of market power. Liability in any of these or other trade regulation areas may be substantial, depending on the facts and circumstances of each case. With respect to payor contracting, the Hospital may, from time to time, be involved in joint contracting activity with hospitals or other providers. The degree to which these or similar joint contracting activities may expose a participant to antitrust risk from governmental or private sources are dependent on a myriad of factors, which may change from time to time. If any provider with which the Hospital is or becomes affiliated is determined to have violated the antitrust laws, the Hospital may be subject to liability as a joint actor. Since 2008, the U.S. Department of Justice and the Federal Trade Commission have dramatically increased their antitrust enforcement activity.

Some judicial decisions have permitted physicians who are subject to disciplinary or other adverse actions by a hospital at which they practice, including denial or revocation of medical staff privileges, to seek treble damages from the hospital under the federal antitrust laws. The Federal Health Care Quality Improvement Act of 1986 provides immunity from liability for discipline of physicians by hospitals under certain circumstances, but courts have differed over the nature and scope of this immunity. In addition, hospitals occasionally indemnify medical staff members who incur costs as defendants in lawsuits involving medical staff privilege decisions. Some court decisions have also permitted recovery by competitors claiming harm from a hospital's use of its businesses. Antitrust liability in any of these contexts can be substantial, depending upon the facts and circumstances involved.

Environmental and Safety Matters

Healthcare providers are subject to a wide variety of federal, state and local environmental and occupational health and safety laws and regulations. These requirements govern matters such as medical and toxic or hazardous waste management, air and water quality control, notices to employees and the public and training requirements for employees. Healthcare operators and employers such as the Hospital are subject to potentially material liability for costs of achieving and maintaining compliance, any penalties associated with regulatory non-compliance, as well as for costs of investigating and remedying the releases of any toxic or hazardous substances either on their properties or that have migrated from their property or have been improperly disposed of off-site and the harm to person or property that such releases or the use and management of such substances may cause.

Provider-Specific Taxes

The Medicaid Voluntary Contribution and Provider-Specific Tax Amendments of 1991 established standards that govern how states can impose and use provider-specific taxes. In general, states are allowed to impose broad-based, provider-specific taxes that are redistributive and do not contain "hold harmless" provisions. The law also limits Medicaid payment adjustments for hospitals that service a disproportionate number of low-income patients to 12% of each state's gross Medicaid expenditures.

Possible Staffing Shortages

In recent years, the hospital industry has suffered from an increasing scarcity of nurses and skilled technicians to staff its facilities. Factors underlying this industry trend include an increase in the proportion of the population that is elderly, an increase in the tendency to institutionalize senior citizens as opposed to providing nursing care in the home, a decrease in the number of persons entering the nursing profession and an increase in the number of nurses specializing in home health care. These factors may intensify in years to come, aggravating the shortage of skilled personnel. Nationally there is a shortage of registered nurses and licensed practical nurses. As competition for such employees intensifies, staffing shortages could have the effect of significantly increasing personnel costs and could have a material adverse effect on the financial results of the Hospital and on the ability of the Hospital to sustain minimum staffing levels necessary to maintain licensure, certification and accreditation. Although the Hospital has achieved adequate nurse and skilled technician staffing levels to date, it is uncertain whether qualified candidates will continue to be available to the Hospital in the future.

Malpractice Claims and General Liability Insurance

In recent years, the number of malpractice and general liability suits and the dollar amounts of recoveries has moderated nationwide, resulting in slower growth in malpractice insurance premiums. Insurance premiums may continue to rise in future years, which could have a negative effect on the financial condition of the Hospital. In recent years the hospital in conjunction with its captive insurance company, MCIC, has adopted a number of prudent safety initiatives which have effectively reduced premiums. Furthermore, malpractice and other actions alleging wrongful conduct and seeking punitive damages are occasionally filed against New York hospitals. Insurance may not provide coverage for judgments for punitive damages.

Affiliated Entities Part of Integrated Delivery System

The University is affiliated with other organizations (the “Affiliated Entities”) that are not legally obligated for the payment of debt service on University obligations, including the Series 2011 Bonds. Likewise, the University is not responsible for the obligations of the Affiliated Entities unless it has agreed to do so. The Affiliated Entities are as follows:

Strong Partners Health System, Inc. and Affiliates

In June 1997, Highland Hospital and its affiliates and the University became affiliated through the restructuring of a corporation now known as Strong Partners Health System, Inc. (“SPHS”), of which the University is the sole member. SPHS, a not-for-profit corporation, now serves as the corporate parent of Highland Hospital and the University’s long term care affiliates.

A brief description of the SPHS affiliates follows:

Highland Hospital of Rochester

Highland Hospital of Rochester is a 261-bed not-for-profit acute care hospital located in Rochester, New York. The hospital’s services include medical/surgical care, intensive care, maternity and emergency care. In addition, the hospital owns and operates 20 outpatient extension clinics, providing primary care, prenatal care, radiology, and/or therapeutic radiology services.

Highland Community Development Corporation

Highland Community Development Corporation (“HCDC”) is a not-for-profit corporation which owns and operates The Highlands at Pittsford, a retirement community located in Pittsford, Monroe County, New York. The retirement community includes 130 independent living apartments, 36 independent living cottages, 60 enriched housing units, a community common area, a dining room, sitting areas, recreational areas, a wellness center, and a community center.

The Highlands Living Center, Inc.

The Highlands Living Center, Inc. is a not-for-profit corporation which owns and operates a 122-bed skilled nursing facility and an adult day care health program for seniors in Pittsford, Monroe County, New York. The skilled nursing facility is adjacent to The Highlands at Pittsford.

The Highlands at Brighton

The Meadows at Westfall, Inc. d/b/a The Highlands at Brighton (“HAB”) is a not-for-profit corporation which owns and operates a 145-bed skilled nursing facility in Brighton, Monroe County, New York.

Highland Facilities Development Corporation

Highland Facilities Development Corporation (“HFDC”) is a not-for-profit corporation whose primary purpose is to provide services that are substantially related to the charitable purposes of Highland Hospital but do not involve the provision of health care services. HFDC owns and operates a medical office building and a parking garage on the hospital campus.

Medical Administrative Associates, Inc.

Highland Hospital is the sole shareholder of Medical Administrative Associates, Inc., d/b/a Highland South Wedge Pharmacy, which is a for-profit corporation which owns and operates a retail pharmacy in Rochester, New York.

The Highland Foundation, Inc.

The Highland Foundation, Inc. is a not-for-profit corporation controlled by Highland Hospital which solicits, receives and maintains funds for the support of Highland Hospital and the long term care affiliates.

Visiting Nurse Service of Rochester and Monroe County and VNS Signature Care

The University affiliated with Visiting Nurse Foundation, Inc. in April 1999, which is a not-for-profit corporation now known as Strong Home Care Group (“SHCG”). The University is the sole corporate member of SHCG. SHCG is the sole member of two not-for-profit home health care providers, Visiting Nurse Service of Rochester and Monroe County, Inc., which operates a certified home health agency, and Community Care of Rochester, Inc. d/b/a VNS Signature Care, which operates a licensed home care services agency.

F.F. Thompson Health System, Inc. and Affiliates

In September 2012, the University affiliated with F.F. Thompson Health System, Inc. (“FFTHS”), which is the corporate parent of a hospital and other affiliates located in Canandaigua, Ontario County, New York. The University is the sole member of FFTHS.

A brief description of the FFTHS affiliates follows:

The Frederick Ferris Thompson Hospital

The Frederick Ferris Thompson Hospital is a 113-bed not-for-profit acute care hospital. Its services include medical/surgical care, intensive care, maternity and emergency care. In addition, the hospital owns and operates 9 extension clinics, 8 of which provide primary health care service and 2 of which provide outpatient physical and/or occupational therapy.

M.M. Ewing Continuing Care Center

M.M. Ewing Continuing Care Center Inc. is a not-for-profit corporation that operates a 188-bed skilled nursing facility and adult day care program adjacent to F.F. Thompson Hospital.

F.F.T. Senior Communities, Inc.

F.F.T. Senior Communities, Inc. is a not-for-profit corporation that operates Ferris Hills at Westlake, a residential community consisting of 84 independent living units and 48 enriched living units.

The F.F. Thompson Foundation, Inc.

The F.F. Thompson Foundation, Inc. is a not-for-profit corporation which solicits, maintains, receives and maintains funds for the support and benefit of FFTHS and its affiliates.

FFTH Properties and Services, Inc. (Properties)

FFTH Properties and Services, Inc. is a for-profit New York State business corporation organized for the purpose of owning, developing and operating unregulated real property for the benefit of FFTHS and its affiliates. Properties owns and operates a medical office building in Canandaigua, New York and a medical office building in the town of Farmington, New York.

Finger Lakes Community Care Network, Inc. (FLCCN)

Finger Lakes Community Care Network, Inc. is a for-profit New York State business corporation originally organized for the purpose of coordinating services among the Hospital, participating physicians and

insurance industry representatives. FLCCN is currently inactive. FFTHS management is reviewing the corporate structure, function and future of the corporation.

Eastman Dental Center Foundation, Inc. (EDCF)

The Eastman Dental Center Foundation, Inc. was formed to hold and manage the investment assets of the former Eastman Dental Center, which was merged into the University during 1998. Income and assets of the Foundation are used to support oral health, education, and research projects at the University. EDCF is not controlled by the University but is closely aligned with its Eastman Institute of Oral Health, a division of the University of Rochester Medical Center.

Excell Partners, Inc.

Excell Partners, Inc. is a not-for-profit corporation that supports early stage commercial development utilizing technologies created at the University of Rochester and other regional colleges and universities. The University is the sole corporate member of Excell Partners.

Excell Technology Ventures, Inc. (ETV)

Excell Technology Ventures, Inc. is a New York for-profit business corporation that is the general partner of Excell Innovate NY Fund, LP (the "LP"), which provides seed stage funding to regional high tech companies. ETV also serves as the manager of the LP, through Excell Partners, Inc. RBC (see below) is the sole shareholder of ETV.

Rochester Bioventure Center, Inc. (RBC)

Rochester Bioventure Center, Inc. is a not-for-profit corporation which was formed to support the development of new businesses utilizing technologies created at the University and other regional colleges and universities through the operation of incubator/research facilities in Monroe County, New York. The University is the sole corporate member of RBC.

High Tech Rochester, Inc. (HTR)

High Tech Rochester, Inc. is a not-for-profit economic development organization of which the University is the sole corporate member. HTR promotes the creation and growth of technology companies through support services and incubation facilities and provides consulting services for manufacturers.

Managed Care Organization

The University, through Strong Partners Health System, Strong Memorial Hospital, and University Medical Faculty Group, formed a Managed Care Organization ("MCO") in October 1997 together with two community physician organizations: the Highland Physician Organization and the Rochester Community Physician Organization. The MCO has ceased operations related to member contracting activities.

Debt of Affiliated Entities

The debt of the Affiliated Entities as of December 31, 2012, which is not an obligation of the University, is as follows:

Highland Hospital and HFDC

Total long-term indebtedness (excluding leases) amounted to \$33,416,000. In addition, Highland Hospital has current and long-term lease obligations amounting to \$2,649,000.

Highland Community Development Corporation

Total long-term indebtedness, including current portion, consists of a mortgage loan dated as of January 26, 1994 with the Authority with a principal balance of \$8,200,000.

The Highlands Living Center

Total long-term indebtedness, including current portion, consists of a loan from Highland Community Development Corporation with a principal balance of \$4,365,000.

F.F. Thompson Health System, Inc.

Total long-term indebtedness (excluding leases) amounted to \$55,385,000. In addition, FF Thompson Health System has current and long-term lease obligations amounting to \$3,852,000.

APPENDIX B

**CONSOLIDATED FINANCIAL STATEMENTS OF UNIVERSITY OF ROCHESTER
AND CONSOLIDATED ENTITIES AND REPORT OF INDEPENDENT AUDITORS**

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**UNIVERSITY OF ROCHESTER
AND RELATED ENTITIES**

Consolidated Financial Statements

June 30, 2012 and 2011

UNIVERSITY OF ROCHESTER
AND RELATED ENTITIES

Consolidated Financial Statements

June 30, 2012 and 2011

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Report of Independent Auditors

To the Board of Trustees
University of Rochester:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of activities and of cash flows present fairly, in all material respects, the financial position of the University of Rochester (the "University") at June 30, 2012 and 2011, and the changes in their net assets and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the University's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 1(i) to the consolidated financial statements, the University changed the manner in which it classifies accumulated total investment returns within net assets as a result of the adoption of ASC 958, Not-for-Profit Entities (formerly FASB Staff Position No. 117-1) at July 1, 2010.

A handwritten signature in cursive script that reads "PricewaterhouseCoopers LLP".

Rochester, New York
October 16, 2012

UNIVERSITY OF ROCHESTER
AND RELATED ENTITIES
Consolidated Balance Sheet
As of June 30
(dollars in thousands)

Assets	2012	2011
Cash and cash equivalents	\$ 326,227	\$ 285,203
Operating investments, at market	209,016	209,393
Collateral held for securities lending	-	69,282
Accounts receivable, net	325,773	292,169
Inventories, prepaid expenses, and deferred charges	52,816	48,957
Contributions receivable, net	90,927	51,556
Notes receivable, net	48,347	48,006
Other assets	11,936	15,536
Investments held for long-term purposes	1,822,954	1,783,356
Property, plant, and equipment, net	1,561,957	1,453,775
Interest in net assets of foundation	12,330	13,743
Investments in perpetual trusts held by others	46,877	49,780
Total assets	\$ 4,509,160	\$ 4,320,756
Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued expenses	\$ 388,337	\$ 305,494
Advanced receipt of sponsored research revenues	23,472	25,618
Deferred revenue	50,775	52,069
Third-party settlements payable, net	100,989	96,386
Securities lending liabilities	-	69,282
Accrued pension, post-retirement, and post-employment	386,472	308,073
Long-term debt	874,209	745,913
Asset retirement obligation	19,016	18,057
Refundable U.S. Government grants for student loans	16,223	16,004
Total liabilities	1,859,493	1,636,896
Net Assets:		
Unrestricted	1,745,673	1,818,709
Temporarily restricted	509,533	506,216
Permanently restricted	394,461	358,935
Total net assets	2,649,667	2,683,860
Total liabilities and net assets	\$ 4,509,160	\$ 4,320,756

See accompanying notes to consolidated financial statements.

**UNIVERSITY OF ROCHESTER
AND RELATED ENTITIES**
Consolidated Statement of Activities
Year Ended June 30, 2012
(dollars in thousands)

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Operating revenues:				
Tuition and fees	\$ 360,695	\$ -	\$ -	\$ 360,695
Less: scholarships and fellowships	(151,430)	-	-	(151,430)
Net tuition and fees	209,265	-	-	209,265
State and local appropriations	1,851	-	-	1,851
Grants and contracts	396,145	-	-	396,145
Gifts and pledges	25,747	49,738	36,320	111,805
Hospital and faculty practice patient care activities	1,860,382	-	-	1,860,382
Auxiliary enterprises	88,728	-	-	88,728
Interest income and appreciation of operating investments	5,537	-	-	5,537
Educational activities	28,540	-	-	28,540
Royalty income	34,431	-	-	34,431
Other sources	14,252	-	-	14,252
Long-term investment income and gains allocated to operations	88,390	-	-	88,390
Net assets released from restriction	53,701	(53,365)	(336)	-
Total operating revenues	<u>2,806,969</u>	<u>(3,627)</u>	<u>35,984</u>	<u>2,839,326</u>
Operating expenses:				
Salaries and wages	1,369,458	-	-	1,369,458
Fringe benefits	400,322	-	-	400,322
Total compensation	1,769,780	-	-	1,769,780
Supplies	350,767	-	-	350,767
Business and professional	190,815	-	-	190,815
Utilities	52,253	-	-	52,253
Maintenance and facilities costs	114,210	-	-	114,210
Depreciation	163,619	-	-	163,619
Interest	30,604	-	-	30,604
Other	59,881	-	-	59,881
Total operating expenses	<u>2,731,929</u>	<u>-</u>	<u>-</u>	<u>2,731,929</u>
Change in net assets from operating activities	<u>75,040</u>	<u>(3,627)</u>	<u>35,984</u>	<u>107,397</u>
Non-operating activities:				
Long-term investment activities:				
Investment income	10,036	2,569	(113)	12,492
Net appreciation (depreciation)	(12,466)	5,888	(1,816)	(8,394)
Total long-term investment activities	<u>(2,430)</u>	<u>8,457</u>	<u>(1,929)</u>	<u>4,098</u>
Long-term investment income and gains allocated for operations	(88,390)	-	-	(88,390)
Loss on extinguishment of debt	(636)	-	-	(636)
Other changes, net	(56,620)	262	1,315	(55,043)
Change in valuation of annuities	-	(1,775)	156	(1,619)
Change in net assets from non-operating activities	<u>(148,076)</u>	<u>6,944</u>	<u>(458)</u>	<u>(141,590)</u>
Change in net assets	(73,036)	3,317	35,526	(34,193)
Beginning net assets	<u>1,818,709</u>	<u>506,216</u>	<u>358,935</u>	<u>2,683,860</u>
Ending net assets	<u>\$ 1,745,673</u>	<u>\$ 509,533</u>	<u>\$ 394,461</u>	<u>\$ 2,649,667</u>

See accompanying notes to consolidated financial statements.

**UNIVERSITY OF ROCHESTER
AND RELATED ENTITIES**
Consolidated Statement of Activities
Year Ended June 30, 2011
(dollars in thousands)

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Operating revenues:				
Tuition and fees	\$ 343,537	\$ -	\$ -	\$ 343,537
Less: scholarships and fellowships	(142,321)	-	-	(142,321)
Net tuition and fees	<u>201,216</u>	<u>-</u>	<u>-</u>	<u>201,216</u>
State and local appropriations	1,875	-	-	1,875
Grants and contracts	438,022	-	-	438,022
Gifts and pledges	19,618	17,781	24,455	61,854
Hospital and faculty practice patient care activities	1,783,587	-	-	1,783,587
Auxiliary enterprises	79,653	-	-	79,653
Interest income and appreciation of operating investments	13,538	-	-	13,538
Educational activities	29,894	-	-	29,894
Royalty income	42,318	-	-	42,318
Other sources	13,758	(28)	-	13,730
Long-term investment income and gains allocated to operations	87,717	-	-	87,717
Net assets released from restriction	47,659	(47,659)	-	-
Total operating revenues	<u>2,758,855</u>	<u>(29,906)</u>	<u>24,455</u>	<u>2,753,404</u>
Operating expenses:				
Salaries and wages	1,306,985	-	-	1,306,985
Fringe benefits	367,618	-	-	367,618
Total compensation	<u>1,674,603</u>	<u>-</u>	<u>-</u>	<u>1,674,603</u>
Supplies	344,487	-	-	344,487
Business and professional	195,798	-	-	195,798
Utilities	53,918	-	-	53,918
Maintenance and facilities costs	112,914	-	-	112,914
Depreciation	158,441	-	-	158,441
Interest	29,344	-	-	29,344
Other	81,732	-	-	81,732
Total operating expenses	<u>2,651,237</u>	<u>-</u>	<u>-</u>	<u>2,651,237</u>
Change in net assets from operating activities	<u>107,618</u>	<u>(29,906)</u>	<u>24,455</u>	<u>102,167</u>
Non-operating activities:				
Long-term investment activities:				
Investment income	12,775	4,611	(126)	17,260
Net appreciation	140,635	115,119	7,273	263,027
Total long-term investment activities	<u>153,410</u>	<u>119,730</u>	<u>7,147</u>	<u>280,287</u>
Long-term investment income and gains allocated for operations	(87,717)	-	-	(87,717)
Other changes, net	7,909	(205)	3,157	10,861
Change in valuation of annuities	-	(2,753)	(752)	(3,505)
Change in net assets from non-operating activities	<u>73,602</u>	<u>116,772</u>	<u>9,552</u>	<u>199,926</u>
Change in net assets before cumulative effect of change in accounting principle	181,220	86,866	34,007	302,093
Cumulative effect of change in accounting principle	<u>(239,778)</u>	<u>239,778</u>	<u>-</u>	<u>-</u>
Change in net assets	<u>(58,558)</u>	<u>326,644</u>	<u>34,007</u>	<u>302,093</u>
Beginning net assets	<u>1,877,267</u>	<u>179,572</u>	<u>324,928</u>	<u>2,381,767</u>
Ending net assets	<u>\$ 1,818,709</u>	<u>\$ 506,216</u>	<u>\$ 358,935</u>	<u>\$ 2,683,860</u>

See accompanying notes to consolidated financial statements.

**UNIVERSITY OF ROCHESTER
AND RELATED ENTITIES**
Consolidated Statement of Cash Flows
Years Ended June 30
(dollars in thousands)

Cash flows from operating activities:	<u>2012</u>	<u>2011</u>
Change in net assets	\$ (34,193)	\$ 302,093
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation expense	163,619	158,441
Net depreciation (appreciation) on long-term investment activities	8,394	(263,027)
Gifts of property, plant, equipment and other	(307)	(1,308)
Bond discount amortization	(1,294)	(762)
Loss on the extinguishment of debt	636	-
Provision for bad debts	10,668	25,718
Contributed securities	(13,452)	(10,504)
Loss on disposals of property, plant, and equipment	7,740	2,389
Contributions for long-term investments, net	(33,235)	(24,636)
(Increases) / decreases in:		
Operating investments	(746)	(7,840)
Accounts receivable, net	(44,272)	(10,054)
Inventories, prepaid expenses, and deferred charges	(3,338)	259
Contributions receivable, net	(37,782)	(5,376)
Other assets	3,362	(2,788)
Increases / (decreases) in:		
Accounts payable and accrued expenses	61,553	7,531
Advanced receipt of sponsored research revenues	(2,146)	2,489
Deferred revenues	(1,294)	562
Third-party settlements payable, net	4,603	3,819
Accrued pension, post-retirement, and post-employment	78,399	24,511
Net cash provided by operating activities	<u>166,915</u>	<u>201,517</u>
Cash flows from investing activities:		
Purchases of property, plant, and equipment	(268,986)	(206,424)
Purchases of investments	(509,988)	(621,295)
Proceeds from the sale of investments	492,165	676,248
Increase in investments in perpetual trusts held by others	(96)	(95)
(Increase) / decrease in notes receivable, net	(341)	157
Net cash used in investing activities	<u>(287,246)</u>	<u>(151,409)</u>
Cash flows from financing activities:		
Net borrowings on lines-of-credit	435	772
Principal repayments of long-term debt	(42,652)	(26,618)
Proceeds from issuance of long-term debt	171,929	-
Deferred financing costs	(1,811)	(1)
Increase in refundable U.S. Government grants for student loans	219	62
Contributions for long-term investments, net	33,235	24,636
Net cash provided by / (used in) financing activities	<u>161,355</u>	<u>(1,149)</u>
Net increase in cash and cash equivalents	41,024	48,959
Cash and cash equivalents, beginning of year	<u>285,203</u>	<u>236,244</u>
Cash and cash equivalents, end of year	<u>\$ 326,227</u>	<u>\$ 285,203</u>
Supplemental disclosure of cash flow information:		
Cash paid during the year for interest on long-term debt	<u>\$ 30,288</u>	<u>\$ 28,740</u>
Non-cash investing and financing activities:		
Increase in construction related payables	\$ 8,164	\$ 4,407
Assets acquired under capital leases	\$ 248	\$ 342

See accompanying notes to consolidated financial statements.

UNIVERSITY OF ROCHESTER AND RELATED ENTITIES

Notes to Consolidated Financial Statements

June 30, 2012 and 2011
(dollars in thousands)

(1) Summary of Significant Accounting Policies

(a) General

The University of Rochester (the University) is a private nonprofit institution of higher education based in Rochester, New York. The University provides education and training services, primarily for students at the undergraduate, graduate, and postdoctoral levels. It also performs research, training, and other services under grants, contracts, and similar agreements with sponsoring organizations, primarily departments and agencies of the United States Government; and provides health care services through Strong Memorial Hospital (Hospital), Strong Home Care Group, and the various entities included in Strong Partners Health System, Inc. (SPHS).

(b) Basis of Presentation

The accompanying consolidated financial statements include all of the integrated divisions of the University – The Schools of Arts, Sciences and Engineering, including the Hajim School of Engineering and Applied Sciences, Margaret Warner Graduate School of Education and Human Development, William E. Simon Graduate School of Business Administration, Eastman School of Music, Memorial Art Gallery, School of Medicine and Dentistry, Strong Memorial Hospital, School of Nursing, Eastman Institute for Oral Health, Health Sciences, and the University of Rochester Medical Faculty Group (URMFG). Included also are Strong Partners Health System, Inc. (and its affiliates), Eastman Dental Center Foundation, Inc., Strong Home Care Group (and its subsidiaries), Crittenden Boulevard Housing Company, Inc., Excell Partners, Inc., Rochester BioVenture Center, Inc., High Tech Rochester, Inc., UR Investment, LLC, eXtensible Catalog Organization, LLC, University of Rochester Real Estate Corporation, UR Equity Holdings, Inc., the Meliora Real Estate Corporation, and Spruce Risk Purchasing Group, LLC. All significant interorganizational balances and transactions have been eliminated.

The University is the sole member of SPHS, which is the sole member of Highland Hospital of Rochester (including its subsidiaries The Highland Foundation, Inc., Highland Facilities Development Corp., and the Medical Administrative Associates, Inc.); The Highlands Living Center, Inc.; Highland Community Development Corporation; and The Meadows at Westfall, Inc. Highland Hospital and its subsidiaries have debt outstanding which has been included in the University's consolidated financial statements; however, under the terms of the affiliation agreement with SPHS, the University has no legal obligation for the debt of Highland Hospital and affiliates.

The Eastman Dental Center Foundation, Inc. (the Foundation) was formed to hold and manage the investment assets of the former Eastman Dental Center, which was merged into the University during 1998. Income and assets of the Foundation are used to support oral health, education, and research projects at the University.

The University is the sole corporate member of Strong Home Care Group, which is the sole member of Visiting Nurse Service of Rochester and Monroe County, Inc. and Community Care of Rochester.

The University, through SPHS, Strong Memorial Hospital and URMFG, formed a Managed Care Organization (MCO) in October 1997 together with two community physician organizations: the Highland Physician Organization and the Rochester Community Physician Organization. The MCO has ceased operations related to member contracting activities and is in the process of finalizing its activities.

The University is the sole corporate member of Crittenden Boulevard Housing Company, Inc., which was formed to provide affordable housing facilities for graduate students and staff of the University.

The University is the sole corporate member of Excell Partners, Inc., which was formed to support early stage commercial development utilizing technologies created at the University of Rochester and other regional colleges and universities.

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The University is the sole corporate member of Rochester BioVenture Center, Inc., which was formed to support the development of new businesses utilizing technologies created at the University and other regional colleges and universities, through the operation of incubator/research facilities in Monroe County, New York.

The University is the sole corporate member of High Tech Rochester, Inc. (HTR), which is a not-for-profit economic development organization that promotes the creation and growth of technology companies through support services and incubation facilities and provides consulting services for manufacturers.

The University is the sole member of University of Rochester Investment, LLC, which was formed for the purpose of holding certain University investments.

The University is the sole member of eXtensible Catalog Organization, LLC, which was formed to support the charitable and educational activities of the University through development of open-source library catalog software.

In December 2009, the University entered into a financing arrangement for the renovation of the Eastman Theatre enhanced by qualified investors in the New Markets Tax Credit (NMTC) program of the United States Treasury. The use of NMTCs is a program of the Community Development Financial Institutions Fund, a bureau of the United States Treasury. This transaction required the formation of a wholly-owned special purpose corporation known as the University of Rochester Real Estate Corporation.

In July 2010, UR Equity Holdings, Inc., a for-profit corporation, was formed for the purpose of holding the University's equity interests in startup companies.

In May 2011, the University became the sole corporate member of Meliora Real Estate

Corporation, which was formed to support the charitable activities of the University of Rochester by providing financial and operational support to the University through the acquisition, holding and sale of real estate donated to the University and affiliates.

The University is the sole member of Spruce Risk Purchasing Group, LLC, which was formed in October, 2011 for the purpose of procuring insurance coverage for physicians and other healthcare providers affiliated with the University of Rochester Medical Center.

(c) Basis of Accounting

The consolidated financial statements of the University are prepared on the accrual basis of accounting and in conformity with generally accepted accounting principles in the United States of America.

Classification of Net Assets

The University reports its net assets and changes therein according to three classifications: permanently restricted, temporarily restricted, and unrestricted, based upon the existence or absence of donor-imposed restrictions.

Permanently restricted – Net assets subject to donor-imposed stipulations that they be maintained permanently by the University. In accordance with the guidance provided in the New York Prudent Management of Institutional Funds Act (NYPMIFA), the University's Board of Trustees, with consideration of the actions, reports, information, advice and counsel provided by its duly constituted committees and appointed officers of the University, has instructed the University to adopt a methodology designed to avoid spending below the historical dollar value of donor-restricted (true) endowment funds, absent explicit donor direction to the contrary. As a result, the University classifies as permanently restricted net assets the original gift value of true endowments plus any subsequent gifts and accumulations made in accordance with the directions of the applicable gift instruments. The

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portion of true endowment funds that is not classified as permanently restricted net assets is classified as temporarily restricted net assets in accordance with accounting standards.

Temporarily restricted – Net assets subject to donor-imposed stipulations that may or will be met either by actions of the University and/or the passage of time. Investment income and gains and losses on permanently restricted net assets are reported as temporarily restricted until appropriated for expenditure in accordance with donor-imposed stipulations. Under NYPMIFA, the appropriation and spending of such income is subject to a standard of prudence, as more fully discussed under the accounting policy note on investments, note 1(i). When a donor restriction expires, that is, when a stipulated time restriction ends or spending restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the consolidated statement of activities as net assets released from restriction.

Unrestricted – Net assets that are not subject to donor-imposed stipulations and that are generally available for support of the University's activities with certain limitations, as follows:

- Uses of certain unrestricted net assets are committed through contractual agreements. Such amounts primarily consist of required trustee balances under long-term debt agreements and matching funds under student loan programs of the federal government. In addition, grants and contracts for the performances of certain services or functions are reported in the unrestricted net asset category.
- Many of the funds, which are unrestricted for accounting purposes, carry internal designations to specific divisions of the University, and therefore are not treated operationally as unrestricted funds.
- The Board of Trustees, through voluntary resolutions, has set aside portions of the

University's unrestricted net assets to function as endowment, for property, plant and equipment purposes, and for other specific operating purposes.

Revenues from sources other than contributions are generally reported as increases in unrestricted net assets. Contributions are reported as increases in the appropriate category of net assets, except those contributions whose imposed restrictions are met in the same fiscal year they are received, are included in unrestricted revenues.

Expenses are reported as decreases in unrestricted net assets. Expiration of temporary restrictions recognized on net assets (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as releases from temporarily restricted net assets to unrestricted net assets. Temporary restrictions on gifts to acquire long-lived assets are considered met in the period in which the assets are placed in service.

(d) Income Taxes

The University and the majority of its affiliates are not-for-profit organizations as described in section 501(c)(3) of the Internal Revenue Code and are generally exempt from income taxes on related income pursuant to Section 501(a) of the Code.

(e) Operations

The statements of activities present the changes in net assets of the University from operating activities and from non-operating activities. Operating revenues and expenses relate primarily to educational and training programs, research activities and hospital and patient care activities provided by the University and its related entities.

Utilization of investment income and gains on long-term investments held for endowment and similar purposes under the University's total return spending policy, as discussed in note 1(i), is considered operating revenue.

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Non-operating activities consist primarily of investment income and appreciation from long-term investments in excess of amounts utilized for operations. Other changes, net consists primarily of adjustments in pension, post-retirement, and post-employment obligations based on actuarially determined liabilities.

(f) Cash and Cash Equivalents and Operating Investments

Cash and cash equivalents include amounts on deposit with financial institutions; short-term investments with maturities of three months or less at the time of purchase and other highly liquid investments, primarily cash management funds, except that such instruments purchased with endowment and annuity and life income assets on deposit with trustees are classified as investments.

Operating investments include all other current investments with original maturities greater than three months and are used to support operations. These current investments include obligations of the U.S. Treasury, U.S. Government and other government agencies, and corporate and foreign bonds. Included also are internal operating funds invested in the University's long term investment pool however, they may be liquidated upon demand at any time.

(g) Inventories

Inventories, primarily medical supplies, are valued at the lower of cost, which is determined by the first-in, first-out method, or market.

(h) Contributions

Contributions, including unconditional promises, or pledges, are recognized as revenues in the period received. Conditional promises to give are not recognized until the conditions on which they depend are substantially met. Contributions of assets other than cash are recorded at their estimated fair value at the date of the gift. Contributions to be received after one year are

discounted, at a range of 2% to 4%, to their present value. Amortization of the discount is recorded as additional contribution revenue and used in accordance with donor-imposed restrictions, if any, on the contributions. Allowance is made for uncollectible contributions based upon management's judgment and analysis of the creditworthiness of the donors, past collection experience and other relevant factors.

(i) Investments and Spending Policy

The University's investments are comprised of the assets of the University's endowment and other investments held for general operating purposes. The University reports those investments at fair value as described further in note 12.

The Board of Trustees interprets NYPMIFA to allow for the spending of income and gains on investments of permanently restricted net assets in a manner that is prudent, considering such factors as the duration and preservation of the endowment fund, the purposes of the institution and the endowment fund, general economic conditions including the potential effect of inflation or deflation, the expected total return of the fund, other resources of the University, the needs of the University and the fund to make distributions and preserve capital, and the University's investment policy.

Investment of the University's net assets held for endowment and similar purposes is based upon a total return policy, and the utilization of its endowment resources for current operating and capital needs is related to this policy. Although NYPMIFA does not preclude the University from spending below the original gift value of permanently restricted funds, the University's policy is to spend no more than a stated percentage of fair value of its investment portfolio over time. Accordingly, during fiscal year 2012, the Board of Trustees authorized the use of total return (income and appreciation) from its endowment resources at an aggregate rate of 5.9% (5.9% during fiscal year 2011) of the average fair value of its consolidated investment portfolio for the most recent five years. To the extent that the total

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return requirement for the current year is not fulfilled by interest and dividends, the University utilizes the appreciation of its endowment and similar net assets for operating purposes. To the extent that the total return requirement for the current year is exceeded by interest and dividends, the University reinvests the excess in its net assets held for endowment and similar purposes.

The University, in compliance with NYPMIFA, notified available donors who had established endowments prior to September 17, 2010, of the new law, and offered these donors the option of requiring the University to maintain historical dollar value for their endowment funds. A minority of donors requested this option; for those who did, the University has designed procedures to ensure that the University maintains historical dollar value.

Investment securities are exposed to various risks, such as interest rates, market, economic conditions, world affairs, and credit risks. Due to the level of risk associated with certain investment securities, it is possible that changes in value could occur in the near term and such changes could materially affect the amounts reported in the investments and investment activity of the University.

In prior years, the University participated in securities lending activities. All loans were callable at any time and were fully collateralized. Investments that were loaned to another institution were included in investments held for long-term purposes on the consolidated balance sheet. Cash received as collateral on the securities lending transactions was reported as collateral held for securities lending on the consolidated balance sheet. Since the collateral had to be returned in the future, a corresponding liability was reported on the consolidated balance sheet. During fiscal year 2012, the University decided to no longer participate in securities lending activities.

(j) Property, Plant, and Equipment

Property, plant, and equipment are stated at cost or at estimated fair value if acquired by gift, less

accumulated depreciation and amortization. Buildings used for research activities are componentized as site improvements, buildings, building services, and fixed equipment. Depreciation of research building components is recorded using the straight-line method over the useful lives of the components ranging from 4 to 50 years. Depreciation of non-research buildings, equipment and library books, and amortization of leasehold and land improvements are computed using the straight-line method over the estimated useful lives of the assets. Land and museum collections are not subject to depreciation. Estimated useful lives for non-research assets are as follows:

	<u>Years</u>
Building	40
Building and leasehold improvements	20
Land improvements	20
Equipment	4 to 15
Library books	10

The University reports gifts of property, plant, and equipment as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as temporarily restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the University reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

(k) Museum Collections

The University capitalizes museum collections. If purchased, collection items are capitalized at cost, and if donated, at their appraised or fair value on the accession date (the date on which the item is accepted by the Board of Trustees). There is no depreciation recorded on collection items.

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(l) Split Interest Agreements and Perpetual Trusts

The University's split interest agreements with donors consist primarily of gift annuities, unitrusts, charitable remainder annuity trusts, and life income agreements. Assets held under these agreements are included in investments held for long-term purposes and investments in perpetual trusts held by others. For fiscal years 2012 and 2011, the fair values for split interest agreements assets are \$78,750 and \$81,119, respectively. Generally, contribution revenues are recognized at the dates the agreements are established and liabilities are recorded for the present value of the estimated future payments to be made to the beneficiaries. The liabilities are adjusted during the term of the trusts for changes in the value of the assets, accretion of the discount and other changes in the estimates of future benefits. The University is also the beneficiary of certain perpetual trusts held and administered by others. The present values of the estimated future cash receipts, which are measured by the fair value of the assets contributed to the trust, are recognized as assets and contribution revenues at the dates the trusts are established. The carrying value of the assets is adjusted for changes in the fair value of the trust assets for both split interest agreements and perpetual trusts.

(m) Refundable U.S. Government Grants for Student Loans

Funds provided by the United States Government under the Federal Perkins, Nursing and Health Professions Student Loan programs are loaned to qualified students and may be re-loaned after cash collections. These funds are ultimately refundable to the government and are recognized as a liability in the accompanying consolidated balance sheet.

(n) Grants and Contracts

Revenue from grants and contracts, primarily for research and training programs, is generally recognized as earned, that is, as the related costs are incurred under the grant or contract agreements.

Amounts received in advance are reported as advance receipt of sponsored research revenues.

Grants and contracts awarded to the University are subject to audit by the various sponsoring agencies. Indirect costs recovered on grants and contracts are recorded at rates established by the University with the federal government, or predetermined by the non-federal sponsor. Indirect cost rates for government grants and contracts are subject to audit, and subsequent final settlements are recorded as current period adjustments. Management believes the impact of any future settlements to be immaterial to the consolidated financial statements.

(o) Benefit Plans

The University provides certain health care and life insurance benefits to retired employees and spouses under a defined benefit plan. Benefits include basic medical and major medical coverage. Certain categories of retirees receive dental coverage and group life insurance. Such post-retirement benefits are accounted for as a form of deferred compensation over the estimated service lives of employees.

Post-employment benefits include benefits provided to former or inactive employees after employment but before retirement. For the University, such benefits include workers' compensation benefits, short-term disability benefits, and benefits provided under various other programs.

(p) Hospital and Faculty Practice Patient Care Activities

The Hospital has agreements with third-party payors that provide for payments to the Hospital at amounts different from its established rates. A summary of the payment arrangements with major third-party payors follows:

Medicare

Under the Medicare program, the Hospital receives reimbursement under a prospective payment system

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(PPS) for inpatient services. Under the hospital inpatient PPS, fixed payment amounts per inpatient discharge are established based on the patient's assigned diagnosis related group (DRG). When the estimated cost of treatment for certain patients is higher than the average, providers typically will receive additional "outlier" payments. The Hospital also receives reimbursement under a prospective payment system for certain medical outpatient services, based on service groups, called ambulatory payment classifications (APCs). Other outpatient services are based upon a fee schedule and/or actual costs. The Hospital's Medicare cost reports are subject to audit by the fiscal intermediary. Such audits have been done through December 31, 2005.

Medicaid and Other Third-Party Payors

The New York Health Care Reform Act of 1996 (HCRA), as amended, governs payments to hospitals in New York State (NYS).

Under HCRA, Medicaid, workers compensation, and no-fault payors payment rates are promulgated by the New York State Department of Health (DOH). Fixed payment amounts per inpatient discharge are established based on the patient's assigned case mix intensity similar to a Medicare DRG. All other third-party payors, principally Blue Cross, other private insurance companies, Health Maintenance Organizations (HMOs), Preferred Provider Organizations (PPOs) and other managed care plans, negotiate payment rates directly with the hospitals. Such arrangements vary from DRG-based payment systems, to per diems, case rates and percentage of billed charges. If such rates are not negotiated, then the payors are billed at the Hospital's established charges. Effective December 1, 2009, NYS implemented inpatient reimbursement reform. The reform updated the data utilized to calculate payment rates utilizing All Patient Refined DRGs (APR-DRGs). APR-DRGs used revised service intensity weights (SIWs) to adjust each APR-DRG for patient acuity. Similar type outpatient reforms were implemented effective December 1, 2008 by connecting outpatient

payments to Ambulatory Payment Groups (APGs) which use outpatient SIWs based on types of service and resource consumption.

In addition, under HCRA, all non-Medicare payors are required to make surcharge payments for the subsidization of indigent care and other health care initiatives. The percentage amounts of the surcharge vary by payor and apply to a broader array of health care services. Also, certain payors are required to provide additional funds through surcharges on payments to hospitals for inpatient services or through voluntary election to pay a covered lives assessment directly to the DOH.

Revenue from Blue Cross and Preferred Care accounted for approximately 28% and 6%, respectively, of the Hospital's net patient service revenue for the year ended June 30, 2012, and 27% and 7%, respectively, for the year ended June 30, 2011.

Revenue from Medicare and Medicaid programs accounted for approximately 32% and 18%, respectively, of the Hospital's net patient revenue for the fiscal year ended June 30, 2012, and 32% and 17%, respectively, for the year ended June 30, 2011. Laws and regulation governing the Medicare and Medicaid programs are extremely complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates will change by material amounts in the near term. The Hospital believes that it is in compliance, in all material respects, with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing. Compliance with such laws and regulations can be subject to future government review and interpretation. Non-compliance with such laws and regulations could result in repayments of amounts improperly reimbursed, substantial monetary fines, civil and criminal penalties and exclusion from the Medicare and Medicaid programs.

Both federal and NYS regulations provide for certain adjustments to current and prior years' payment rates and indigent care pool distributions based on

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industry-wide and hospital-specific data. The Hospital has established estimates based on information presently available of the amounts due to or from Medicare, Medicaid, workers compensation, and no-fault payors and amounts due from the indigent care pool for such adjustments. Those adjustments, which can be reasonably estimated, have been provided for in the accompanying financial statements. The Hospital has estimated the potential impact of such adjustments based on the most recent information available. However, those which are either (a) without current specific regulations to implement such adjustments, or (b) are dependent upon certain future events and cannot be reasonably estimated, have not been provided for in the accompanying financial statements. Management believes the amounts recorded in the accompanying financial statements will not be materially affected upon the implementation of such adjustments. During fiscal years 2012 and 2011, the Hospital recognized approximately \$19,300 and \$17,300 of net patient service revenue as a result of changes in estimates related to third party settlements. In addition, the Hospital recognized additional third party payables of approximately \$17,800 and \$16,000 related to fiscal years 2012 and 2011, respectively.

There are various other proposals at the federal and NYS levels relating to Medicare and Medicaid, that could, among other things, reduce reimbursement rates, modify reimbursement methods or increase managed care penetration. The ultimate outcome of these proposals and other market changes cannot presently be determined.

The University of Rochester Medical Faculty Group (URMFG) is an operating division of the University. In the year ending June 30, 2012, over 1,111 full-time faculty in 18 clinical departments and two clinical centers participated in patient care at the University of Rochester Medical Center. These full-time faculty physicians handled 871,333 outpatient visits in their offices, mostly on University-owned or leased premises; and covered 35,802 hospital admissions, as well as participated in the coverage of the emergency department

handling over 99,523 visits. Payments for these services are derived primarily from third-party insurers including Managed Care companies (19.67%), Medicare (21.93%), Blue Shield (24.20%), Medicaid (10.59%), commercial (9.03%), other (5.25%), and self-pay (9.33%).

In addition to providing clinical outpatient care, the faculty group's mission is met by providing education and teaching. The faculty supervise and instruct 436 University medical students and 782 residents and fellows.

(q) Charity Care and Provision for Bad Debts

As further described in Note 17, the University provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Because the Hospital does not pursue collection of amounts determined to qualify as charity care, these are not reported as revenue or patient accounts receivable.

The University grants credit without collateral to patients, most of whom are local residents and are insured under third-party arrangements. Additions to the allowance for uncollectible accounts are made by means of the provision for bad debts. Accounts written off as uncollectible are deducted from the allowance and subsequent recoveries are added. The amount of the provision for bad debts is based upon management's assessment of historical and expected net collections, business and economic conditions, trends in Federal and State governmental healthcare coverage and other collection indicators.

(r) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses during the reporting period. Management's assumptions are primarily related to the appropriate discount rate for the purposes of fair value calculations, allowances for doubtful accounts, self-

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insured risks, and third-party payor contractual adjustments and allowances. Actual results may differ from those estimates.

(s) Investment in Net Assets of Foundation

The University accounts for its interest in the net assets of the James P. Wilmot Foundation, Inc. (Foundation) in accordance with not-for-profit guidance. The guidance establishes standards for transactions in which a donor transfers assets to a not-for-profit organization or charitable trust, which then agrees to transfer those assets, the return on investment of those assets, or both to a beneficiary specified by the donor. Under the accounting guidance, the University is required to recognize the net assets and its share of the change in the net assets of the Foundation. The Foundation was established for the support of cancer research at the University's School of Medicine and Dentistry.

(t) Asset Retirement Obligations

The University accounts for asset retirement obligations in accordance with asset retirement and environmental obligations guidance. This guidance primarily affects the way the University accounts for asbestos-related removal costs. The University accrues for asset retirement obligations in the

period incurred if sufficient information is available to reasonably estimate the fair value of the obligation. Over time, the liability is accreted to its settlement value. Upon settlement of the liability, the University will recognize a gain or loss for any difference between the settlement amount and liability recorded.

(u) Derivative Instruments and Hedging Activities

Derivative instruments related to the University's long-term debt are included in accounts payable and accrued expenses or in accounts receivable, net on the consolidated balance sheet. The change in the fair value of the derivative instruments is included in the net depreciation/appreciation in the statements of activities. The University selected the combination of variable rate bond issues and interest rate swap agreements to obtain fixed rate financing at the lowest available cost at the time of the transactions. The University is exposed to credit loss in the event of nonperformance by the counterparty to its long-term rate swaps. The interest rate swaps do not qualify for cash flow hedge accounting.

(v) Reclassification

Certain amounts in previously issued financial statements have been reclassified to conform to the current year presentation.

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(2) Net Assets

Unrestricted net assets consist of the following at June 30:

	<u>2012</u>	<u>2011</u>
Designated:		
University divisions	\$ 1,068,151	\$ 1,035,335
Highland Hospital and affiliates	98,123	112,615
Eastman Dental Center Foundation	23,602	21,226
Other related entities	(24,927)	(20,146)
Total designated	<u>1,164,949</u>	<u>1,149,030</u>
Net investment in property, plant, and equipment	550,403	618,085
Undesignated	<u>30,321</u>	<u>51,594</u>
Total unrestricted net assets	<u>\$ 1,745,673</u>	<u>\$ 1,818,709</u>

Temporarily restricted net assets consist of the following at June 30:

	<u>2012</u>	<u>2011</u>
Accumulated appreciation on permanently restricted net assets subject to board appropriation and/or purpose restrictions	\$ 387,543	\$ 410,780
Interest in net assets of foundation	12,330	13,743
Related entities	720	897
Other gifts and income subject to:		
Purpose restrictions	19,670	14,872
Time restrictions:		
Contributions receivable	60,299	35,642
Split-interest agreements	<u>28,971</u>	<u>30,282</u>
Total temporarily restricted net assets	<u>\$ 509,533</u>	<u>\$ 506,216</u>

Permanently restricted net assets consist of the following at June 30:

	<u>2012</u>	<u>2011</u>
Perpetual endowment funds	\$ 310,209	\$ 286,849
Interests in perpetual trusts held by others	46,877	49,780
Split-interest agreements	3,077	2,758
Perpetual loan funds	3,670	3,634
Contributions receivable	<u>30,628</u>	<u>15,914</u>
Total permanently restricted net assets	<u>\$ 394,461</u>	<u>\$ 358,935</u>

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Endowment net assets consist of the following at June 30, 2012:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor - restricted funds:				
True endowments	\$ -	\$ 386,425	\$ 310,209	\$ 696,634
Term endowments	-	1,118	-	1,118
	<u>-</u>	<u>387,543</u>	<u>310,209</u>	<u>697,752</u>
Funds functioning as endowment (quasi)	<u>824,814</u>	<u>-</u>	<u>-</u>	<u>824,814</u>
Total endowment funds	<u>\$ 824,814</u>	<u>\$ 387,543</u>	<u>\$ 310,209</u>	<u>\$ 1,522,566</u>

Rollforward of endowment net assets from July 1, 2011 to June 30, 2012:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, July 1, 2011	\$ 861,660	\$ 410,780	\$ 286,849	\$ 1,559,289
Investment return:				
Investment income, net of fees	6,652	5,467	-	12,119
Net appreciation	6,335	5,649	-	11,984
Total investment return	<u>12,987</u>	<u>11,116</u>	<u>-</u>	<u>24,103</u>
New gifts	1,666	920	21,746	24,332
Amounts appropriated for expenditure	(48,759)	(35,597)	-	(84,356)
Other changes and reclassifications	(2,740)	324	1,614	(802)
Endowment net assets, June 30, 2012	<u>\$ 824,814</u>	<u>\$ 387,543</u>	<u>\$ 310,209</u>	<u>\$ 1,522,566</u>

Endowment net assets consist of the following at June 30, 2011:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor - restricted funds:				
True endowments	\$ -	\$ 409,603	\$ 286,849	\$ 696,452
Term endowments	-	1,177	-	1,177
	<u>-</u>	<u>410,780</u>	<u>286,849</u>	<u>697,629</u>
Funds functioning as endowment (quasi)	<u>861,660</u>	<u>-</u>	<u>-</u>	<u>861,660</u>
Total endowment funds	<u>\$ 861,660</u>	<u>\$ 410,780</u>	<u>\$ 286,849</u>	<u>\$ 1,559,289</u>

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Rollforward of endowment net assets from July 1, 2010 to June 30, 2011:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, July 1, 2010	\$ 988,403	\$ 94,100	\$ 263,528	\$ 1,346,031
NYPMIFA adjustment	(239,778)	239,778	-	-
Investment return:				
Investment income, net of fees	9,643	7,718	-	17,361
Net appreciation	136,375	104,636	-	241,011
Total investment return	146,018	112,354	-	258,372
New gifts	1,512	487	19,201	21,200
Amounts appropriated for expenditure	(48,502)	(34,946)	-	(83,448)
Other changes and reclassifications	14,007	(993)	4,120	17,134
Endowment net assets, June 30, 2011	<u>\$ 861,660</u>	<u>\$ 410,780</u>	<u>\$ 286,849</u>	<u>\$ 1,559,289</u>

(3) Accounts Receivable

Accounts receivable at June 30 consist of the following:

	<u>2012</u>	<u>2011</u>
Patient care and related activities, net of allowances for doubtful accounts of \$31,832 and \$31,897	\$ 144,464	\$ 150,648
Federal, state and local governments, foundations and companies, net of allowances for doubtful accounts of \$541 and \$598	41,088	42,835
Medical resident FICA refund claim (including interest), net of allowance of \$16,818 and \$16,818	31,718	31,520
Student receivables, net of allowances for doubtful accounts of \$3,287 and \$2,686	4,488	6,100
Royalties and other	104,015	61,066
Total accounts receivable	<u>\$ 325,773</u>	<u>\$ 292,169</u>

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(4) Contributions

Contributions receivable, net, are summarized as follows at June 30:

	<u>2012</u>	<u>2011</u>
Unconditional promises expected to be collected in:		
Less than one year	\$ 7,818	\$ 3,181
One year to five years	72,385	43,802
More than five years	48,424	25,991
Subtotal	<u>128,627</u>	<u>72,974</u>
Less unamortized discount and allowance for uncollectible amounts	<u>(37,700)</u>	<u>(21,418)</u>
Total contributions receivable, net	<u>\$ 90,927</u>	<u>\$ 51,556</u>

At June 30, 2012, the University had also received \$168,160 in bequest intentions and certain other conditional promises to give. These intentions and conditional promises to give are not recognized as assets. If they are received, they generally will be restricted for specific purposes stipulated by the donor, primarily endowments for faculty support, scholarships or general operating support of a particular department or division of the University.

The University expended \$36,226 and \$34,897 for University relations and development for the years ended June 30, 2012 and 2011, respectively.

(5) Notes Receivable

Notes receivable, net, are summarized as follows at June 30:

	<u>2012</u>		
	<u>Gross Receivable</u>	<u>Allowance</u>	<u>Net Receivable</u>
Federal student loans	\$ 17,009	\$ 904	\$ 16,105
Institutional student loans	4,366	606	3,760
Other note receivable	28,482	-	28,482
Total	<u>\$ 49,857</u>	<u>\$ 1,510</u>	<u>\$ 48,347</u>

	<u>2011</u>		
	<u>Gross Receivable</u>	<u>Allowance</u>	<u>Net Receivable</u>
Federal student loans	\$ 17,002	\$ 904	\$ 16,098
Institutional student loans	4,032	606	3,426
Other note receivable	28,482	-	28,482
Total	<u>\$ 49,516</u>	<u>\$ 1,510</u>	<u>\$ 48,006</u>

Student loan programs are funded by donor contributions, other institutional sources and governmental programs, primarily the Federal Perkins Loan Program. The amounts received from the federal government's portion of the Perkins program are ultimately refundable to the federal government and are reported as a liability on the University's consolidated balance sheet as refundable U.S. Government grants for student loans.

Credit worthiness is not a factor when granting a student a loan from institutional or federal resources; it is based on financial need. However, once the loan is in repayment status, the University monitors the aging of the student loans receivable.

Student loans are often subject to unique restrictions and conditions and, therefore, it is not practical to determine their fair values. The allowance is intended to provide for loans, both in repayment status and not yet in repayment status (borrowers are still in school or in the grace period following graduation), that may not be collected.

The other note receivable represents a \$28,482 note receivable of the University of Rochester Real Estate Corporation (wholly-owned by the University) for a loan to the Chase NMTC Eastman Theatre Investment Fund LLC (a non-consolidated entity) which matures in December, 2049. The University receives interest only, at 1.0% during the first ninety months of the term. For the remainder of the term, the note shall bear interest at 1.7%, compounding annually, with a minimum of 1.0% principal payable annually, with all principal and any unpaid interest

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due on the maturity date. Refer to Note 8 (p) for further information.

(6) Investments Held for Long-Term Purposes

Investments were held for the following long-term purposes at June 30:

	<u>2012</u>	<u>2011</u>
Endowment and similar purposes	\$ 1,601,323	\$ 1,640,407
Property, plant and equipment purposes:		
Debt service reserves	17,892	13,515
Bond proceeds not yet expended	107,394	47,272
Other	4,494	2,187
Total property, plant and equipment purposes	129,780	62,974
Other purposes	91,851	79,975
Total investments held for long-term purposes	<u>\$ 1,822,954</u>	<u>\$ 1,783,356</u>

For investment purposes, substantially all investments held for endowment and similar purposes participate in one of several pools, each with its own investment policy and objectives. The investment pool assets are owned by the separate endowment and similar funds within each pool based on the percent ownership of each fund to the pool. Income, realized and unrealized gains and losses are distributed based on the percent ownership of the pooled assets measured at fair value.

The following table summarizes changes in relationships between cost and fair values of investments held for endowment and similar purposes:

	<u>2012</u>		
	<u>Fair Value</u>	<u>Cost</u>	<u>Net Gains/ (Losses)</u>
End of year	\$ 1,601,323	\$ 1,525,886	\$ 75,437
Beginning of year	\$ 1,640,407	\$ 1,480,017	\$ 160,390
Unrealized depreciation, net			(84,953)
Realized net gains for year			97,669
Net increase for year			<u>\$ 12,716</u>
	<u>2011</u>		
	<u>Fair Value</u>	<u>Cost</u>	<u>Net Gains/ (Losses)</u>
End of year	\$ 1,640,407	\$ 1,480,017	\$ 160,390
Beginning of year	\$ 1,415,977	\$ 1,428,432	\$ (12,455)
Unrealized appreciation, net			172,845
Realized net gains for year			80,060
Net increase for year			<u>\$ 252,905</u>

The University permits several of its investment managers to utilize forward contracts, currency options and futures with the specific authorization of the investment committee of the Board of Trustees. However, the University was not directly engaged in any of the above mentioned derivative transactions as of June 30, 2012 and 2011.

Management does not anticipate that losses, if any, resulting from its market or credit risks would materially affect the consolidated financial position of the University.

Investment fees were \$33,615 and \$32,427 for the years ended June 30, 2012 and 2011, respectively.

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(7) Property, Plant, and Equipment

As of June 30, 2012 and 2011, the University's investment in property, plant and equipment is as follows:

	<u>2012</u>	<u>2011</u>
Buildings and improvements	\$ 2,054,701	\$ 1,934,740
Land improvements	45,717	42,805
Completed projects under leasehold agreements	10,148	9,086
Equipment owned	911,885	806,659
Library books	<u>151,457</u>	<u>142,372</u>
Subtotal	3,173,908	2,935,662
Less accumulated depreciation	<u>1,787,538</u>	<u>1,676,285</u>
Subtotal	1,386,370	1,259,377
Land	8,817	7,860
Museum collections	30,882	30,431
Construction in progress	<u>135,888</u>	<u>156,107</u>
Total property, plant and equipment, net	<u>\$ 1,561,957</u>	<u>\$ 1,453,775</u>

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(8) Long-term Debt

The following is a summary of the University's long-term indebtedness at June 30:

	<u>2012</u>	<u>2011</u>
Obligations under capital lease agreements, 2.391% to 5.702% (a)	\$ 2,665	\$ 15,889
Urban Development Corporation Loan (b)	1,500	1,667
Direct Note Obligation – The Bank of New York, 5.40% to 5.75% (net of unamortized discount of \$19 in 2012 and \$21 in 2011) (c)	8,581	8,579
Bond payable – COMIDA, 10.00% (d)	567	598
Bonds payable – DHCR Series 1973A, 6.26% (e)	-	1,325
Bonds payable – DHCR Series 1979A, 8.40% (f)	-	300
Bonds payable – DASNY Series 1994B, 5.50% (g)	8,700	9,170
Bonds payable – DASNY Series 2001A, 2.90% to 5.00% (net of unamortized discount of \$67 in 2011) (h)	-	13,952
Bonds payable – DASNY Series 2003A, B, and C, 3.97% (i)	106,755	114,904
Bonds payable – DASNY Series 2004A, 3.00 to 5.25% (net of unamortized premium of \$337 in 2012 and \$353 in 2011) (j)	25,562	26,283
Bonds payable – COMIDA, 3.125% to 5.450% (net of unamortized premium of \$561 in 2012 and \$661 in 2011) (k)	27,981	30,511
Bonds payable – DASNY Series 2006 A-1 and B-1, 3.919% (l)	111,180	111,180
Bonds payable – DASNY Series 2007A-1, A-2, B, and C, 4.000% to 5.000% (net of unamortized premium of \$6,871 in 2012 and \$7,121 in 2011) (m)	238,780	240,315
Bonds payable – DASNY Series 2009A, B, C, D, and E, 2.50% to 5.00% (net of unamortized premium of \$2,270 in 2012 and \$2,678 in 2011) (n)	96,913	106,523
Bonds payable – DASNY Series 2010, 2.00% to 5.20% (net of unamortized discount of \$62 in 2012 and \$65 in 2011) (o)	10,938	10,935
Notes payable – Eastman Theatre Renovation, 0.74% to 2.73% (p)	53,482	53,782
Bonds payable – MCIDC Series 2011 A and B, 2.00% to 5.00% (net of unamortized premium of \$13,566 in 2012) (q)	171,766	-
Notes payable – Manufacturers and Traders Trust Bank, 3.28% (r)	8,839	-
Total long-term debt	<u>\$ 874,209</u>	<u>\$ 745,913</u>

The following is a description of the University's long-term debt:

In addition to the arrangement discussed above, the University and its related entities have entered into several other capital leases for equipment.

(a) Obligations Under Capital Lease Agreements

The University entered into a tax-exempt capital lease program in November 2006 for \$10,832. The lease is being repaid with quarterly payments of \$573, including interest at 3.879% to 3.881% through November 2012. The leased equipment includes a network infrastructure upgrade and the purchase of an MRI.

(b) Urban Development Corporation Loan

In March 1992, the New York State Urban Development Corporation (UDC) entered into an agreement with the University to partially fund the construction of the University's Center for Optoelectronics and Imaging (COI) with a loan of \$5,000. The agreement requires the University to

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pay an amount equal to the debt service on the \$6,320 tax-exempt bond issued by which UDC financed the loan and the associated reserve funds and costs of issuance. The loan is collateralized by a mortgage on the property.

Pursuant to an agreement authorized by statute, the State of New York leases the COI from the University for the 30-year term of the loan, paying, as rent, an amount sufficient to cover the University's obligations to UDC. These rents have been assigned to UDC as further collateral for the loan. The University retains possession of the property under a sub-lease from the State at an annual rent equivalent to one-thirtieth of the sum of the loan principal and the cost of issuance of the UDC bonds.

(c) Direct Note Obligation—The Bank of New York

Pursuant to an agreement between the University and the Bank of New York dated November 25, 2003, the Bank of New York issued \$8,600 of notes known as the University of Rochester Direct Note Obligations, Series 2003. The Series 2003 notes were issued to refinance drawings under the University's revolving line of credit with JPMorgan Chase Bank. The line of credit had been used to refinance indebtedness and certain other mortgages related to Eastman Place. Eastman Place is a facility used partly to house activities of the Eastman School of Music.

The Series 2003 notes are general, unsecured obligations of the University.

(d) Bond Payable – COMIDA

Pursuant to an agreement between the University and the County of Monroe Industrial Development Agency (COMIDA) dated January 6, 2004, COMIDA issued a replacement bond in the amount of \$698. The 2004 COMIDA Replacement bond is for the purchase of property at 10 Gibbs Street, Rochester, New York which has become part of the Eastman School of Music campus.

(e) Bonds Payable – DHCR Series 1973A

Pursuant to an agreement with a University related entity (Crittenden Boulevard Housing Company, Inc.) and the New York State Division of Housing and Community Renewal (DHCR) dated September 1973, DHCR issued and sold \$7,065 of Series A bonds. The related entity was repaying the indebtedness at an average rate of 6.26%.

The Series 1973A bonds were paid off during fiscal year 2012.

(f) Bonds Payable – DHCR Series 1979A

Pursuant to an agreement with a University related entity (Crittenden Boulevard Housing Company, Inc.) and the New York State Division of Housing and Community Renewal (DHCR) dated April 1979, DHCR issued and sold \$7,670 of Series 1979A bonds. The related entity was repaying the indebtedness at an average rate of 8.4%.

The Series 1979A bonds were paid off during fiscal year 2012.

(g) Bonds Payable – DASNY Series 1994B

Pursuant to an agreement with a University related entity (Highland Hospital and affiliates) and DASNY, \$13,000 of Series 1994B Revenue Bonds were issued and sold by DASNY. The related entity is repaying the indebtedness at a fixed rate of 5.50%, maturing July 1, 2023.

During fiscal year 2009, the Series 1994B bonds were remarketed and converted from a fixed interest rate to a variable interest rate determined by the bond agent. The terms related to principal repayment did not change.

The bond issue is collateralized by an interest in certain buildings and equipment and an irrevocable direct pay letter of credit held by HSBC Bank which expires July 2015.

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(h) Bonds Payable – DASNY Series 2001A

Pursuant to an agreement between the University and DASNY dated July 10, 2001, DASNY issued and sold \$22,920 of bonds known as the University of Rochester Revenue Bonds, Series 2001A. The Series 2001A bonds were issued at a discount of \$152 resulting in net proceeds of \$22,768 to refinance (1) all the outstanding \$184 University's Dormitory (Apartment) bonds of 1962, HUD Series D and all the outstanding \$840 University's Dormitory (Apartment) bonds of 1966, HUD Series E and (2) a portion of the University of Rochester Revenue Bond, Series 1994A, maturing on and after July 1, 2007.

During fiscal year 2012, the Series 2001A bonds were refinanced under Series 2011A. A loss on debt extinguishment due to bond restructuring of \$636 was recognized.

(i) Bonds Payable – DASNY Series 2003A, B, and C

Pursuant to an agreement with the University and DASNY dated October 29, 2003, DASNY issued and sold \$164,425 of bonds known as the University of Rochester Revenue Bonds, Series 2003, consisting of \$32,550 Series 2003A bonds, \$49,650 Series 2003B bonds and \$82,225 Series 2003C bonds.

Series 2003A bonds were issued to finance (1) an expansion of the Laboratory for Laser Energetics building to accommodate the construction of a federally funded laser expansion; (2) renovation of space to house a functional MRI; (3) deferred maintenance remediation in various buildings and (4) renovation and information technology upgrades in various faculty offices, laboratory space and student residential buildings. A portion of the proceeds from Series 2003A also refinanced the remaining portion of the University of Rochester Revenue Bonds, Series 1987.

Series 2003B bonds were issued to finance (1) equipment acquisitions for the Hospital; (2) the expansion of an existing garage and (3) laboratory

relocations at the Hospital. Series 2003B bonds also refinanced University of Rochester Series 1993A bonds and a portion of the University of Rochester Series 1994 bonds.

Series 2003C bonds were issued to finance (1) construction of an Adult Intensive Care Unit; (2) renovations of the Cancer Center and (3) deferred maintenance, renovations and improvements to faculty offices, laboratory and clinical spaces for various departments and areas within the Hospital and School of Medicine and Dentistry. Series 2003C also refinanced a portion of the University of Rochester Series 1994 bonds.

On July 31, 2003, the University executed interest rate swaps with third parties. The University entered into interest rate swap agreements to exchange variable rate debt for a fixed rate obligation without the exchange of the underlying principal amount. Generally under this agreement, the counterparty pays the University a variable interest rate equal to 61.5% of one-month LIBOR plus 56 basis points. The University will pay the counterparty a fixed interest rate of 3.97%. These rates are subject to change based upon certain conditions as stated in the swap agreement. The contractual relationship under this agreement will last until July 1, 2033.

During fiscal year 2009, the Series 2003A, B and C bonds were restructured and converted from an auction rate to a variable rate as determined by the remarketing agent. The terms related to principal repayment did not change. The bonds have a corresponding letter of credit available at varying financial institutions, individually, in amounts totaling the outstanding debt service of each bond.

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

The University has a letter of credit in place for DASNY Series 2003A and 2003C in the amount of \$103,502 with JP Morgan Chase Bank, N.A which expires in March 2013. Of this total, no amounts were outstanding at June 30, 2012 and 2011.

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The University has a letter of credit in place for DASNY Series 2003B in the amount of \$34,745 with HSBC Bank, N.A which expires in September 2013. Of this total, no amounts were outstanding at June 30, 2012 and 2011.

(j) Bonds Payable – DASNY Series 2004A

Pursuant to an agreement between the University and DASNY dated August 26, 2004, DASNY issued \$45,000 of bonds known as the University of Rochester Revenue Bonds, Series 2004A. The Series 2004A bonds were issued at a premium of \$603, resulting in proceeds of \$45,603, to finance the construction of a cogeneration facility to provide supplementary heat and/or electricity to the University and will also provide an addition to the University's central utility plant.

A portion of the Series 2004A bonds were refinanced as a result of the issuance of Series 2007C during fiscal year 2007.

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

(k) Bonds Payable – COMIDA

Pursuant to an agreement with a University related entity (Highland Hospital and affiliates) and the County of Monroe Industrial Agency (COMIDA) dated June 23, 2005, COMIDA issued and sold \$20,000 of fixed rate Civic Facility Revenue Refunding Bonds and \$14,920 of fixed rate Civic Facility Revenue Project Bonds. The COMIDA Refunding Bonds were issued at a premium of \$912 and were used to refund a portion of Series 1997A debt. These refunding bonds are collateralized by amounts in a debt service reserve fund. The COMIDA Project Bonds were issued at a premium of \$362 and were issued to finance (1) the Park Ridge Oncology Project, (2) the Bariatric Surgery Project, (3) the Orthopedic Operating Room Project and (4) various renovation projects throughout Highland Hospital. These bonds are collateralized by the construction projects noted above. In addition,

Highland Hospital issued \$6,135 of direct taxable notes on June 23, 2005 to refund the remaining portion of Series 1997A and all of Series 1997B debt. These notes were issued at a discount of \$5 and are collateralized by amounts in a debt service reserve fund.

(l) Bonds Payable – DASNY Series 2006A-1 and B-1

Pursuant to an agreement between the University and DASNY dated March 16, 2006, DASNY issued and sold \$111,180 of bonds known as the University of Rochester Revenue Bonds, Series 2006, consisting of \$94,130 Series 2006A-1 bonds and \$17,050 Series 2006B-1 bonds. The Series 2006A-1 bonds were issued to refinance the University of Rochester Series 1999A bonds and portions of the University of Rochester Series 1997A bonds, the University of Rochester Series 1998A bonds and the University of Rochester Series 2000A bonds. The Series 2006B-1 bonds were issued to refinance portions of the University of Rochester Series 1999B bonds.

On March 16, 2006, the University executed interest rate swaps with a third party. The University entered into an interest rate swap agreement to exchange variable rate debt for the fixed rate obligation without the exchange of the underlying principal amount. Generally, under this agreement, the counterparty will pay the University a variable-interest rate based on the Bond Market Association (BMA) Municipal Swap Index. The University will pay the counterparty a fixed interest rate of 3.919%. These rates are subject to change based upon certain conditions as stated in the swap agreement. The contractual relationship under this agreement will last until July 1, 2027.

During fiscal year 2009, the Series 2006A-1 and B-1 bonds were restructured and converted from an auction rate to a variable rate as determined by the remarketing agent. The terms related to principal repayment did not change. The bonds have a corresponding letter-of-credit available at varying financial institutions, individually, in amounts totaling the outstanding debt service of each bond.

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

The University has a letter of credit in place in the amount of \$112,642 with Bank of America, N.A, which expires in September 2014. The letter of credit has a renewal option that can be exercised every three years. Of this total, no amounts were outstanding as of June 30, 2012 and 2011.

(m) Bonds Payable – DASNY Series 2007A-1, A-2, B and C

Pursuant to an agreement between the University and DASNY dated February 21, 2007, DASNY issued and sold \$235,869 of bonds known as the University of Rochester Revenue Bonds, Series 2007, consisting of \$111,210 Series 2007A-1 bonds, \$20,534 Series 2007A-2 bonds, \$40,290 Series 2007B bonds and \$63,835 Series 2007C bonds. The Series 2007 bonds were issued at a net premium of \$8,207 resulting in proceeds of \$244,076.

Series 2007A-1 bonds were issued to finance (1) the construction of the University's portion of the Cancer Center; (2) the acquisition and renovation of a new University Data Center; (3) an upgrade to the central utilities chilled water capacity and the expansion of its infrastructure; (4) the construction of a new animal facility and the renovation of existing laboratory space at the Aab Cardiovascular Research Institute; (5) the construction or renovation of a University Health Service building; and (6) various deferred maintenance projects and renovations of laboratories, office space and student residential buildings.

Series 2007A-2 bonds were issued to finance (1) the renovation of the University Advancement and Alumni Center; and (2) the construction of the Goergan Hall for biomedical engineering and optics programs.

Series 2007B bonds were issued to finance (1) the construction of the Hospital's portion of the Cancer

Center; (2) the renovation of the Hospital's surgical adult intensive care and intermediate care units; (3) the renovation of the Hospital's medical behavioral inpatient unit; and (4) the purchase of equipment for the Hospital.

Series 2007C bonds were issued to refinance (1) a portion of the University of Rochester Series 1998A bonds; and (2) a portion of the University of Rochester Series 2004A bonds.

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

(n) Bonds Payable – DASNY Series 2009A, B, C, D and E

Pursuant to an agreement between the University and DASNY dated July 22, 2009, DASNY issued and sold \$117,279 of bonds known as the University of Rochester Revenue Bonds, Series 2009, consisting of \$54,469 Series 2009A bonds, \$34,460 Series 2009B bonds, \$11,135 Series 2009C bonds, \$3,625 Series 2009D bonds and \$13,590 Series 2009E bonds. The Series 2009 bonds were issued at a net premium of \$3,463 resulting in proceeds of \$120,742.

Series 2009A bonds were issued to finance (1) fire alarm replacements, sprinkler installations, and renovations in undergraduate halls; (2) renovations to laboratories and offices throughout the River Campus and Medical Center ; (3) the renovation of Wilson Commons dining hall; (4) central utilities infrastructure improvements for the River Campus and Medical Center; (5) various deferred maintenance and renovation projects at the Eastman School and Medical Center campuses; (6) a portion of the construction of the Saunders Research Building.

Series 2009B bonds were issued to refinance the remaining outstanding bonds for Series 1997A, Series 1998A, and Series 2000A.

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Series 2009C bonds were issued to finance the relocation of certain electrical switchgear within the Medical Center.

Series 2009D bonds were issued to refinance the outstanding bonds for Series 1999B.

Series 2009E bonds were issued to finance a portion of the construction of the Saunders Research Building.

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

thirty years. The remaining loans are specialized NMTC notes payable totaling \$38,300 at a cost of 0.74% for forty years, maturing on December 18, 2049. The University is required to pay interest only on these promissory notes for the first seven years. The lenders of the notes payable are a group of Community Development Entities that will receive significant tax credits as a result of this loan.

The University loaned \$28,482 to an investment fund as a part of the setup of the community development entities. The external note receivable matures on December 18, 2049. Refer to Note 5 for further information on the external notes receivable.

(o) Bonds Payable - DASNY Series 2010

Pursuant to an agreement with a University related entity (Highland Hospital and affiliates) and DASNY dated June 25, 2010, DASNY issued and sold \$11,000 of bonds known as Highland Hospital Revenue Bonds, Series 2010. The Series 2010 bonds were issued at a net discount of \$68 resulting in proceeds of \$10,932.

Series 2010 bonds were issued to finance the following: (1) the creation of a twenty-two bed Neuromedicine Inpatient Unit; and (2) the enhancement and expansion of the space, equipment, and technology used for Perioperative Services.

(p) Notes Payable – Eastman Theatre Renovation

In December 2009, the University entered into a financing arrangement for the renovation of the Eastman Theatre enhanced by qualified investors in the New Markets Tax Credit program. This transaction resulted in \$53,782 in new external consolidated debt and \$28,482 in new external notes receivable to the University.

Several loans were created through the NMTC financing structure. The first is an ordinary bank loan from JPMorgan Chase for \$15,482 at a cost of LIBOR plus 2.5% for a seven-year term. After seven years, this loan is expected to be refinanced by tax-exempt bonds and amortized in equal payments over

(q) Bonds Payable – MCIDC Series 2011 A and B

Pursuant to an agreement between the University and Monroe County Industrial Development Corporation (MCIDC) dated September 1, 2011, MCIDC issued and sold \$161,660 of bonds known as the University of Rochester Tax-Exempt Revenue Bonds, Series 2011, consisting of \$122,340 Series 2011A bonds and \$39,320 Series 2011B bonds. The Series 2011 bonds were issued at a premium of \$14,088 resulting in proceeds of \$175,748.

Series 2011A bonds were issued to finance (1) the renovation of Danforth Dining Center; (2) the construction of the Ronald Rettner Building to house the University's digital media center and fabrication lab; (3) renovations to laboratories and offices throughout the River and Medical Center campuses; (4) various renovations for Fauver Stadium; (5) various deferred maintenance and renovation projects at the Eastman School of Music and related residential halls; (6) the construction of the O'Brien Residence Hall to house undergraduate students; (7) the renovation of various undergraduate and graduate residential facilities; (8) construction of the Raymond F. LeChase Hall to house the University's Warner School of Education; (9) improvements and expansion of the central utilities plant; (10) renovation and modernization of the Medical Center storm sewer infrastructure; and (11) a portion of the Cancer Center Vertical Expansion improvements. A

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portion of Series 2011A was used to refinance all of the outstanding bonds for Series 2001A.

Series 2011B bonds were issued to finance (1) a portion of the Cancer Center Vertical Expansion improvements; (2) the relocation of the Bone Marrow Transplant Unit; (3) the replacement of the air handler equipment within Strong Memorial Hospital, and (4) replacement of certain existing angiographic equipment.

The loan agreement and the obligation of the University to make payments under the loan agreement are general obligations of the University.

(r) Notes Payable – Manufacturers and Traders Trust Bank

Pursuant to an agreement between the University and the Manufacturers and Traders (M & T) Bank dated June 5, 2012, M & T Bank issued \$9,000 of term notes. The note was issued to partially finance the purchase of the Lac De Ville facility. The University is repaying the indebtedness at a fixed rate of 3.28%, maturing April 2026.

The M & T Bank term notes are general, unsecured obligations of the University.

(s) Required Principal Payments

Required composite principal payments for long-term debt, net of unamortized discount or premium, for each of the years in the five-year period ending June 30, 2017 and thereafter are as follows:

<u>Maturity</u>	<u>Principal Portions of Lease Payments</u>	<u>Principal Payments of Debt</u>	<u>Total Principal Payments</u>
2013	\$ 1,594	\$ 29,138	\$ 30,732
2014	342	31,388	31,730
2015	309	41,462	41,771
2016	169	53,346	53,515
2017	165	33,853	34,018
Thereafter	86	682,357	682,443
Total	<u>\$ 2,665</u>	<u>\$ 871,544</u>	<u>\$ 874,209</u>

The University incurred \$30,604 and \$29,344 of interest expense for the years ended June 30, 2012 and 2011, respectively, net of interest capitalization of \$4,454 and \$2,766 for the years ended June 30, 2012 and 2011, respectively.

The University has letter of credit agreements with various financial institutions to purchase the University's variable rate demand bonds in the event they cannot be remarketed. In the event that the bonds covered by these agreements are not remarketable and the agreements are not otherwise renewed, the principal amounts (including variable rate demand bonds not subject to a liquidity facility) would be \$106,212, \$48,781, \$120,961, \$36,910, \$15,788, and \$545,557 for the five-year period ending June 30, 2017 and thereafter.

(t) Fair Value of Long-Term Debt

The fair value of the University's long-term debt is estimated based upon the amount of future cash flows, discounted using the University's current borrowing rate for similar debt instruments of comparable maturities. The fair value of total long term debt, excluding capital leases, was \$909,850 and \$729,909 at June 30, 2012 and 2011, respectively.

(9) Benefits Plans

Self-insurance Plans – University

The University is self-insured for workers' compensation. Based on estimates provided by actuaries, liabilities for asserted and unasserted claims under the workers' compensation program at June 30, 2012 were discounted by 1.75% and amounted to \$46,610 (3.50% and \$42,686 in 2011). These liabilities are offset by receivables for the expected insurance direct payments against these claims of \$9,110 at June 30, 2012 (\$8,882 at June 30, 2011). The liabilities are included in accrued pension, post-retirement, and post-employment liabilities, and the receivables are included in other assets on the consolidated balance sheet. The University has a standby letter of credit with

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JPMorgan Chase Bank to cover potential liabilities under the University's self-insured workers' compensation program.

The University is self-insured for health care benefits. Based on estimates provided by actuaries, the University's obligation for incurred but not reported claims was \$11,983 and \$11,035 as of June 30, 2012 and 2011, respectively. These amounts are included in accounts payable and accrued expenses on the consolidated balance sheet and have not been discounted.

Retirement Plan – University

The University provides defined contribution retirement plans to its employees. The University of Rochester's Retirement Program offers four investment company options that are administered by each of the separate investment companies. Under these plans, the University made

contributions of \$73,395 and \$70,334 in 2012 and 2011, respectively, which were vested for the benefit of the participants.

Post-retirement Benefit Plan – University

The University's post-retirement benefit plan includes basic medical, major medical, dental coverage, and life insurance. Benefit levels differ for current retirees, current employees eligible to retire, and current employees not eligible to retire.

The University incurred post-retirement plan expense of \$12,492 and \$16,325 for the years ended June 30, 2012 and 2011, respectively, which is recorded in fringe benefits expense on the consolidated statement of activities.

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Benefit expense for this plan for the years ended June 30, 2012 and 2011 includes the following components:

	<u>2012</u>	<u>2011</u>
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ 141,527	\$ 143,377
Service cost	2,824	2,917
Interest cost	7,224	7,337
Estimated plan participant contributions	2,218	2,013
Actuarial (gain)/loss	21,005	(8,033)
Benefits paid	(10,096)	(9,244)
Amendments	-	3,160
	<u> </u>	<u> </u>
Benefit obligation at end of year	\$ <u>164,702</u>	\$ <u>141,527</u>
Change in plan assets:		
Fair value of plan assets at beginning of year	\$ -	\$ -
Employer contributions	7,878	7,231
Participant contributions	2,218	2,013
Benefits paid	(10,096)	(9,244)
	<u> </u>	<u> </u>
Fair value of plan assets at end of year	\$ <u>-</u>	\$ <u>-</u>
Components of accrued benefit:		
Funded status	\$ (164,702)	\$ (141,527)
Unrecognized net actuarial loss	39,360	18,678
Unrecognized prior service cost	6,742	8,863
	<u> </u>	<u> </u>
Accrued benefits	\$ <u>(118,600)</u>	\$ <u>(113,986)</u>
Amounts recognized in the consolidated balance sheets consist of:		
Accrued post-retirement benefit cost	\$ (113,986)	\$ (104,892)
Net post-retirement benefit expense	(12,492)	(16,325)
Employer contributions	7,878	7,231
	<u> </u>	<u> </u>
Accrued benefits	\$ (118,600)	\$ (113,986)
Amount recorded in unrestricted net assets	(46,102)	(27,541)
	<u> </u>	<u> </u>
Net amount recognized in unrestricted net assets	\$ <u>(164,702)</u>	\$ <u>(141,527)</u>
Components of net periodic benefit cost:		
Service cost	\$ 2,824	\$ 2,917
Interest cost	7,224	7,337
Amortization of prior service cost	2,444	6,071
	<u> </u>	<u> </u>
Net periodic benefit cost	\$ <u>12,492</u>	\$ <u>16,325</u>

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Estimated future contributions, benefit payments, and 28% prescription subsidy payments are as follows:

	Estimated Contributions / Benefit Payments	Estimated 28% Rx Subsidy Payments
2013	\$ 9,030	\$ 967
2014	9,697	911
2015	10,204	947
2016	10,438	399
2017	10,675	379
2018 to 2022	54,299	1,514

Benefits are valued based upon the projected unit cost method. The weighted average assumptions used at the measurement date, July 1, are as follows:

	2012	2011
Discount rate for obligation	4.25%	5.25%
Expected return on plan assets	N/A	N/A
Rate of compensation increase	N/A	N/A
Health care cost trend rate – initial	10.00%	10.00%
Health care cost trend rate – final	4.50%	4.50%

The rate increase in health care costs was assumed to decrease to 4.50% in 2018 and to remain at that level thereafter.

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A one percentage-point change in the health care cost trend rate would have the following effects:

	One Percentage Point Increase	One Percentage Point Decrease
Effect on total of service and interest cost components	\$ 816	\$ (668)
Effect on post-retirement benefit obligation	\$ 6,603	\$ (5,596)

The Medicare Prescription Drug Improvement and Modernization Act of 2003 provides for a direct government subsidy for employers who continue to offer a retiree drug program that is deemed to be actuarially equivalent in the government plan. The University qualified for the Medicare Part D prescription drug federal subsidy.

Employers are required to recognize the over-funded or under-funded status of defined benefit pension and post-retirement plans as assets or liabilities in its consolidated balance sheet and to recognize changes in that funded status in the year in which the changes occur through changes in unrestricted net assets. In addition, employers are required to measure the funded status of the plan as of the consolidated balance sheet date.

Post-employment Benefits – University

Accrued post-employment benefits of the University amounted to \$75,157 and \$65,393 at June 30, 2012 and 2011, respectively.

Self-insurance Plans – Highland Hospital and Affiliates

Highland Hospital is self-insured for workers' compensation claim losses and expenses. A letter of credit in the amount of \$7,397 is maintained as security for workers compensation claims. Included in accrued pension, post-retirement, and post-employment at June 30, 2012 and 2011 are accruals of approximately \$13,193 and \$10,534, respectively, for specific incidents to the extent that they have been asserted or are probable of assertion and can be reasonably estimated. These liabilities are offset by a receivable for the expected insurance direct payments against these claims of \$1,557 and \$1,767 at June 30, 2012 and 2011, respectively. This liability has been discounted by 0.75% and 1.75% at June 30, 2012 and 2011, respectively.

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Retirement Plan –Highland Hospital and Affiliates

The retirement plan of Highland Hospital covers all employees who have completed two years of continuous employment. The benefits for this plan are based primarily on years of service and employees' pay near retirement. The funding policy is to contribute annually, an amount consistent with the requirement of the Employee Retirement Income Security Act. Plan assets consist principally of cash equivalents, common stocks and fixed income investments.

Retirement plan expense of \$6,160 and \$6,590 was incurred for the years ended December 31, 2011 and 2010, respectively, and is recorded in fringe benefits in the consolidated statement of activities. In addition, a pension related benefit other than net periodic pension cost of (\$26,651) and (\$4,635) for the years ending December 31, 2011 and 2010, respectively, was recorded in other changes on the consolidated statement of activities.

Pension expense for this plan for the years ended December 31, 2011 and 2010 includes the following components:

	<u>2011</u>	<u>2010</u>
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ 121,482	\$ 105,693
Service cost	4,542	4,739
Interest cost	6,586	6,235
Curtailment	-	(839)
Actuarial loss	21,205	8,458
Benefits paid	<u>(3,219)</u>	<u>(2,804)</u>
Benefit obligation at end of year	\$ <u>150,596</u>	\$ <u>121,482</u>

	<u>2011</u>	<u>2010</u>
Change in plan assets:		
Fair value of plan assets at beginning of year	\$ 84,212	\$ 73,648
Actual return on plan assets	(110)	7,657
Employer contribution	7,150	6,000
Benefits paid	(3,587)	(2,805)
Administrative expenses paid	-	(288)
Fair value of plan assets at end of year	\$ <u>87,665</u>	\$ <u>84,212</u>

	<u>2011</u>	<u>2010</u>
Amounts recognized in the balance sheets consist of:		
Accrued benefits	\$ (4,026)	\$ (5,016)
Amount recognized in unrestricted net assets	<u>(58,905)</u>	<u>(32,254)</u>
Funded Status	\$ <u>(62,931)</u>	\$ <u>(37,270)</u>

	<u>2011</u>	<u>2010</u>
Components of net periodic benefit cost:		
Service cost	\$ 4,542	\$ 4,739
Interest cost	6,586	6,235
Expected return on plan assets	(7,353)	(6,401)
Amortization loss	<u>2,385</u>	<u>2,017</u>
Net periodic benefit cost	\$ <u>6,160</u>	\$ <u>6,590</u>

	<u>2011</u>	<u>2010</u>
Weighted-average assumptions as of December 31:		
Discount rate for obligation	4.63%	5.48%
Discount rate for pension expense	5.48%	5.97%
Investment return assumption (regular)	8.00%	8.50%
Future compensation increase rate	3.60%	3.80%

The pension plan funds are allocated to two money managers, each with a balanced portfolio. These money managers monitor financial market funds and adjust inconsistent strategy accordingly.

The weighted-average asset allocation for the pension plan as of December 31, by asset manager categories is as follows:

	<u>2011</u>	<u>2010</u>
Weighted-average assumptions by asset categories:		
Equity securities	57%	54%
Fixed income securities	38%	40%
Cash and other investments	5%	6%
Total	<u>100%</u>	<u>100%</u>

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Estimated future benefit payments for the years ending December 31:

2012	\$	3,496
2013		3,973
2014		4,393
2015		4,910
2016		5,632
2017 to 2021		40,675
Total estimated future payments	\$	<u>63,079</u>

Highland Hospital expects to contribute \$8,770 to the plan in 2012 and contributed \$7,150 to the plan in 2011.

The plan's asset allocation policy states the assets should be allocated as follows:

Asset Category	<u>2011</u>	<u>2010</u>
International equity	57%	54%
Fixed income	38%	40%
Inflation protection assets	5%	6%
Total	<u>100%</u>	<u>100%</u>

In addition, the total equity commitment should not exceed 75% of assets.

The asset allocation ranges established by this investment policy represent a long-term perspective, and as such, rapid unanticipated market shifts or changes in economic conditions may cause the asset mix to fall outside of the policy range. These divergences should be of a short-term nature.

Inflows and disbursements should be allocated such that the assets are rebalanced toward the target allocation.

The plan assets are invested with an outside trustee for the sole benefit of the plan participants. Investments are managed to maximize total return while maintaining a prudent level of risk.

The following assets were recorded at fair value within the plan assets of Highland Hospital as of December 31, 2011 and 2010, respectively. Fair value for Level 1 is based upon quoted market prices. Level 2 may be based on quoted prices for similar assets and/or inputs other than quoted prices that are observable for the asset or liability. Level 3, which primarily consists of a mutual fund investing in publicly traded stock, bonds, short-term investments, preferred stocks, warrants, asset backed securities, and mortgage backed securities.

The following assets were recorded at fair value within the plan assets of the related entity as of December 31:

Description				2011
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total Fair Value</u>
Cash	\$ 370	\$ -	\$ -	\$ 370
Mutual fund – global balanced asset	44,116	-	-	44,116
Mutual fund – multi asset	-	43,179	-	43,179
Total	<u>\$ 44,486</u>	<u>\$ 43,179</u>	<u>\$ -</u>	<u>\$ 87,665</u>
Description				2010
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total Fair Value</u>
Cash	\$ 1,411	\$ -	\$ -	\$ 1,411
Mutual fund – global balanced asset	41,135	-	-	41,135
Mutual fund – multi asset	-	41,666	-	41,666
Total	<u>\$ 42,546</u>	<u>\$ 41,666</u>	<u>\$ -</u>	<u>\$ 84,212</u>

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(10) Investment in Captive Insurance Company

The Hospital, together with other universities and teaching hospitals, has formed a captive insurance company (captive) to insure the professional liability risks of the shareholders. The Hospital's investment in the captive represents 20% of the voting rights; however, the dissolution provisions of the captive agreement indicate that the Hospital's financial participation (based on percentage of premiums paid) is approximately 8% of the financial results of the captive. Due to the Hospital's significant influence in the captive, the investment in the captive has been recorded under the equity method.

The Hospital's premiums are based on its professional liability experience and a shared risk factor with the other participants. Premiums are subject to retrospective adjustment based on, among other things, actual loss experience of the Hospital.

The most recent audited financial information for the captive for years ended December 31 is summarized below:

	<u>2011</u>	<u>2010</u>
Results of operations		
Net earned premiums	\$ 169,622	\$ 210,377
Expenses	(214,203)	(244,235)
Investment income and realized gains on sales of marketable securities	<u>48,183</u>	<u>43,927</u>
Net income	3,602	10,069
Other comprehensive income / (loss)	<u>(33,110)</u>	<u>58,824</u>
Comprehensive income / (loss)	(29,508)	68,893
Net capital additions from shareholders	<u>69,900</u>	<u>4,765</u>
Change in shareholders' equity	<u>\$ 40,392</u>	<u>\$ 73,658</u>
Financial position		
Total assets	\$ 2,566,269	\$ 2,488,113
Total liabilities	<u>2,297,209</u>	<u>2,259,444</u>
Shareholders' equity	<u>\$ 269,060</u>	<u>\$ 228,669</u>

(11) Professional Liability Claims

The University's coverage for professional liability insurance is provided under insurance policies obtained jointly with other universities and teaching hospitals. The primary layer of coverage, as well as the buffer and self-insured layers of excess insurance, were written by MCIC Vermont, Inc. (a Risk Retention Group) formed and directed by the participating insured institutions. Multiple layers of excess insurance were purchased from several different insurance companies. The maximum coverage for the Medical Center is \$221,000 per claim. The per claim coverage amount at each of the five participating institutions has been tailored to their own experience and exposures.

In fiscal year 2012, the University adopted the principles of insurance claim and recovery accounting for professional liability claims. These principle liability claims, and any anticipated insurance recoveries, to be reported on a gross basis versus the previous practice of netting the recoveries against liability claims. The insurance claims receivable, as calculated by the actuaries, was approximately \$47,691 as of June 30, 2012, and has been included in other accounts receivable as shown in note 3. A corresponding increase to the accrued professional liability cost has been included in accounts payable and accrued expenses.

Based on estimates provided by the actuaries retained by MCIC Vermont, Inc., the University's obligations for incurred but not reported claims were \$30,124 and \$31,995 as of June 30, 2012 and 2011, respectively. These amounts have not been discounted and are included in accounts payable and accrued expenses on the consolidated balance sheet.

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(12) Fair Value of Financial Instruments

The following tables present the fair value of the financial instruments recorded on the consolidated balance sheet as of June 30:

	<u>Quoted Market Prices (Level 1)</u>	<u>Significant Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>	<u>2012 Total Fair Value</u>
<u>Assets</u>				
Cash and cash equivalents	\$ -	\$ 26,040	\$ -	\$ 26,040
Collateral held for securities lending	-	-	-	-
 Operating and long term investments:				
Cash and cash equivalents	143,988	67,980	-	211,968
Debt securities				
Asset backed securities	-	35,543	-	35,543
Bank loans	-	175	-	175
Bond funds	72,678	1,642	2,013	76,333
Corporate bonds	-	49,498	35	49,533
Government bonds & securities	-	63,475	-	63,475
Mortgage backed bonds	-	7,448	-	7,448
Other	5,591	5,464	-	11,055
Common, mutual fund & preferred stock				
Common stock	237,280	-	200	237,480
Equity exchange traded funds	129	-	-	129
Mutual funds (domestic)	14,546	29,821	-	44,367
Mutual funds (global)	4,965	-	-	4,965
Mutual funds (international)	56,888	181,384	-	238,272
Preferred stock	683	-	-	683
Real assets	323	-	291,513	291,836
Private equity	-	-	362,398	362,398
Hedge funds	-	68,168	285,318	353,486
Other	14,317	4,351	24,156	42,824
Total operating and long term investments	551,388	514,949	965,633	2,031,970
Interest in net assets of foundation	-	-	12,330	12,330
Trusts held by others	-	-	46,877	46,877
Total assets at fair value	\$ 551,388	\$ 540,989	\$ 1,024,840	\$ 2,117,217
 <u>Liabilities</u>				
Interest rate swap payable	\$ -	\$ 37,755	\$ -	\$ 37,755
Total liabilities at fair value	\$ -	\$ 37,755	\$ -	\$ 37,755

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	Quoted Market Prices (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2011 Total Fair Value
Assets				
Cash and cash equivalents	\$ -	\$ 16,465	\$ -	\$ 16,465
Collateral held for securities lending	-	69,282	-	69,282
Operating and long term investments:				
Cash and cash equivalents	71,911	72,446	-	144,357
Debt securities				
Asset backed securities	-	19,347	-	19,347
Bank loans	-	692	-	692
Bond funds	68,576	-	1,608	70,184
Corporate bonds	-	71,526	107	71,633
Government bonds & securities	-	47,636	-	47,636
Non-government backed securities	-	633	-	633
Mortgage backed bonds	-	7,434	-	7,434
Other	7,633	23,188	-	30,821
Common, mutual fund & preferred stock				
Common stock	226,346	609	-	226,955
Equity exchange traded funds	135	-	-	135
Mutual funds (domestic)	17,593	21,843	-	39,436
Mutual funds (global)	5,312	-	-	5,312
Mutual funds (international)	49,147	190,019	-	239,166
Preferred stock	319	-	-	319
Real assets	323	-	262,627	262,950
Private equity	-	-	400,557	400,557
Hedge funds	-	99,001	294,549	393,550
Other	6,317	7,650	17,665	31,632
Total operating and long term investments	453,612	562,024	977,113	1,992,749
Interest in net assets of foundation	-	-	13,743	13,743
Trusts held by others	-	-	49,780	49,780
Total assets at fair value	\$ 453,612	\$ 647,771	\$ 1,040,636	\$ 2,142,019
Liabilities				
Interest rate swap payable	-	24,984	-	24,984
Total liabilities at fair value	\$ -	\$ 24,984	\$ -	\$ 24,984

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

Fair value for Level 1 is based upon quoted market prices in active markets. Fair value for Level 2 is based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets. Inputs are obtained from various sources including market participants, dealers, and brokers. Level 3 consists primarily of the University's alternative investments (primarily limited partnership interests in absolute return, hedge funds, private equity, real estate, and natural resource funds) and represents the ownership interest in the net asset value (NAV) of the respective partnerships. Investments held by the partnerships consist of marketable securities as well as securities that do not have readily determined fair values. The fair values of the securities held by limited partnerships that do not have readily observable fair values are determined by the general partner and are based on historical cost, appraisals, and/or other estimates that require varying degrees of judgment. If no public market exists for the investment securities, the fair value is determined by the general partner taking into consideration the costs of the securities, prices of recent significant placements of securities of the same issuer, and subsequent developments concerning the companies to which the securities relate.

Interest in net assets of foundation are considered Level 3 assets as they represent the University's share of net assets as reported by the foundation.

Investments in perpetual trusts held by others are valued at the fair value of the assets contributed to the trusts and are considered Level 3 assets.

Interest rate swaps are valued using both observable and unobservable inputs, such as quotations received from the counterparty, dealers or brokers, whenever available and considered reliable. In instances where models are used, the value of the interest rate swap depends upon the contractual terms of, and specific risks inherent in, the instrument as well as the availability and reliability of observable inputs. Such inputs include market prices for reference securities, yield curves, credit curves, measures of volatility, prepayment rates, assumptions for nonperformance risk, and correlations of such inputs. The University's interest rate swap arrangements have inputs which can generally be corroborated by market data and are therefore classified within level 2.

Fair value of interest rate swaps in the consolidated balance sheets:

	<u>Notional Amount</u>	<u>2012 Level 2 Fair Value</u>	<u>2011 Level 2 Fair Value</u>
Accounts payable	\$ 217,935	\$ 37,755	\$ 24,984

Effect of interest swaps on statements of activities:

	<u>2012 Unrealized Gain/(Loss)</u>	<u>2011 Unrealized Gain/(Loss)</u>
Non-operating net appreciation / (depreciation)	\$ (12,772)	\$ 3,355

Activity related to interest rate swaps affect unrestricted net assets and, in the consolidated statement of cash flows, are included in changes in accounts payable and accrued expenses in the operating activities section.

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The following tables are rollforwards of the consolidated balance sheet amounts for financial instruments classified by the University within Level 3 of the fair value hierarchy defined above.

	<u>Balance June 30, 2011</u>	<u>Realized Gains/(Losses)</u>	<u>Unrealized Gains/(Losses)</u>	<u>Purchases</u>	<u>Sales</u>	<u>Settlements</u>	<u>Transfers In/(Out) of Level 3</u>	<u>Balance June 30, 2012</u>
Investments:								
Debt securities	\$ 1,715	\$ 2	\$ 378	\$ 60	\$ (107)	\$ -	\$ -	\$ 2,048
Common, mutual fund & preferred stock	-	-	-	200	-	-	-	200
Private equity	400,557	(363)	(24,576)	37,080	-	(50,300)	-	362,398
Hedge funds	294,549	5,482	(1,470)	15,763	(23,573)	(5,433)	-	285,318
Real assets and other	280,292	(5)	(9,943)	67,464	-	(22,139)	-	315,669
Interest in net assets of foundation	13,743	31	(213)	2,310	(3,541)	-	-	12,330
Investments in perpetual trusts held by others	<u>49,780</u>	<u>503</u>	<u>(3,502)</u>	<u>637</u>	<u>(541)</u>	<u>-</u>	<u>-</u>	<u>46,877</u>
Total fair value	<u>\$ 1,040,636</u>	<u>\$ 5,650</u>	<u>\$ (39,326)</u>	<u>\$ 123,514</u>	<u>\$ (27,762)</u>	<u>\$ (77,872)</u>	<u>\$ -</u>	<u>\$ 1,024,840</u>

	<u>Balance June 30, 2010</u>	<u>Realized Gains/(Losses)</u>	<u>Unrealized Gains/(Losses)</u>	<u>Purchases</u>	<u>Sales</u>	<u>Settlements</u>	<u>Transfers In/(Out) of Level 3</u>	<u>Balance June 30, 2011</u>
Investments:								
Debt securities	\$ 1,745	\$ 12	\$ (9)	\$ 208	\$ (241)	\$ -	\$ -	\$ 1,715
Common, mutual fund & preferred stock	-	-	-	-	-	-	-	-
Private equity	337,226	(4,882)	35,596	65,977	(621)	(32,739)	-	400,557
Hedge funds	270,736	(2,031)	25,736	109,027	(136,540)	27,621	-	294,549
Real assets and other	219,215	(9,941)	34,860	59,394	(2,993)	(20,246)	3	280,292
Interest in net assets of foundation	12,370	(566)	2,413	1,710	(897)	-	(1,287)	13,743
Investments in perpetual trusts held by others	<u>43,119</u>	<u>(2,011)</u>	<u>8,577</u>	<u>952</u>	<u>(857)</u>	<u>-</u>	<u>-</u>	<u>49,780</u>
Total fair value	<u>\$ 884,411</u>	<u>\$ (19,419)</u>	<u>\$ 107,173</u>	<u>\$ 237,268</u>	<u>\$ (142,149)</u>	<u>\$ (25,364)</u>	<u>\$ (1,284)</u>	<u>\$ 1,040,636</u>

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Notes to Consolidated Financial Statements

June 30, 2012 and 2011
(dollars in thousands)

All net realized and unrealized gains/(losses) in the table above are reflected in net appreciation/(depreciation) of long-term investment activities in the accompanying statement of activities. Net unrealized gains/(losses) relate to those financial instruments held by the University at June 30, 2012.

The University is permitted under US GAAP to estimate the fair value of an investment at the measurement date using the reported NAV without further adjustment unless the entity expects to sell the investment at a value other than NAV or if the NAV is not calculated in accordance with US GAAP. The University's investments in private equity, real estate, and certain hedge funds in the absolute return portfolio are recorded at fair value based on the most current NAV.

The University performs additional procedures including due diligence reviews on its investments in investment companies and other procedures with respect to the capital account, or NAV provided, to ensure conformity with US GAAP. The University has assessed factors including, but not limited to, managers' compliance with the Fair Value Measurement standard, price transparency and valuation procedures in place, the ability to redeem at NAV at the measurement date, and existence of certain redemption restrictions at the measurement date.

The guidance also requires additional disclosures to enable users of the financial statements to understand the nature and risk of the University's investments. Furthermore, investments which can be redeemed at NAV by the University on the measurement date or within 90 days are classified as Level 2. Investments which cannot be redeemed on the measurement date or within 90 days are classified as Level 3.

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<u>Strategy</u>	<u>2012 Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice</u>
Hedge funds:				
Long/short	\$ 170,004	\$ -	Quarterly, annually, 1 & 3 year rolling lock-ups	45 - 90 days
Multi-strategy	153,511	-	Quarterly, annually, 1 & 2 year rolling lock-ups	45 - 90 days
Private equity:			<u>Remaining Fund Life</u>	<u>Drawdown Period</u>
Buyouts	239,729	60,831	1 to 10 years	1 to 7 years
Venture capital	83,484	19,762	1 to 12 years	1 to 6 years
Distressed	33,182	9,667	1 to 5 years	1 to 3 years
Real assets:				
Real estate	185,899	50,791	1 to 10 years	1 to 5 years
Natural resources	105,614	56,018	1 to 12 years	1 to 5 years
Total alternative partnerships	971,423	197,069		
Other Alternative Investments:				
Comingled funds of public equities	223,021	-	Monthly	15 - 60 days
Comingled funds of fixed income	6,003	-	NA – held to maturity	NA
Total other alternative investments	229,024	-		
Total alternative investments	\$ 1,200,447	\$ 197,069		

<u>Strategy</u>	<u>2011 Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice</u>
Hedge funds:				
Long/short	\$ 165,726	\$ -	Quarterly, annually, 1 & 3 year rolling lock-ups	45 - 90 days
Multi-strategy	196,611	-	Quarterly, annually, 1 & 2 year rolling lock-ups	45 - 90 days
Private equity:			<u>Remaining Fund Life</u>	<u>Drawdown Period</u>
Buyouts	257,035	65,527	1 to 10 years	1 to 7 years
Venture capital	78,465	24,460	1 to 12 years	1 to 6 years
Distressed	38,052	7,426	1 to 5 years	1 to 3 years
Real assets:				
Real estate	148,598	88,115	1 to 10 years	1 to 5 years
Natural resources	106,150	56,419	1 to 12 years	1 to 5 years
Total alternative partnerships	990,637	241,947		
Other Alternative Investments:				
Comingled funds of public equities	220,319	-	Monthly	15 - 60 days
Comingled funds of fixed income	10,528	-	NA – held to maturity	NA
Total other alternative investments	230,847	-		
Total alternative investments	\$ 1,221,484	\$ 241,947		

**UNIVERSITY OF ROCHESTER
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(13) Lines of Credit

The University has a \$50,000 committed line of credit agreement with Northern Trust Company that is subject to credit review and renewal. Under this agreement, no amounts were outstanding at June 30, 2012 and 2011, respectively.

The University has a \$75,000 committed line of credit agreement with JPMorgan Chase Bank, N.A. that is subject to credit review and renewal. Under this agreement, no amounts were outstanding at June 30, 2012 and 2011, respectively.

The University has a \$50,000 committed line of credit agreement with U.S. Bank, N.A. that is subject to credit review and renewal. Of this total, \$950 and \$1,000 were outstanding at June 30, 2012 and 2011, respectively.

The University has \$788 in standby letters of credit with JPMorgan Chase Bank, N.A. to cover potential liabilities of other financial obligations.

(14) Commitments and Contingencies

In the ordinary course of operations, the University is named as a defendant in various lawsuits, or events occur which could lead to litigation, claims, or assessments. Although the outcome of such matters cannot be predicted with certainty, management believes that insurance coverage is sufficient to cover current or potential claims, or that the final outcomes of such matters will not have a material adverse effect on the consolidated financial position.

At June 30, 2012, the University has entered into construction contracts and commitments aggregating \$687,474 (\$603,405 at June 30, 2011) of which \$573,178 (\$484,210 at June 30, 2011) had been fulfilled.

(15) Leases

The University leases research laboratories, office space, and equipment under operating leases expiring through August 2023. Rental expense for the years ended June 30, 2012 and 2011 totaling \$32,583 and \$33,799, respectively, is included in the accompanying consolidated statements of activities.

Future minimum payments by year and in the aggregate, under non-cancelable operating leases, with initial or remaining terms of one year or more are as follows:

	<u>University</u>	<u>Related Entities</u>
2013	\$ 27,919	\$ 3,052
2014	23,066	2,718
2015	17,455	2,601
2016	14,928	2,603
2017	10,160	2,380
Thereafter	<u>34,106</u>	<u>4,302</u>
Total minimum lease payments	\$ <u>127,634</u>	\$ <u>17,656</u>

(16) Scholarships, Grants, and Fellowships

The University awarded a total of \$151,430 and \$142,321 in scholarships, grants and fellowships during fiscal years 2012 and 2011, respectively. In addition, the University awarded \$22,407 and \$21,317, respectively, of scholarships, grants and fellowships as compensation to the recipients. Of this amount, \$19,783 and \$20,514, respectively, of the total scholarships, grants and fellowships awarded were specifically funded by federal, state or private gifts or grants, or by investment income and gains earned on investments held for endowment and similar purposes and utilized under the University's total return spending policy.

**UNIVERSITY OF ROCHESTER
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(17) Uncompensated Care

The University's policy is to treat patients in need of medical services without regard to their ability to pay for such services. The University maintains records to identify and monitor the level of uncompensated care it provides. These records include the amount of charges forgone for services and supplies furnished under its charity care policy. In addition to charity care, the University also provides services at rates significantly below the cost of rendering those services. The estimated difference between the cost of services provided to Medicaid patients and the reimbursement from NYS for this patient care is also monitored.

Effective January 1, 2007, the New York State Public Health Law required all hospitals to implement financial aid policies and procedures. The law also required hospitals to develop a summary of its financial aid policies and procedures that must be made publicly available. All standards set forth in the law are minimum standards.

In order to qualify for charity care, patients are expected to submit financial information demonstrating need. In many cases, patients may be unable or unwilling to provide that data. In those cases, the uncompensated care is classified as bad debt expense unless the University is able to obtain information that would indicate the patient appears to be eligible for charity care assistance. In those cases the uncompensated care is recorded as charity care.

The estimated costs of providing charity services is based on a calculation which applies a ratio of costs to charges to the gross uncompensated charges associated with providing care to charity patients. The University received funding from NYS to help defray some of the costs of indigent care in the amount of \$8,160 and \$7,476 in 2012 and 2011, respectively.

During the years ended June 30, 2012 and 2011, the following levels of uncompensated care were provided:

	2012	2011
Charity care at cost	\$ <u>19,172</u>	\$ <u>12,253</u>
Excess of cost over reimbursement for services provided to Medicaid patients	39,112	36,969
Bad debts expense	7,698	19,868
	\$ <u>46,810</u>	\$ <u>56,837</u>

(18) Functional Expenses

The University also records expenses according to major classes of programs or functions. Functional expenses for the years ended June 30 consisted of the following:

	2012	2011
Instruction	\$ 313,698	\$ 300,191
Research	315,548	334,396
Public service	8,337	10,235
Libraries and other academic support	59,377	60,165
Student services	50,325	45,212
Institutional support	97,600	89,749
Hospital and faculty practice patient care	1,795,828	1,721,125
Auxiliary enterprises	<u>91,216</u>	<u>90,164</u>
Total functional expenses	\$ <u>2,731,929</u>	\$ <u>2,651,237</u>

**UNIVERSITY OF ROCHESTER
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(19) Subsequent Events

(a) DASNY Series 2006 Letter of Credit Replacement

Pursuant to an agreement between the University and DASNY dated August 14, 2012, DASNY remarketed \$111,180 of bonds known as the University of Rochester Revenue Bonds, Series 2006, consisting of \$94,130 Series 2006A-1 bonds and \$17,050 Series 2006B-1 bonds. These bonds were remarketed as the existing direct-pay letter of creditor (Bank of America, N.A.) was replaced with Wells Fargo Bank, N.A. This letter of credit expires in August 2015, with an option to renew. The terms related to the repayment of principal on these bonds remains unchanged.

Additionally, the letter of credit available totals the outstanding debt service for the Series 2006 bonds.

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

(b) Alignment Agreement

The University entered into an Alignment Agreement with F.F. Thompson Health System, Inc. (THS), The Frederick Ferris Thompson Hospital (FFTH), M.M. Ewing Continuing Care Center (CCC), F.F.T Senior Communities, Inc. (FFTSC), FFTH Properties and Services, Inc. (FFTH Properties), and The F.F. Thompson Foundation, Inc. (FFTF). The closing of the agreement occurred on August 31, 2012, when the University became the sole member of F.F. Thompson Health System, Inc. THS remains the sole member of FFTH, CCC, FFTSC, and FFTF and the sole shareholder of FFTH Properties. The University, THS and THS's affiliates continue as separate and distinct corporations. THS and THS's affiliates will be included in the 2013 consolidated financial statements of the University.

The University has performed an evaluation of subsequent events through October 16, 2012, the date on which the consolidated financial statements were issued.

APPENDIX C

CERTAIN DEFINITIONS

"Accountant" means a nationally or regionally recognized firm of independent certified public accountants selected by the University having expertise in the particular businesses in which the University is engaged.

"Act" means Section 1411 of the Not-For-Profit Corporation Law of the State of New York as amended.

"Act of Bankruptcy" means the filing of a petition in bankruptcy (or other commencement of a bankruptcy or similar proceeding) by or against the University as debtor or the Issuer as debtor under any applicable bankruptcy, insolvency, reorganization or similar law as now or hereafter in effect.

"Additional Bonds" means any bonds, other than the Series 2013 Bonds, issued pursuant to Section 2.13 of the Indenture.

"Assignment" means the Pledge and Assignment.

"Authorized Representative" means with respect to the Issuer, its Chair, Vice Chair or Executive Director, with respect to the University, any officer of the University, and with respect to both such additional persons as, at the time, are designated to act on behalf of the Issuer or the University, as the case may be, by written certificate furnished to the Trustee and to the Issuer or the University, as the case may be, containing the specimen signature of each such person and signed on behalf of (i) the Issuer by its Chair, Vice Chair or Executive Director, or (ii) the University by any officer of the University.

"Bond" or "Bonds" means the Series 2013A Bonds, the Series 2013B Bonds and the Series 2013C Bonds and any Additional Bonds, authorized to be issued pursuant to the Indenture to finance all or a portion of the Cost of the Facility.

"Bond Counsel" means the law firm of Harris Beach PLLC or an attorney or firm of attorneys whose experience in matters relating to the issuance of obligations by states and their political subdivisions is nationally recognized.

"Bond Fund" means the fund so designated which is created by Section 4.01 of the Indenture.

"Bondholder" or "Holder" or "Owner" means the registered owner at the time in question of any Bond, as shown on the registration books maintained by the Bond Registrar pursuant to the Indenture.

"Bond Payment Date" means any date on which a Debt Service Payment shall be payable on any of the Bonds according to their terms so long as any of the Bonds shall be Outstanding.

"Bond Proceeds" means, collectively, the Series 2013A Bond Proceeds, the Series 2013B Bond Proceeds and the Series 2013C Bond Proceeds.

"Bond Purchase Contract" means the Bond Purchase Contract, dated September 10, 2013, by and among the Issuer, the University and the Underwriter.

"Bond Registrar" means the Trustee, acting as such, and any successor bond registrar for the Bonds appointed pursuant to Article IX of the Indenture, their respective successors and any other corporation which may at any time be substituted in their respective places pursuant to the Indenture.

"Bond Resolution" means, collectively, the resolution adopted by the Issuer on August 13, 2013 authorizing the issuance, execution, sale and delivery of the Series 2013 Bonds and the execution and delivery of Issuer Documents, as such resolution may be amended or supplemented from time to time.

"Bond Year" means the one-year period beginning on the day after the expiration of the preceding Bond Year. The first Bond Year begins on the dated date of original issuance of the Bonds and ends one year later.

"Business Day" means a day other than a Saturday, Sunday, legal holiday or other day on which the Trustee is authorized by law or executive order to remain closed.

"Capital Additions" means all property or interests in property, real, personal and mixed (a) which constitute additions, improvements or extraordinary repairs to or replacements of all or any part of the Facility, and (b) the cost of which is properly capitalized under generally accepted accounting principles.

"Capitalized Interest Subaccount" means the subaccount of the Series 2013B Project Account so designated which is created by Section 4.01 of the Indenture.

"Certificates of Authentication of the Trustee" and "Trustee's Certificates of Authentication" means, collectively, the certificates executed by an authorized officer of the Trustee certifying the due authentication of the (i) Series 2013A Bonds in the aggregate principal amount of \$118,855,000, (ii) Series 2013B Bonds in the aggregate principal amount of \$74,905,000 and (iii) Series 2013C Bonds in the aggregate principal amount of \$70,730,000.

"Closing" or "Closing Date" means the date of the sale and delivery of the Series 2013 Bonds and the delivery of the Financing Documents.

"Code" means the Internal Revenue Code of 1986, as amended, and the final, temporary and proposed regulations of the United States Department of the Treasury promulgated thereunder. References to Sections of the Code shall be construed also to refer to successor and renumbered sections.

"Commercial Code" shall mean the Uniform Commercial Code, as the same may from time to time be in effect in the State.

"Completion Date" means, as applicable, the date of completion of the acquisition, construction and equipping of the Series 2013A Facility, the Series 2013B Facility and the Series 2013C Facility, as certified pursuant to the Loan Agreement.

"Computation Period" means each period from the date of original issuance of the Bonds through the date on which a determination of the Rebate Amount is made.

"Condemnation" means the taking of title to, or the use of, Property under the exercise of the power of eminent domain by any governmental entity or other Person acting under Governmental Authority.

"Continuing Disclosure Agreement" means the Continuing Disclosure Agreement, dated as of September 1, 2013, by and between the University and the Trustee, as the same may be amended or supplemented from time to time.

"Contract Term" means the period commencing with the Closing Date and continuing until the principal of, premium, if any, and interest on the Bonds have been paid in full, or provision therefor has been made pursuant to Article VII of the Indenture, and all other amounts due under the Loan Agreement have been paid in full.

"Cost of the Facility" means the Project Costs.

"Debt Service Payment" means, with respect to any Bond Payment Date, (i) the interest payable on such Bond Payment Date on the Bonds Outstanding, plus (ii) the principal, if any, payable on such Bond Payment Date on the Bonds Outstanding, plus (iii) the premium, if any, payable on such Bond Payment Date on the Bonds Outstanding.

"Defeasance Obligations" shall mean (i) cash; (ii) U.S. Treasury Certificates, Notes and Bonds (including State and Local Government Series – (SLGS)); (iii) direct obligations of the U.S. Treasury which have been stripped by the U.S. Treasury; (iv) obligations of Resolution Funding Corp. ("REFCORP") (*provided, however, that, only the interest component of REFCORP strips which have been stripped by request to the Federal Reserve Bank of New York in book-entry form shall qualify as Defeasance Obligations*); (v) pre-refunded municipal bonds rated "Aaa" by Moody's and "AAA" by S&P (*provided, however, that, if such pre-funded municipal bonds are only rated by S&P, then such pre-refunded bonds shall have been pre-refunded with cash, direct U.S. or U.S. guaranteed obligations, or "AAA" rated pre-refunded municipals*); and (vi) obligations issued by the following agencies which are backed by the full faith and credit of the U.S.: (a) U.S. Export-Import Bank (Eximbank) Direct Obligations or fully guaranteed certificates of beneficial ownership; (b) Farmers Home Administration (FmHA); (c) Federal Financing Bank; (d) General Services Administration; Participation Certificates; (e) U.S. Maritime Administration; Guaranteed Title XI financing; and (f) U.S. Department of Housing and Urban Development (HUD) Project Notes, Local Authority Bonds, New Communities Debentures – U.S. government guaranteed debentures, U.S. Public Housing Notes and Bonds – U.S. government guaranteed public housing notes and bonds.

"Depository" or "DTC" means The Depository Trust Company, New York, New York, and its successors and assigns.

"Earnings Fund" means the fund so designated which is created by Section 4.01 of the Indenture.

"Equipment" means, collectively, the Series 2013A Equipment, the Series 2013B Equipment and the Series 2013C Equipment.

"Event of Default" means any of those events defined as Events of Default by Section 8.01 of the Indenture or, when used with respect to the Loan Agreement, any of those events defined as Events of Default by Section 7.1 of the Loan Agreement.

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

"Extraordinary Services" and "Extraordinary Expenses" means all services rendered and all reasonable, out-of-pocket expenses incurred by the Trustee or any Paying Agent under the Indenture other than Ordinary Services and Ordinary Expenses including but not limited to, the services rendered and expenses reasonably incurred by the Trustee with respect to any Event of Default under the Financing Documents, or the happening of an occurrence which, with the passage of time or the giving of a notice, would ripen into an Event of Default.

"Facility" means, collectively, the Series 2013A Facility, the Series 2013B Facility and the Series 2013C Facility.

"Favorable Opinion of Bond Counsel" shall mean, with respect to any action, the occurrence of which requires such an opinion, an unqualified Opinion of Counsel, which shall be a Bond Counsel, to the effect that such action is permitted under the Act and the Indenture and will not impair the exclusion of interest on the Bonds from gross income for purposes of Federal income taxation (subject to the inclusion of any exceptions contained in the opinion delivered upon original issuance of the Bonds).

"Federal Agency Obligation" means (i) an obligation issued by any federal agency or instrumentality; (ii) an obligation the principal of and interest on which are fully insured or guaranteed as to payment by a federal agency; (iii) a certificate or other instrument which

evidences the beneficial ownership of, or the right to receive all or a portion of the payment of the principal of or interest on any of the foregoing; and (iv) a share or interest in a mutual fund, partnership or other fund wholly comprised of any of the foregoing obligations.

"Financing Documents" or "Bond Documents" means, collectively, the Bonds, the Indenture, the Loan Agreement, the Pledge and Assignment, the Tax Compliance Agreement, the Continuing Disclosure Agreement, any other document or instrument executed in connection therewith to secure the University's obligation to repay the Series 2013 Bonds or make the debt service payments due under the Loan Agreement, and any other instrument or document supplemental thereto.

"Fiscal Year" means the fiscal year of the University currently commencing on each July 1 and ending on June 30 of the following year.

"Fixed Interest Rate" means the interest rates on the Bonds as set forth in the Indenture, from and including the date of issuance of the Bonds, through but not including the final maturity date on the Bonds.

"Governmental Authority" means the United States, the State, and any other state or any political subdivision thereof, and any agency, department, commission, board, bureau or instrumentality of any of these, having jurisdiction over the construction, equipping, ownership, leasing, operation and/or maintenance of the Facility.

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

"Hazardous Materials" means any flammable explosives, radon, radioactive materials, asbestos, urea formaldehyde foam insulation, polychlorinated biphenyls, petroleum, petroleum-based products, methane, hazardous materials, hazardous wastes, hazardous or toxic substances or related materials as set forth in the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended (42 U.S.C. Sections 9601, et seq.), the Hazardous Materials Transportation Act, as amended (49 U.S.C. Sections 1801, et seq.), the Resource Conservation and Recovery Act, as amended (42 U.S.C. Sections 6901, et seq.), the Toxic Substances Control Act, as amended (15 U.S.C. Sections 2601, et seq.), Articles 15 or 27 of the New York Environmental Conservation Law, or any other applicable Environmental Law and the regulations promulgated thereunder.

"Indenture" means the Indenture of Trust, dated as of September 1, 2013, by and between the Issuer and the Trustee pursuant to which the Series 2013 Bonds are authorized to be issued, as may be amended or supplemented by any additional Supplemental Indenture.

"Independent Counsel" means an attorney or attorneys or firm or firms of attorneys duly admitted to practice law before the highest court in the State.

"Interest Payment Date" means each July 1 and January 1 (or the next succeeding Business Day if such first day is not a Business Day), commencing with January 1, 2014.

"Investment Agreement" means an agreement for the investment of moneys with a Qualified Financial Institution.

"Issuer" means (i) Monroe County Industrial Development Corporation and its successors and assigns and (ii) any not-for-profit corporation resulting from or surviving any consolidation or merger to which the Monroe County Industrial Development Corporation or its successors or assigns may be a party.

"Issuer Documents" means the Bonds, the Indenture, the Loan Agreement, the Pledge and Assignment and the Tax Compliance Agreement.

"Land" means, collectively, the Series 2013A Land, the Series 2013B Land and the Series 2013C Land.

"Lien" means any interest in Property securing an obligation owed to a Person, whether such interest is based on the common law, statute or contract, and including but not limited to a security interest arising from a mortgage, encumbrance, pledge, conditional sale or trust receipt or a lease, consignment or bailment for security purposes. The term "Lien" includes reservations, exceptions, encroachments, easements, rights of way, covenants, conditions, restrictions, leases and other similar encumbrances, including but not limited to, mechanics', materialmen's, warehousemen's and carriers' liens and other similar encumbrances affecting real property. For the purposes of the Indenture, a Person shall be deemed to be the owner of any Property which it has acquired or holds subject to a conditional sale agreement or other arrangement pursuant to which title to the Property has been retained by or vested in some other Person for security purposes.

"Loan Agreement" means the Loan Agreement, dated as of September 1, 2013, by and between the Issuer and the University pursuant to which the Issuer loans the proceeds of the Series 2013 Bonds to the University with the debt-service payments thereunder to be in an amount sufficient to pay, among other things, the principal of and interest on the Series 2013 Bonds.

"Loss Event" means in the event that at any time during the term of the Loan Agreement, the whole or part of the Facility shall be damaged or destroyed, or the whole or any part of the Facility shall be taken or condemned by a competent authority for any public use or purpose, or by agreement between the Issuer and those authorized to exercise such right, or if the temporary use of the Facility or any part thereof shall be so taken by condemnation or agreement.

"Net Proceeds" means so much of the gross proceeds with respect to which that term is used as remain after payment of all expenses, costs and taxes (including attorneys' fees and disbursements and Trustee's fees and disbursements) incurred in obtaining such gross proceeds.

"Office of the Trustee" means the corporate trust officers of the Trustee located at One M&T Plaza, 7th Floor, Buffalo, New York 14203.

"Official Statement" means the Official Statement of the Issuer, dated the date thereof, with respect to the offering and sale of the Series 2013 Bonds.

"Opinion of Counsel" shall mean a written opinion of counsel who may (except as otherwise expressly provided in the Loan Agreement or any other Financing Document) be counsel for the University or the Issuer and who shall be acceptable to the Trustee.

"Ordinary Services" and "Ordinary Expenses" means those services normally rendered and those reasonable, out-of-pocket expenses normally incurred by a trustee or paying agent under instruments similar to the Indenture, including reasonable fees and disbursements of counsel to the Trustee.

"Outstanding" or "Bonds Outstanding" or "Outstanding Bonds" means when used with reference to a Bond or Bonds, as of any particular date, all Bonds which have been issued, executed, authenticated and delivered under the Indenture, except:

(i) Bonds cancelled by the Trustee because of payment or redemption prior to maturity or surrendered to the Trustee under the Indenture for cancellation;

(ii) any Bond (or portion of a Bond) for the payment or redemption of which there has been separately set aside and held in the Bond Fund either:

(A) moneys and/or

(B) Defeasance Obligations in such principal amounts, of such maturities, bearing such interest and otherwise having such terms and qualifications as shall be necessary to provide moneys,

in an amount sufficient to effect payment of the principal or applicable Redemption Price of such Bond, together with accrued interest on such Bond to the payment or redemption date, which payment or redemption date shall be specified in irrevocable instructions given to the Trustee to apply such moneys and/or Defeasance Obligations to such payment on the date so specified, provided, that, if such Bond or portion thereof is to be redeemed, notice of such redemption shall have been given as provided in the Indenture or provision satisfactory to the Trustee shall have been made for the giving of such notice; and

(iii) Bonds in exchange for or in lieu of which other Bonds shall have been authenticated and delivered under Article IV of the Indenture,

provided, however, that, in determining whether the Holders of the requisite principal amount of Bonds Outstanding have given any request, demand, authorization, direction, notice, consent or waiver under the Indenture, such Bonds including Series 2013 Bonds owned by the University or any affiliate of the University shall be disregarded and deemed not to be Outstanding, except that, in determining whether the Trustee shall be protected in relying upon any such request, demand, authorization, direction, notice, consent or waiver, only Bonds which the Trustee knows

to be so owned shall be so disregarded. Bonds which have been pledged in good faith to a Person may be regarded as Outstanding for such purposes if the pledgee establishes to the satisfaction of the Trustee the pledgee's right so to act with respect to such Bonds and that the pledgee is not the University or any affiliate of the University.

"Participant" means any of those brokers, dealers, banks and other financial institutions from time to time for which the Depository holds Bonds as securities depository.

"Paying Agent" means the Trustee, acting as such, and any additional paying agent for the Bonds appointed pursuant to Article IX of the Indenture, their respective successors and any other corporation which may at any time be substituted in their respective places pursuant to the Indenture.

"Permitted Collateral" means any of the following:

(i) Government Obligations described in clauses (i), (ii) or (iii) of the definition of Government Obligations;

(ii) Federal Agency Obligations described in clauses (i) or (ii) of the definition of Federal Agency Obligations;

(iii) commercial paper that (A) matures within two hundred seventy (270) days after its date of issuance, (B) is rated in the highest short term rating category by at least one nationally recognized statistical rating service, and (C) is issued by a domestic corporation whose unsecured senior debt is rated by at least one nationally recognized statistical rating service no lower than in the second highest rating category; and

(iv) financial guaranty agreements, surety or other similar bonds or other instruments of an insurance company that has an equity capital of at least \$125,000,000 and is rated by Bests Insurance Guide or a nationally recognized statistical rating service in the highest rating category.

"Permitted Encumbrances" means:

(i) the Pledge and Assignment, the Indenture and any other Financing Document;

(ii) liens for real estate taxes, assessments, levies and other governmental charges, the payment of which is not in default;

(iii) utility, access and other easements and rights-of-way restrictions and exceptions that an Authorized Representative of the University certifies to the Issuer and the Trustee will not interfere with or impair the University's use of the Facility as provided in the Loan Agreement;

(iv) such minor defects, irregularities, encumbrances, easements, rights-of-way and clouds on title as normally exist with respect to property similar in character to the Facility and as do not, either singly or in the aggregate, materially impair the property affected thereby for the purpose for which it is owned by the University;

(v) any mechanic's, workmen's, repairmen's, materialmen's, contractors', warehousemen's, carriers', suppliers' or vendors' lien or right in respect thereof if payment is not yet due and payable, or are insured over, or which are not delinquent, or the amount or validity of which, are being contested and execution thereon is stayed or has been due for less than 90 days;

(vi) any mortgage, lien, security interest or other encumbrance which exists in favor of the Trustee;

(vii) any lien on Property, Plant or Equipment;

(viii) such other liens and exceptions to title that do not materially impair the value of the Facility as approved in writing by the Trustee;

(ix) deposits, endorsements, guaranties, and other encumbrances incurred in the ordinary course of business and which do not secure indebtedness;

(x) liens granted on a parity or subordinate basis with the Liens granted to the Trustee as security for the Bonds to secure indebtedness incurred or permitted pursuant to the Loan Agreement;

(xi) Liens to secure indebtedness permitted to be incurred pursuant to the Loan Agreement; and

(xii) those Liens on the Facility in existence as of the date of the Indenture.

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

"Person" means an individual, partnership, corporation, trust or unincorporated organization, and a government or agency or political subdivision or branch thereof.

"Plans and Specifications" means, collectively, the plans and specifications for the Series 2013A Facility, the Series 2013B Facility and the Series 2013C Facility, prepared for the University, as the same may be amended or supplemented from time to time.

"Pledge and Assignment" means the Pledge and Assignment, dated as of September 1, 2013, by and between the Issuer and the Trustee, pursuant to which the Issuer assigns to the Trustee substantially all of its rights under the Loan Agreement (except the Unassigned Rights).

"Preliminary Official Statement" means the Preliminary Official Statement of the Issuer, dated the date thereof, with respect to the offering and sale of the Series 2013 Bonds.

"Project" means, collectively, the Series 2013A Project, the Series 2013B Project and the Series 2013C Project.

"Project Costs" means, collectively, the Series 2013A Project Costs, the Series 2013B Project Costs and the Series 2013C Project Costs.

"Project Fund" means the fund so designated which is created by Section 4.01 of the Indenture.

"Property" means any interest in any kind of property or asset, whether real, personal or mixed, or tangible or intangible.

"Property, Plant and Equipment" shall mean all property of the University that is considered net property, plant and equipment under generally accepted accounting principles.

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

(i) a securities dealer, the liquidation of which is subject to the Securities Investors Protection Corporation or other similar corporation, and (A) that is on the Federal Reserve Bank of New York list of primary government securities dealers and (B) whose senior unsecured long term debt is at the time an investment with it is made is rated by at least one nationally recognized statistical rating service not lower than in the second highest rating category, or, in the absence of a rating on long term debt, whose short term debt is rated, by at least one nationally recognized statistical rating service not lower than in the highest rating category; provided, however, that no short term rating may be utilized to determine whether an entity qualifies under this paragraph as a Qualified Financial Institution if the same would be inconsistent with the rating criteria of any Rating Agency;

(ii) a bank, a trust company, a national banking association, a corporation subject to registration with the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956 or any successor provisions of law, a federal branch pursuant to the International Banking Act of 1978 or any successor provisions of law, a domestic branch or agency of a foreign bank which branch or agency is duly licensed or authorized to do business under the laws of any state or territory of the United States of America, a savings bank, a savings and loan association, an insurance company or association chartered or organized under the laws of the United States of America, any state of the United States of America, or any foreign nation whose senior unsecured long term debt is at the time an investment with it is made is rated by at least one nationally recognized statistical rating service no lower than in the second highest rating category, or, in the absence of a rating on long term debt, whose short term debt is rated by at least one nationally recognized statistical rating service no lower than in the highest rating category; provided, however, that no short term rating may be utilized to determine whether an

entity qualifies under this paragraph as a Qualified Financial Institution if the same would be inconsistent with the rating criteria of any Rating Agency;

(iii) a corporation affiliated with or which is a subsidiary of any entity described in (ii) above or which is affiliated with or a subsidiary of a corporation which controls or wholly owns any such entity, whose senior unsecured long term debt is at the time an investment with it is made is rated by at least one nationally recognized statistical rating service no lower than in the second highest rating category, or, in the absence of a rating on long term debt, whose short term debt is rated by at least one nationally recognized statistical rating service not lower than in the highest rating category; provided, however, that no short term rating may be utilized to determine whether an entity qualifies under this paragraph as a Qualified Financial Institution if the same would be inconsistent with the rating criteria of any Rating Agency;

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

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

"Rating Agency" means any nationally recognized securities rating agency.

"Rebate Amount" means with respect to the Series 2013A Bonds and the Series 2013B Bonds, the amount computed as described in the Tax Compliance Agreement.

"Rebate Fund" means, with respect to the Series 2013A Bonds and the Series 2013B Bonds, the fund so designated pursuant to Section 4.01 of the Indenture.

"Record Date" means the Regular Record Date or the Special Record Date, as the case may be.

"Redemption Date" means the date determined by the Trustee, following receipt by the Trustee of notice from the Issuer or the University, on behalf of the Issuer, pursuant to the Indenture as of the date as of which a redemption shall be effective.

"Redemption Price" means, when used with respect to a Bond, the principal amount thereof plus the applicable redemption premium, if any, payable thereon, plus accrued interest to the Redemption Date.

"Regular Record Date" means, with respect to any Bond Payment Date, the fifteenth (15th) day of the calendar month (whether or not a Business Day) next preceding such Bond Payment Date.

"Renewal Fund" means the fund so designated and created pursuant to Section 4.01 of the Indenture.

"Request for Disbursement" means a request for disbursement by the University to the Trustee substantially in the form of Exhibit B attached to the Indenture.

"Reserved Rights" means the Unassigned Rights.

"SEQR Act" means the State Environmental Quality Review Act, as amended and the regulations thereunder.

"Series 2013 Bonds" means, collectively, the Series 2013A Bonds, the Series 2013B Bonds and the Series 2013C Bonds.

"Series 2013A Bonds" means the Issuer's \$118,855,000 original principal amount Monroe County Industrial Development Corporation Tax-Exempt Revenue Bonds (University of Rochester Project), Series 2013A.

"Series 2013A Bond Proceeds" means the sum of the face amount of the Series 2013A Bonds plus accrued interest, if any, premium, if any, less the sum of the original issue discount plus the Underwriter's spread or similar discount, if any.

"Series 2013A Equipment" means all machinery, equipment and other tangible personal property used and to be used in connection with the Series 2013A Facility and acquired in whole or in part with the Series 2013A Bond Proceeds with such additions thereto and substitutions therefor as may exist from time to time.

"Series 2013A Facility" shall have the meaning assigned to such term in the WHEREAS paragraphs of the Indenture.

"Series 2013A Land" means the real property which is the site of the Series 2013A Facility.

"Series 2013A Project" shall have the meaning assigned to such term in the WHEREAS paragraphs of the Indenture.

"Series 2013A Project Costs" shall have the meaning assigned to such term in the WHEREAS paragraphs of the Indenture.

"Series 2013B Bonds" means the Issuer's \$74,905,000 original principal amount Monroe County Industrial Development Corporation Tax-Exempt Revenue Bonds (University of Rochester Project), Series 2013B.

"Series 2013B Bond Proceeds" means the sum of the face amount of the Series 2013B Bonds plus accrued interest, if any, premium, if any, less the sum of the original issue discount plus the Underwriter's spread or similar discount, if any.

"Series 2013B Equipment" means all machinery, equipment and other tangible personal property used and to be used in connection with the Series 2013B Facility and acquired in whole

or in part with the Series 2013B Bond Proceeds with such additions thereto and substitutions therefor as may exist from time to time.

"Series 2013B Facility" shall have the meaning assigned to such term in the WHEREAS paragraphs of the Indenture.

"Series 2013B Land" means the real property which is the site of the Series 2013B Facility.

"Series 2013B Project" shall have the meaning assigned to such term in the WHEREAS paragraphs of the Indenture.

"Series 2013B Project Costs" shall have the meaning assigned to such term in the WHEREAS paragraphs of the Indenture.

"Series 2013C Bonds" means the Issuer's \$70,730,000 original principal amount Monroe County Industrial Development Corporation Taxable Revenue Bonds (University of Rochester Project), Series 2013C.

"Series 2013C Bond Proceeds" means the sum of the face amount of the Series 2013C Bonds plus accrued interest, if any, premium, if any, less the sum of the original issue discount plus the Underwriter's spread or similar discount, if any.

"Series 2013C Equipment" means all machinery, equipment and other tangible personal property used and to be used in connection with the Series 2013C Facility and acquired in whole or in part with the Series 2013C Bond Proceeds with such additions thereto and substitutions therefor as may exist from time to time.

"Series 2013C Facility" shall have the meaning assigned to such term in the WHEREAS paragraphs of the Indenture.

"Series 2013C Land" means the real property which is the site of the Series 2013C Facility.

"Series 2013C Project" shall have the meaning assigned to such term in the WHEREAS paragraphs of the Indenture.

"Series 2013C Project Costs" shall have the meaning assigned to such term in the WHEREAS paragraphs of the Indenture.

"Special Record Date" means a date for the payment of interest on the Bonds after an Event of Default has occurred fixed by the Trustee pursuant to Section 2.03(b) of the Indenture.

"State" means the State of New York.

"Supplemental Indenture" means any indenture supplemental to or amendatory of the Indenture, which may be executed by the Issuer and the Trustee in accordance with Article X of the Indenture.

"Tax Compliance Agreement" means, with respect to the Series 2013A Bonds and the Series 2013B Bonds, the Tax Compliance Agreement, dated the Closing Date, by and between the Issuer and the University, as the same may be amended, modified or supplemented from time to time in accordance with the terms thereof and the Indenture.

"Tax-Exempt Organization" means any corporation (or other entity) determined by the Internal Revenue Service to be exempt from taxation for federal income tax purposes.

"Trustee" means Manufacturers and Traders Trust Company, a banking corporation organized and existing under the laws of the State of New York, as Trustee under the Indenture, and any corporation resulting from or surviving any consolidation or merger to which it or its successors may be a party and any successor trustee at the time serving as such under the Indenture.

"Trust Estate" means all Property which may from time to time become subject to the Lien of the Indenture.

"Unassigned Rights" shall mean collectively:

(i) the right of the Issuer in its own behalf to receive all Opinions of Counsel, reports, financial statements, certificates, insurance policies, binders or certificates, or other notices or communications required to be delivered to the Issuer under the Loan Agreement;

(ii) the right of the Issuer to grant or withhold any consents or approvals required of the Issuer under the Loan Agreement;

(iii) the right of the Issuer to enforce, in its own behalf, the obligation of the University to complete the Project;

(iv) the right of the Issuer, in its own behalf (or on behalf of the appropriate taxing authorities), to enforce, receive amounts payable under or otherwise exercise its rights under Sections 1.5, 2.1, 2.2, 3.1, 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 5.1, 6.1, 6.2, 6.3, 6.5, 6.6, 6.10, 6.11, 6.13, 6.18, 6.19, 7.7, 8.1, 8.2, 8.4, 9.3, 9.10, 9.13, 9.17, 9.18 and 9.19 of the Loan Agreement; and

(v) the right of the Issuer, in its own behalf, to declare an Event of Default under Section 7.1 of the Loan Agreement with respect to any of the Unassigned Rights.

"Underwriter" means, collectively, J.P. Morgan Securities LLC, acting on behalf of itself, Barclays Capital Inc. and Morgan Stanley & Co. LLC, or their respective successors or assigns.

"University" means University of Rochester, a not-for-profit education corporation and organization described in Section 501(c)(3) of the Code, organized and existing under the laws of the State of New York, with an office located at Wallis Hall, Room 208, Box 270023, Rochester, NY 14627 and its successors and assigns.

"University Documents" means the Loan Agreement, the Tax Compliance Agreement, the Continuing Disclosure Agreement, the Preliminary Official Statement and the Official Statement.

[END OF APPENDIX C]

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APPENDIX D

SUMMARY OF CERTAIN PROVISIONS OF THE INDENTURE

The following description of certain provisions of the Indenture is only a brief outline of some of the provisions thereof, and does not purport to summarize or describe all of the provisions thereof. Reference is made to the Indenture for details of the provisions thereof.

All terms not otherwise defined below shall have the meaning given to such terms in Appendix C attached to the Official Statement.

Delivery of Bonds

Upon the execution and delivery of the Indenture, the Issuer shall execute and deliver the Series 2013 Bonds to the Trustee and the Trustee shall authenticate the Series 2013 Bonds and deliver them upon receipt of the Bond Proceeds in accordance with the directions of the Issuer and the provisions of the Indenture. (Section 2.07)

Additional Bonds

The Issuer may issue Additional Bonds under the Indenture from time to time on a *pari passu* basis with the Series 2013 Bonds issued under the Indenture for any of the purposes listed below:

- (1) To pay the cost of completing the Facility or completing an addition thereto based on the original general design and scope of the Facility or such addition thereto set forth in the original plans and specifications therefor, with such changes as may have become necessary to carry out such original design, or to reimburse expenditures of the University for any such costs;
- (2) To pay the cost of Capital Additions or to reimburse expenditures of the University for any such cost;
- (3) To pay the cost of refunding through redemption of any Outstanding Bonds issued under the Indenture and subject to such redemption; or
- (4) To pay the cost of any additional project approved by the Issuer.

In any such event the Trustee shall, at the written request of the Issuer, authenticate the Additional Bonds and deliver them as specified in the request, but only upon receipt of:

- (1) (A) a Supplemental Indenture setting forth the terms of the Additional Bonds and, for Additional Bonds described in subsection (a)(2) or (4) above, describing the Capital Additions to become part of the Facility; and (B) a supplement to the Loan Agreement providing for additional Debt Service Payments to be made by the University sufficient to cover the debt service due on the Additional Bonds.

(2) For Additional Bonds described in subsection (a)(1), (a)(2) or (a)(4) above, a certificate signed by an Authorized Representative of the University stating that the proceeds of the Additional Bonds plus other amounts, if any, available to the University for the purpose will be sufficient to pay the cost thereof; and (ii) payments and additional payments, if any, scheduled to be paid by the University under the Loan Agreement will be adequate to satisfy all of the Debt Service Payments required to be made on the Bonds to remain Outstanding during the remaining life thereof; provided, however, such Additional Bonds shall not be issued to cure any deficiencies existing on the date of such certification in any funds required to be maintained under the Indenture;

(3) For Additional Bonds described in subsection (a)(1) above, (i) a certificate of the University stating (A) the estimated cost of completion of the Facility or the addition thereto and (B) that all approvals required for completion of the Facility or addition thereto have been obtained, other than building permits for any portions of the Facility or such addition thereto which, based on consultations with the University and contractor or other construction manager, will be obtained in due course so as not to interrupt or delay construction of the Facility or such addition thereto and other than licenses or permits required for occupancy or operation of the Facility or such addition thereto upon its completion;

(4) for Additional Bonds described in subsection (a)(3) above, (A) a certificate of an Authorized Representative of the University that notice of redemption of the Bonds to be refunded has been given or that provisions have been made therefor, and (B) a certificate of an Accountant stating that the proceeds of the Additional Bonds plus the other amounts, if any, stated to be available for the purpose, will be sufficient to accomplish the purpose of the refunding and to pay the cost of refunding, which shall be itemized in reasonable detail;

(5) for any Additional Bonds, a certified resolution of the Issuer (A) stating the purpose of the issue, (B) establishing the series of Additional Bonds to be issued and providing the terms and form of Additional Bonds thereof and directing the payments to be made into the funds established under the Indenture, (C) authorizing the execution and delivery of the Additional Bonds to be issued and (D) authorizing redemption of any previously issued Bonds which are to be refunded;

(6) for any Additional Bonds, a certificate of an Authorized Representative of the University stating (A) that no Event of Default under the Indenture or under the Loan Agreement has occurred and is continuing (except, in the case of Additional Bonds described in subsection (a)(1) above, for an Event of Default, if any, resulting from non-completion of the Facility or an addition thereto) and (B) that the proceeds of the Additional Bonds plus other amounts, if any, stated to be available for that purpose will be sufficient to pay the costs for which the Additional Bonds are being issued, which shall be itemized in reasonable detail;

(7) for any Additional Bonds, a certified resolution of the Board of Trustees of the University (A) approving the issuance of the Additional Bonds and the terms thereof, (B) authorizing the execution of any required amendments or supplements to the Indenture and the Loan Agreement, (C) for Additional Bonds described in subsection (a) (1) or (2) above, approving plans and specifications for the Facility or an addition thereto, and (D) for Additional Bonds described in subsection (a)(3) above, authorizing redemption of the Bonds to be refunded;

(8) for any Additional Bonds, an opinion or opinions of Bond Counsel to the effect that (A) the purpose of the Additional Bonds is one for which Additional Bonds may be issued under Indenture, (B) all conditions prescribed herein as precedent to the issuance of the Additional Bonds have been fulfilled, (C) the Additional Bonds have been validly authorized and executed and when authenticated and delivered pursuant to the request of the Issuer will be valid, legally binding, special obligations of the Issuer, and are entitled to the benefit and security of the Indenture, (D) all consents of any regulatory bodies required as a condition to the valid issuance of the Additional Bonds have been obtained and (E) issuance of such Additional Bonds will not adversely affect the tax status of Outstanding Bonds;

(9) [Reserved]; and.

(10) for Additional Bonds described in Subsection (a)(1), (a)(2) or (a)(4) above, an opinion of Independent Counsel to the University reasonably acceptable to the Issuer. (Section 2.13)

Establishment of Funds and Accounts; Application of Series 2013 Bond Proceeds and Allocation Thereof

In connection with the Series 2013 Bonds, the Indenture requires the establishment of the following trust funds and accounts with the Trustee: (i) the Project Fund within which there shall be three (3) accounts: (1) the Series 2013A Project Account, (2) the Series 2013B Project Account within which there shall be a Capitalized Interest Subaccount and (3) the Series 2013C Project Account, (ii) the Bond Fund within which there shall be three (3) accounts: (1) the Series 2013A Bond Account, (2) the Series 2013B Bond Account and (3) the Series 2013C Bond Account, (iii) the Renewal Fund within which there shall be three (3) accounts: (1) the Series 2013A Renewal Account, (2) the Series 2013B Renewal Account and (3) the Series 2013C Renewal Account, (iv) the Rebate Fund within which there shall be two (2) accounts, the Principal Account and the Earnings Account and (v) the Earnings Fund ") within which there shall be three (3) accounts: (1) the Series 2013A Earnings Account, (2) the Series 2013B Earnings Account and (3) the Series 2013C Earnings Account. Upon the receipt of the proceeds of the Bonds, the Trustee shall deposit such proceeds (a) in the (1) Series 2013A Bond Account: all accrued interest, if any, paid by the purchaser of the Series 2013A Bonds, (2) Series 2013B Bond Account: all accrued interest, if any, paid by the purchaser of the Series 2013B Bonds and (3) Series 2013C Bond Account: all accrued interest, if any, paid by the purchaser of the Series 2013C Bonds and (b) in the Series 2013A Project Account: the balance of the proceeds received from the sale of the Series 2013A Bonds, (2) Series 2013B Project Account: the balance of the

proceeds received from the sale of the Series 2013B provided that, of such balance of the proceeds of the Series 2013B Bonds, the Trustee shall credit to the Capitalized Interest Subaccount of the Series 2013B Project Account such amount as is certified to the Trustee by the Issuer and (3) Series 2013C Project Account: the balance of the proceeds received from the sale of the Series 2013C Bonds. (Section 4.01 and 4.02)

Use of Moneys in the Project Fund

Moneys in the Project Fund shall be applied and expended by the Trustee in accordance with the Loan Agreement and the Indenture; provided further that, during the time prior to the applicable Completion Date, the Trustee is authorized under the Indenture to disburse from the Capitalized Interest Subaccount of the Series 2013B Project Account on the Business Day prior to an Interest Payment Date for the Series 2013B Bonds, for deposit into the Series 2013B Bond Account, such amount, together with amounts already available as is sufficient to pay the interest on the Series 2013B Bonds coming due on such Interest Payment Date (or, if insufficient funds are then on deposit, the balance of such Capitalized Interest Subaccount). The Trustee is authorized and directed to issue its checks or make wire transfers for each disbursement from the applicable account of the Project Fund upon being furnished certain documents required by the Indenture. The completion of the acquisition, construction and equipping of the Facility and payment or provision for payment of items included within the Cost of the Facility shall be evidenced by the filing with the Trustee of the certificate required by the Loan Agreement. As soon as practicable and in any event not more than sixty (60) days from the date of the certificate referred to in the preceding sentence, (1) any balance remaining in the Project Fund, except for (i) amounts the University shall have directed the Trustee to retain for any item included within the Cost of the Facility not then due and payable, and (ii) amounts required to be transferred to the Rebate Fund by the Tax Compliance Agreement and the Indenture, shall without further authorization be transferred to the Bond Fund and thereafter be applied to redeem the Bonds in accordance with the Indenture. If an Event of Default shall occur under the Indenture and the Outstanding principal amount of the Bonds shall be declared due and payable, the entire balance remaining in the applicable account of the Project Fund, after making any required transfer to the Rebate Fund, shall be transferred to the applicable account of the Bond Fund. (Section 4.04)

Payments into the Bond Fund; Use of Moneys in the Bond Fund

The Trustee shall deposit into the Bond Fund: (i) the accrued interest, if any, on the Bonds as provided in the Indenture, (ii) any and all debt service payments received by the Trustee under the Loan Agreement, (iii) the balance of the Project Fund, the Renewal Fund, the Earnings Fund and the Rebate Fund to the extent specified in the Indenture, (iv) the amount of net income or gain received from investment of moneys in the Bond Fund and (v) all other moneys received by the Trustee pursuant to any of the provisions of the Loan Agreement or the Indenture which, by the terms of the Loan Agreement and the Indenture are required to be or which are accompanied by directions that such moneys are to be paid into the Bond Fund. (Section 4.05)

So long as there remain any Bonds Outstanding, moneys in the Bond Fund shall be used solely for the payment, when due, of the Debt Service Payments on the Bonds or for the redemption of the Bonds as provided in the Indenture. (Section 4.06)

Payments into Renewal Fund; Application of Renewal Fund

The Net Proceeds resulting from any casualty insurance proceeds or Condemnation award with respect to the Facility deposited or delivered to the Trustee pursuant to the Loan Agreement shall be deposited in the Renewal Fund. The amounts in the Renewal Fund shall be subject to a security interest, lien and charge in favor of the Trustee until disbursed as provided in the Indenture. The Trustee is authorized under the Indenture to apply the amounts in the Renewal Fund to the payment (or reimbursement to the extent the same have been paid by or on behalf of the University or the Issuer) of the costs required for the rebuilding, replacement, repair and restoration of the Facility upon written instructions from the University. The Trustee is further authorized and directed to issue its checks for each disbursement from the Renewal Fund upon a requisition submitted to the Trustee, signed by an Authorized Representative of the University. (Section 4.07)

Payments Into Earnings Fund; Application of Earnings Fund

All investment income or earnings on amounts held in the applicable accounts of the Project Fund, the Renewal Fund, the Earnings Fund or any other special fund held with respect to the Bonds under any of the Financing Documents (other than the Rebate Fund or the Bond Fund) shall be deposited upon receipt by the Trustee into the applicable account of the Earnings Fund. Within thirty (30) days after the end of each Bond Year, or such later date that the Trustee receives the written certificate required to be delivered by or on behalf of the University pursuant to the Indenture and the Tax Compliance Agreement, the Trustee shall withdraw from (i) the Series 2013A Earnings Account of the Earnings Fund an amount equal to the difference, if any, between the Rebate Amount set forth in such certificate and the amount then on deposit in the Rebate Fund and (ii) the Series 2013B Earnings Account of the Earnings Fund an amount equal to the difference, if any, between the Rebate Amount set forth in such certificate and the amount then on deposit in the Rebate Fund. Any amounts remaining in the applicable account of Earnings Fund following such transfer shall be transferred to the funds, as specifically directed by the University, which were the sources of the earnings deposited into the applicable account of Earnings Fund. If an Event of Default under the Indenture shall have occurred and the outstanding principal amount of the Bonds shall have been declared due and payable, the entire balance remaining in the applicable account of Earnings Fund, after making the transfer to the Rebate Fund required under the Tax Compliance Agreement and the Indenture, shall be transferred to the applicable account of Bond Fund and applied in accordance with the Indenture. (Section 4.08)

Payments Into Rebate Fund; Application of Rebate Fund

The Rebate Fund and the amounts deposited therein shall not be subject to a security interest, pledge, assignment, Lien or charge in favor of the Trustee, the Owner of any Series 2013A Bond or Series 2013B Bond or any other Person.

The Trustee, upon the receipt of a certification of the Rebate Amount from an Authorized Representative of the University, in accordance with the Tax Compliance Agreement, shall deposit in the Rebate Fund Principal Account within thirty (30) days after the end of each Bond Year, or such later date that the Trustee receives such certification from the University, an amount such that the amount held in the Rebate Fund Principal Account after such deposit is equal to the Rebate Amount calculated as of the last day of the prior Bond Year. If there has been delivered to the Trustee a certification of the Rebate Amount in conjunction with the completion of the Series 2013A Facility or the Series 2013B Facility pursuant to the Tax Compliance Agreement at any time during a Bond Year the Trustee shall deposit in the Rebate Fund Principal Account within thirty (30) days of the applicable Completion Date, or such later date that the Trustee receives such certification from the University, an amount such that the amount held in the Rebate Fund Principal Account after such deposit is equal to the Rebate Amount calculated at the applicable Completion Date. The amounts deposited in the Rebate Fund Principal Account pursuant to the Indenture shall be withdrawn from the applicable account of the Earnings Fund, to the extent of any moneys therein, and then, to the extent of any deficiency, from such fund or funds as are designated by the University to the Issuer and the Trustee in writing.

In the event that on the first day of any Bond Year the amount on deposit in the Rebate Fund Principal Account exceeds the Rebate Amount, the Trustee, upon the receipt of written instructions from an Authorized Representative of the University, shall withdraw such excess amount and prior to the applicable Completion Date, deposit it in the applicable account of Project Fund or, after the applicable Completion Date, deposit it in the applicable account of Bond Fund.

With respect to (1) the Series 2013A Bonds, the Trustee, upon the receipt of written instructions from an Authorized Representative of the University, shall pay to the United States, out of amounts in the Rebate Fund, (i) not later than thirty (30) days after the last day of the fifth Bond Year and after every fifth Bond Year thereafter, an amount equal to ninety percent (90%) of the balance, if any, in the Rebate Fund Principal Account and the total amount on the Rebate Fund Earnings Account as of the date of such payment and (ii) in accordance with the Indenture, not later than thirty (30) days after the date on which all Series 2013A Bonds have been paid in full, the balance in the Rebate Fund and (2) the Series 2013B Bonds, the Trustee, upon the receipt of written instructions from an Authorized Representative of the University, shall pay to the United States, out of amounts in the Rebate Fund, (i) not later than thirty (30) days after the last day of the fifth (5th) Bond Year and after every fifth (5th) Bond Year thereafter, an amount equal to ninety percent (90%) of the balance, if any, in the Rebate Fund Principal Account and the total amount on the Rebate Fund Earnings Account as of the date of such payment and (ii) notwithstanding the provisions of Section 7.02 hereof, not later than thirty (30) days after the date on which all Series 2013B Bonds have been paid in full, the balance in the Rebate Fund. (Section 4.09)

Investment of Moneys

Moneys held in any fund established by the Indenture (other than the Bond Fund) shall be invested and reinvested by the Trustee in Permitted Investments, pursuant to direction by the Authorized Representative of the University. Moneys held in the Bond Fund shall be invested and reinvested, pursuant to direction by the Authorized Representative of the University, only in Governmental Obligations maturing as needed. (Section 4.11)

Payment to University Upon Payment of the Bonds

Except as otherwise specifically provided in the Indenture, after payment in full of (1) the principal of, premium, if any, and interest on all the Bonds (or after provision for the payment thereof has been made in accordance with the Indenture), (2) the fees, charges and expenses of the Trustee and Paying Agent and (3) all other amounts required to be paid under the Indenture and the Loan Agreement, and provided that all moneys required to be paid into the Rebate Fund have been paid or adequately provided for, all amounts remaining in any fund established pursuant to the Indenture (except the Rebate Fund) or otherwise held by the Trustee and by any additional Paying Agent for the account of the Issuer or the University under the Indenture or the Loan Agreement shall be paid to the University. (Section 4.12)

Payments Due on Other Than Business Days

In any case where a Bond Payment Date shall not be a Business Day, then payment of the principal of, premium, if any, and interest on the Bonds need not be made on such date but may be made on the next succeeding Business Day with the same force and effect as if made on the date due and no interest shall accrue for the period after such date. (Section 5.14)

Priority Rights of Trustee

The rights and privileges of the University set forth in the Loan Agreement are specifically made subject and subordinate to the rights and privileges under the Financing Documents of the Trustee and the Holders of the Bonds. (Section 6.01)

Defeasance of Bonds

Any Outstanding Bond shall, prior to the maturity or redemption date thereof, be deemed to have been paid within the meaning of, and with the effect expressed in, the Indenture if: (i) there shall have been irrevocably deposited with the Trustee sufficient Defeasance Obligations, in accordance with the Indenture, which will, without further investment, be sufficient, together with other amounts held for such payment, to pay the principal of the Bonds when due or to redeem the Bonds at the Redemption Price, if any, in accordance with the Indenture (ii) in the event such Bonds are to be redeemed prior to maturity in accordance with the Indenture, all action required by the provisions of the Indenture to redeem the Bonds shall have been taken or provided for to the satisfaction of the Trustee, and notice thereof in accordance with the Indenture shall have been duly given or provisions satisfactory to the Trustee shall have been made for the giving of such notice, (iii) provision shall have been made for the payment of all

fees and expenses of the Trustee and of any additional Paying Agents with respect to the Bonds, (iv) the Issuer shall have been reimbursed for all of its expenses under the Financing Documents and (v) all other payments required to be made under the Loan Agreement and the Indenture with respect to the Bonds shall have been made or provided for. At such time as a Bond shall be deemed to be paid, under the Indenture, as aforesaid, such Bond shall no longer be secured by or entitled to the benefit of the Indenture, except for the purposes of any such payment from such moneys or Defeasance Obligations.

For the purpose of the paragraph above, the Trustee shall be deemed to hold sufficient moneys to pay the principal of an Outstanding Bond not then due or to redeem Outstanding Bonds prior to the maturity thereof only if there shall be on deposit with the Trustee for such purpose Defeasance Obligations maturing or redeemable at the option of the holder thereof not later than (i) the maturity date of such Bonds, or (ii) the first date following the date on which such Bonds are to be redeemed pursuant to the Indenture (whichever may first occur), or both cash and such Defeasance Obligations, in an amount which, together with income to be earned on such Defeasance Obligations (without reinvestment) prior to such maturity date or Redemption Date, equals the principal due on such Bond, together with the premium, if any, due thereon and all interest thereon which has accrued and which will accrue to such maturity date or Redemption Date. In addition to the foregoing, the Issuer shall cause to be delivered to the Trustee, at the expense of the University, (i) a certificate or report from an Accountant verifying that the cash or Defeasance Obligations held by the Trustee meet the requirements under the Indenture, (ii) an escrow deposit or other similar agreement ("Escrow Agreement"), (iii) an Opinion of Counsel to the effect that the Series 2013 Bonds are no longer Outstanding under the Indenture and (iv) a certificate of discharge of the Trustee with respect to the Bonds.

Upon the defeasance of all Outstanding Bond in accordance with the Indenture, the Trustee shall hold in trust, for the benefit of the Holders of such Bonds, all such moneys and/or Defeasance Obligations and shall make no other or different investment of such moneys and/or Defeasance Obligations and shall apply the proceeds thereof and the income therefrom only to the payment of such Bonds. (Section 7.02)

Events of Default

The following shall be "Events of Default" under the Indenture, and the terms "Event of Default" or "Default" shall mean, when they are used in the Indenture, any one or more of the following events:

(a) A default in the due and punctual payment of the interest on any Bond, irrespective of notice; or

(b) A default in the due and punctual payment of the principal or Redemption Price of any Bond, whether at the stated maturity thereof, upon proceedings for redemption thereof (except with respect to a proposed optional redemption under the Indenture for which the notice of redemption shall no longer be of force or effect in accordance with the Indenture), or upon the maturity thereof by declaration or otherwise; or

(c) (i) Subject to clause (ii) below, the failure by the Issuer to observe and perform any covenant, condition or agreement under the Indenture on its part to be observed or performed (except obligations referred to in (a) and (b) above) for a period of thirty (30) days after written notice, specifying such failure and requesting that it be remedied, is given to the Issuer and the University by the Trustee or by the Holders of not less than fifty-one percent (51%) of the aggregate principal amount of Outstanding Bonds;

(ii) If the covenant, condition, or agreement which the Issuer has failed to observe or perform is of such a nature that it cannot reasonably be fully cured within such thirty (30) days, the Issuer shall not be in default if the Issuer commences a cure within such thirty (30) days and thereafter diligently proceeds with all action required to complete the cure, and, in any event, completes such cure within sixty (60) days of such written notice from the Trustee or the Holders of not less than fifty-one percent (51%) of the aggregate principal amount of the Bonds Outstanding, unless the Trustee or the Holders of not less than fifty-one percent (51%) of the aggregate principal amount of the Outstanding Bonds shall give their written consent to a longer period; or

(d) The occurrence and continuance of an "Event of Default" under the Loan Agreement. (Section 8.01)

Acceleration

Upon the occurrence and continuance of an Event of Default under the Indenture, the Trustee may, and upon the written request of the Holders of not less than fifty-one percent (51%) of the aggregate principal amount of the Outstanding Bonds shall, by written notice delivered to the Issuer and the University declare all Bonds Outstanding immediately due and payable, and such Bonds shall become immediately due and payable, anything in the Bonds or in the Indenture to the contrary notwithstanding. (Section 8.02)

Enforcement of Remedies

In the event the Bonds are declared immediately due and payable, the Trustee may, and upon the written request of the Holders as set forth in the Indenture shall, proceed forthwith to protect and enforce its rights and the rights of the Holders under the Act, the Bonds, the Indenture and the Loan Agreement by such suits, actions or proceedings as the Trustee, being advised by counsel, shall deem necessary or expedient. Upon the occurrence and continuance of any Event of Default, and upon being provided with the security and indemnity if so required pursuant to the Indenture, the Trustee shall exercise such of the rights and powers vested in the Trustee by the Indenture and use the same degree of care and skill in their exercise as a prudent man would exercise or use in the circumstances in the conduct of his own affairs.

The Trustee may sue for, enforce payment of and receive any amounts due or becoming due from the Issuer or the University for the payment of the principal, premium, if any, and interest on the Outstanding Bonds under any of the provisions of the Indenture, the Bonds or the Loan Agreement without prejudice to any other right or remedy of the Trustee or of the Holders.

Notwithstanding anything to the contrary contained in the foregoing paragraph, upon the occurrence and continuance of any Event of Default the Trustee may pursue any available remedy at law or in equity by suit, action, mandamus or other proceeding to enforce the payment of the principal of, premium, if any, on and interest on the Bonds then Outstanding and to enforce and compel the performance of the duties and obligations of the Issuer and the University under the Financing Documents.

Regardless of the happening of an Event of Default, the Trustee, if requested in writing by the Holders of not less than fifty-one percent (51%) in the aggregate principal amount of the Outstanding Bonds may, and if provided with the security and indemnity required under the Indenture shall, institute and maintain such suits and proceedings as it may be advised by such Holders shall be necessary or expedient to prevent any impairment of the Trust Estate by any acts which may be unlawful or in violation of the Indenture or of any resolution authorizing the Bonds, or to preserve or protect the interests of the Holders, provided that such request is in accordance with law and the provisions of the Indenture and, in the sole judgment of the Trustee, is not unduly prejudicial to the interests of the Holders not making such request. (Section 8.03)

Application of Moneys

The Net Proceeds received by the Trustee pursuant to any right given or action taken under the provisions of and in accordance with the Indenture shall be deposited in the Bond Fund.

All moneys in the Bond Fund following the occurrence of an Event of Default shall be applied to the payment of the reasonable fees and expenses of the Issuer and the Trustee and then:

(i) Unless the principal of all the Bonds shall have become due or shall have been declared due and payable,

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

SECOND - To the payment of the unpaid principal or Redemption Price of any of the Bonds which shall have become due (other than Bonds called for redemption for the payment of which moneys are held pursuant to the provisions of the Indenture), in order of their due dates, with interest on such Bonds, at the rate or rates expressed thereon, from the respective dates upon which such Bonds became due and, if the amount available shall not be sufficient to pay in full Bonds due on any particular date, together with such interest, then to the payment ratably, according to the amount of principal and interest due on such date, to the Persons entitled thereto without any discrimination or preference.

THIRD - To the payment of the principal or Redemption Price of and interest on the Bonds as the same become due and payable.

(ii) If the principal of all the Bonds shall have become due by declaration or otherwise, to the payment of the principal and interest (at the rate or rates expressed thereon) then due and unpaid upon all of the Bonds, without preference or priority of principal over interest or of interest over principal or of any installment of interest over any other installment of interest, or of any Bond over any other Bond, ratably according to the amounts due respectively for principal and interest, to the Persons entitled thereto without discrimination or preference.

(iii) If the principal of all the Bonds shall have been declared due and payable, and if such declaration shall thereafter have been rescinded and annulled under the provisions of the Indenture then, subject to the provisions of the Indenture, in the event that the principal of all the Bonds shall later become due by declaration or otherwise, the moneys shall be applied in accordance with the provisions of the Indenture. (Section 8.05)

Individual Holder Action Restricted

No Holder of any Bond shall have any right to institute any suit, action, or proceeding in equity or law for the enforcement of the Indenture or for the execution of any trust under the Indenture or for any remedy under the Indenture unless:

(i) an Event of Default has occurred of which the Trustee has been notified as provided in the Indenture or of which under the Indenture the Trustee is deemed to have notice; and

(ii) the Holders of at least fifty-one percent (51%) in aggregate principal amount of Bonds Outstanding shall have made written request to the Trustee to proceed to exercise the powers granted in the Indenture or to institute such action, suit or proceeding in its own name; and

(iii) such Holders shall have offered the Trustee indemnity as provided in the Indenture; and

(iv) the Trustee shall have failed or refused to exercise the powers granted under the Indenture or to institute such action, suit or proceedings in its own name for a period of sixty (60) days after receipt by it of such request and offer of indemnity.

No one or more Holders of Bonds shall have any right in any manner whatsoever to affect, disturb or prejudice the security of the Indenture or to enforce any right thereafter except in the manner provided in the Indenture and for the equal benefit of the Owners of all Bonds Outstanding. (Section 8.09)

Supplemental Indentures Not Requiring Consent of Holders

Without the consent of or notice to any of the Holders, the Issuer and the Trustee may enter into one or more Supplemental Indentures, not inconsistent with the terms and provisions of the Indenture, for any one or more of the following purposes:

- (a) In connection with the issuance of Additional Bonds, to set forth such matters as are specifically required or permitted under the Indenture;
- (b) To cure any ambiguity or formal defect or omission in the Indenture;
- (c) To grant to or confer upon the Trustee for the benefit of the Holders any additional rights, remedies, powers or authority that may lawfully be granted to or conferred upon the Holders or the Trustee;
- (d) To add to the covenants and agreements of the Issuer in the Indenture, other covenants and agreements to be observed by the Issuer;
- (e) To more precisely identify the Trust Estate;
- (f) To subject to the Lien of the Indenture additional revenue, receipts, Property or collateral;
- (g) To evidence the appointment of a successor Trustee;
- (h) To preserve the tax-exempt status of the Series 2013A Bonds and the Series 2013B Bonds; or
- (i) To effect any other change in the Indenture which, in the judgment of the Trustee is not to the prejudice of the Trustee or the Holders. (Section 10.01)

Supplemental Indentures Requiring Consent of Holders

Except as provided in the Indenture, the Holders of not less than fifty-one percent (51%) in aggregate principal amount of the Outstanding Bonds shall have the right, from time to time, to consent to and approve the execution by the Issuer and the Trustee of such Supplemental Indentures as shall be deemed necessary and desirable by the Issuer for the purpose of modifying, altering, amending, adding to or rescinding any of the terms or provisions contained in the Indenture or in any Supplemental Indenture or in the Bonds; provided, however, that nothing contained in the Indenture shall permit: (i) a change in the terms of redemption or maturity of the principal or the time of payment of interest on any Outstanding Bond or a reduction in the principal amount of or premium, if any, on any Outstanding Bond or the rate of interest thereon, without the consent of the Holder of such Bond, or (ii) the creation of a Lien upon the Trust Estate ranking prior to or on a parity with the Lien created by the Indenture, without the consent of the Holder of all Outstanding Bonds, or (iii) the creation of a preference or priority of any Bond or Bonds over any other Bond or Bonds, without the consent of the

Holder of all Outstanding Bonds, or (iv) a reduction in the aggregate principal amount of the Bonds required for consent to such Supplemental Indenture, without the consent of the Holder of all Outstanding Bonds.

If at any time the Issuer shall request the Trustee to enter into a Supplemental Indenture for any of the purposes as provided in the Indenture, the Trustee, upon being satisfactorily indemnified with respect to expenses, shall cause notice to be given as set forth in the Indenture; provided, however, that the failure to give such notice or any defect therein shall not affect the validity of any proceeding taken pursuant to the Indenture.

If the Holders of not less than fifty-one percent (51%) in aggregate principal amount of the Bonds Outstanding at the time of the execution of any such Supplemental Indenture shall have consented to and approved the execution thereof, as provided by the Indenture, no Holder of any Bond shall have any right to object to any of the terms and provisions contained therein or in any manner to question the propriety of the execution thereof or enjoin or restrain the Trustee or the Issuer from executing the same or from taking any action pursuant to the provisions thereof. (Section 10.02)

Amendments to Loan Agreement

Without the consent of or notice to the Holders of the Series 2013A Bonds and the Series 2013B Bonds, the Issuer and the University may enter into, and the Trustee may consent to, any amendment, change or modification of the Loan Agreement as may be required (i) by the provisions thereof or of the Indenture, (ii) for the purpose of curing any ambiguity or formal defect or omission therein, (iii) for the purpose of issuing Additional Bonds under the Indenture; (iv) in connection with the description of the Facility, (v) in order to preserve the tax-exempt status of the Series 2013A Bonds and the Series 2013B Bonds or (vi) in connection with any other change therein, which, in the sole judgment of the Trustee based on an opinion of Independent Counsel, does not adversely affect the interests of the Trustee or the Holders of the Series 2013A Bonds and the Series 2013B Bonds. Except for amendments, changes or modifications as provided in the Indenture, neither the Issuer nor the Trustee shall consent to any amendment, change or modification of the Loan Agreement without notice thereof being given to the Holders of the Series 2013A Bonds and the Series 2013B Bonds in the manner provided in the Indenture and the written approval or consent of the Holders of the Series 2013A Bonds and the Series 2013B Bonds of not less than fifty-one percent (51%) in aggregate principal amount of the Outstanding Series 2013A Bonds and Series 2013B Bonds procured and given in the manner set forth in the Indenture; provided, however, that no such amendment shall be permitted which changes the terms of payment under the Indenture without the consent of the Holders of all Outstanding Series 2013A Bonds and Series 2013B Bonds. (Section 11.01)

Amendments to Tax Compliance Agreement

Without the consent of or notice to the Holders of the Series 2013A Bonds and the Series 2013B Bonds, the Issuer and the University may enter into, and the Trustee may consent to, any amendment, change or modification of the Tax Compliance Agreement as may be required (i) by the provisions thereof or of the Indenture, (ii) for the purpose of curing any ambiguity or formal

defect or omission therein, (iii) for the purpose of issuing Additional Bonds under the Indenture, (iv) in connection with the description of the Series 2013A Facility and the Series 2013B Facility, (v) in order to preserve the tax-exempt status of the Series 2013A Bonds and the Series 2013B Bonds, or (vi) in connection with any other change therein, which, in the sole judgment of the Trustee based on an opinion of Independent Counsel, does not adversely affect the interests of the Trustee or the Holders of the Series 2013A Bonds and the Series 2013B Bonds. Except for amendments, changes or modifications as provided in the Indenture, neither the Issuer nor the Trustee shall consent to any amendment, change or modification of the Tax Compliance Agreement without notice thereof being given to the Holders in the manner provided in the Indenture and the written approval or consent of the Holders of not less than fifty-one percent (51%) in aggregate principal amount of the Outstanding Bonds procured and given in the manner set forth in the Indenture; provided, however, that no such amendment shall be permitted which changes the terms of payment thereunder without the consent of the Holders of all Outstanding Bonds. (Section 11.03).

[END OF APPENDIX D]

APPENDIX E

SUMMARY OF CERTAIN PROVISIONS OF THE LOAN AGREEMENT AND PLEDGE AND ASSIGNMENT

SUMMARY OF CERTAIN PROVISIONS OF THE LOAN AGREEMENT

The following description of certain provisions of the Loan Agreement is only a brief outline of some of the provisions thereof, and does not purport to summarize or describe all of the provisions thereof. Reference is made to the Loan Agreement for details of the provisions thereof.

All terms not otherwise defined below shall have the meaning given to such terms in Appendix C attached to the Official Statement.

Completion by University.

The University unconditionally covenants and agrees under the Loan Agreement that it will complete the Project, or cause the Project to be completed, by the applicable Completion Date, and that such completion will be effected in a workmanlike manner, using high-grade materials, free of defects in materials or workmanship (including latent defects), as applicable, and in accordance with the Loan Agreement and the Indenture. In the event that moneys in the Project Fund are not sufficient to pay the costs necessary to complete the Project in full, the University shall pay that portion of such costs of the Project as may be in excess of the moneys therefor in said Project Fund and shall not be entitled to any reimbursement therefor from the Issuer, the Trustee or the Holders of any of the Bonds (except from the proceeds of Additional Bonds which may be issued for that purpose), nor shall the University be entitled to any diminution of the debt service payments payable or other payments to be made under the Loan Agreement. (Section 2.2)

Issuance of Series 2013 Bonds.

On the Closing Date, the Trustee shall deposit the proceeds of the Series 2013 Bonds in the applicable account of the Project Fund (i) upon receipt of the Series 2013 Bonds and (ii) subject to the terms and conditions of the Indenture. Additional Bonds may be issued and purchased from time to time, as set forth in the Indenture on a pari passu basis with the Series 2013 Bonds. Each series of Additional Bonds shall be issued only for the purpose provided in the Supplemental Indenture executed in connection therewith.

The Issuer agrees to loan the proceeds of the Series 2013 Bonds to the University and the University agrees to pay to the Trustee the principal of and interest on the Series 2013 Bonds and all other amounts due under the Loan Agreement in accordance with the terms of the Loan Agreement, the Indenture and the Series 2013 Bonds. (Section 3.1)

Payment Provisions; Pledge of Loan Agreement.

The University covenants to make debt service payments for and in respect of the Series 2013 Bonds pursuant to the Loan Agreement, which the Issuer agrees shall be paid by the University directly to the Trustee on or prior to each Bond Payment Date for deposit in the Bond Fund in an amount equal to the sum of (i) the interest then becoming due and payable on the Series 2013 Bonds on such Bond Payment Date (less any amount available in the Project Fund for transfer to the Bond Fund), (ii) the principal amount of the Bonds then Outstanding which will become due on such Bond Payment Date (whether at maturity or by redemption or acceleration as provided in the Indenture), and (iii) the principal of and redemption premium, if any, including sinking fund installments, on the Bonds to be redeemed which will become due on such Bond Payment Date together with accrued interest to such date of redemption.

In addition, the University shall pay, as an additional payment, within fifteen (15) days after receipt of an invoice setting forth the nature and payee of each such expense and demand for payment therefor, the expenses payable by the Issuer to the Trustee pursuant to and under the Indenture (Section 3.2)

Obligation of University Unconditional.

The obligations of the University to pay debt service payments and all other payments provided for in the Loan Agreement and to maintain the Facility in accordance with the Loan Agreement constitute a general obligation of the University and shall be absolute and unconditional, irrespective of any defense or any rights of set-off, recoupment or counterclaim or deduction and without any rights of suspension, deferment, diminution or reduction it might otherwise have against the Issuer, the Trustee or the Holder of any Series 2013 Bond and the obligation of the University shall arise whether or not the Project has been completed as provided in the Loan Agreement. (Section 3.3)

Alterations and Improvements.

During the term of the Loan Agreement, the University will keep the Facility in good and safe operating order and condition, ordinary wear and tear excepted, will occupy, use and operate the Facility in the manner for which it was designed and intended and contemplated by the Loan Agreement, and will make all replacements, renewals and repairs thereto (whether ordinary or extraordinary, structural or nonstructural, foreseen or unforeseen). (Section 4.1)

Taxes, Assessments and Charges.

The University shall pay, when the same shall become due, all taxes and assessments, general and specific, if any, levied and assessed upon or against the Facility, any estate or interest of the University in the Facility, or the payments under the Loan Agreement during the term of the Loan Agreement and all water and sewer charges, special district charges, assessments and other governmental charges and impositions whatsoever, foreseen or unforeseen, ordinary or extraordinary, under any present or future law, and charges for public or private utilities or other charges incurred in the occupancy, use, operation, maintenance or upkeep of the Facility. (Section 4.3)

Insurance.

At all times throughout the term of the Loan Agreement including, without limitation, during any period of construction or renovation of the Facility, the University, in accordance with the Loan Agreement, shall maintain insurance with insurance companies licensed to do business in the State (or authorized in the State under the Federal Liability Risk Retention Act), against such risks, loss, damage and liability (including liability to third parties) and for such amounts as are customarily insured against by other enterprises of like size and type as that of the University. (Section 4.4)

Damage, Destruction and Condemnation.

In the event that at any time during the term of the Loan Agreement, the whole or part of the Facility shall be damaged or destroyed, or the whole or any part of the Facility shall be taken or condemned by a competent authority for any public use or purpose, or by agreement between the Issuer and those authorized to exercise such right, or if the temporary use of the Facility or any part thereof shall be so taken by condemnation or agreement (a "Loss Event"): (i) the Issuer shall have no obligation to rebuild, replace, repair or restore the Facility, (ii) there shall be no abatement, postponement or reduction in the debt service payments or other amounts payable by the University under the Loan Agreement, and (iii) the University will promptly give written notice of such Loss Event to the Issuer and the Trustee, generally describing the nature and extent thereof.

Upon the occurrence of a Loss Event, any Net Proceeds derived therefrom shall be paid to the University and the University shall either: (i) at its own cost and expense (except to the extent paid from the Net Proceeds deposited in the Renewal Fund as provided in the Loan Agreement and the Indenture), promptly and diligently rebuild, replace, repair or restore the Facility to substantially its condition immediately prior to the Loss Event, or to a condition of at least equivalent value, operating efficiency and function, regardless of whether or not the Net Proceeds derived from the Loss Event shall be sufficient to pay the cost thereof, and the University shall not, by reason of payment of any such excess costs, be entitled to any reimbursement from the Issuer, the Trustee or any Bondholder, nor shall the debt service payments or other amounts payable by the University under the Loan Agreement be abated, postponed or reduced, or (ii) if, to the extent and upon the conditions permitted to do so under the Loan Agreement and under the Indenture, exercise its option to make advance debt service payments to redeem the Series 2013 Bonds in whole; provided, however, that, any Net Proceeds derived from a Loss Event affecting the Facility shall be paid to the Trustee and deposited in the Renewal Fund and the University shall elect to comply with either clause (i) or clause (ii) above.

Notwithstanding the foregoing, if all or substantially all of the Facility shall be taken or condemned, or if the taking or condemnation renders the Facility unsuitable for use by the University as contemplated by the Loan Agreement, the University shall exercise its option to terminate the Loan Agreement pursuant to the Loan Agreement, and the amount of the Net Proceeds so recovered shall be transferred from the Renewal Fund and deposited in the Bond Fund, and the University shall thereupon pay to the Trustee for deposit in the Bond Fund an amount which, when added to any amounts then in the Bond Fund and available for that purpose,

shall be sufficient to retire and redeem the Series 2013 Bonds in whole at the earliest possible date (including, without limitation, principal and interest to the maturity or redemption date and redemption premium, if any), and to pay the expenses of redemption, the fees and expenses of the Issuer, the Bond Registrar, the Trustee and the Paying Agent, together with all other amounts due under the Indenture and under the Loan Agreement, and such amount shall be applied, together with such other available moneys in such Bond Fund, if applicable, to such redemption or retirement of the Bonds on said redemption or maturity date.

The University shall be entitled to any insurance proceeds or condemnation award, compensation or damages attributable to improvements, machinery, equipment or other property installed on or about the Facility but which, at the time of such damage or taking, is not part of the Facility and is owned by the University. (Section 5.1)

Restrictions on University.

The University agrees that it will (i) maintain its existence, (ii) continue to operate as a not-for-profit organization and as an institution for higher education, (iii) obtain, maintain and keep in full force and effect such governmental approvals, consents, licenses, permits and accreditations as may be necessary for the continued operation of the University as an institution for higher education providing such programs of instruction as it may from time to time determine, (iv) not dissolve or otherwise dispose of all or substantially all of its assets, unless otherwise permitted by the terms of the Loan Agreement and (v) not consolidate with or merge into another corporation or permit one or more corporations to consolidate with or merge into it, unless otherwise permitted by the terms of the Loan Agreement. (Section 6.1)

Indemnity.

The University shall at all times protect and hold the Issuer, the Trustee, the Bond Registrar and the Paying Agent, and any of their respective directors, members, officers, employees, servants or agents (excluding for this purpose the University, which is not obligated by the Loan Agreement to indemnify its own employees or affiliate individuals) or any of such Persons and persons under the control or supervision of any of such Persons (collectively, the "Indemnified Parties") harmless of, from and against any and all claims (whether in tort, contract or otherwise), taxes (of any kind and by whomsoever imposed), demands, penalties, fines, liabilities, lawsuits, actions, proceedings, settlements, costs and expenses (collectively, "Claims") of any kind for losses, damage, injury and liability (collectively, "Liability") of every kind and nature and however caused (except, with respect to any Indemnified Party, Liability arising from the gross negligence or willful misconduct of such Indemnified Party), arising during the period commencing from the date the Issuer adopted the inducement resolution for the Project, and continuing throughout the term of the Loan Agreement and for the relevant statute of limitations thereafter for any Claim arising during such term (subject to the Loan Agreement), upon or about the Facility or resulting from, arising out of, or in any way connected with the events described in the Loan Agreement. (Section 6.2)

Notice by the University.

The University shall promptly notify the Issuer and the Trustee of the occurrence of any Event of Default or any event which with notice and/or lapse of time would constitute an Event of Default under any Financing Document of which it has knowledge. Any notice required to be given pursuant to this subsection shall be signed by an Authorized Representative of the University and set forth a description of the default and the steps, if any, being taken to cure said default. If no steps have been taken, the University shall state this fact on the notice. (Section 6.6)

Events of Default.

Any one or more of the following events shall constitute an "Event of Default" under the Loan Agreement: (a) failure of the University to pay any debt service payment that has become due and payable by the terms of the Loan Agreement which results in a default in the due and punctual payment of the principal of, redemption premium, if any, or interest on any Bond; (b) failure of the University to pay any amount (except as set forth in the Loan Agreement) that has become due and payable or to observe and perform any covenant, condition or agreement on its part to be performed under the Loan Agreement, and continuance of such failure for a period of thirty (30) days after receipt by the University of written notice from the Issuer, the Trustee, or the Holders of more than twenty-five percent (25%) in aggregate principal amount of the Bonds Outstanding, specifying the nature of such default; (c) failure of the University to observe and perform any covenant, condition or agreement under the Loan Agreement on its part to be performed (except as set forth in the Loan Agreement) and (1) continuance of such failure for a period of thirty (30) days after receipt by the University of written notice specifying the nature of such default from the Issuer, the Trustee, or the Holders of more than twenty-five percent (25%) in aggregate principal amount of the Bonds Outstanding, or (2) if by reason of the nature of such default the same can be remedied, but not within the said thirty (30) days, and the University fails to proceed with reasonable diligence after receipt of said notice to cure the same or fails to continue, with reasonable diligence, its efforts to cure the same; (d) the University shall: (i) apply for or consent to the appointment of or the taking of possession by a receiver, liquidator, custodian or trustee of itself or of all or a substantial part of its property, (ii) admit in writing its inability, or be generally unable, to pay its debts as such debts generally become due, (iii) make a general assignment for the benefit of its creditors, (iv) commence a voluntary case under the federal Bankruptcy Code (as now or in effect after the date of the Loan Agreement), (v) file a petition seeking to take advantage of any other law relating to bankruptcy, insolvency, reorganization, winding-up, or composition or adjustment of debts, (vi) take any action for the purpose of effecting any of the foregoing, or (vii) be adjudicated a bankrupt or insolvent by any court; (e) a proceeding or case shall be commenced, without the application or consent of the University, in any court of competent jurisdiction, seeking, (i) liquidation, reorganization, dissolution, winding-up or composition or adjustment of debts, (ii) the appointment of a trustee, receiver, liquidator, custodian or the like of the University or of all or any substantial part of its assets, (iii) similar relief under any law relating to bankruptcy, insolvency, reorganization, winding-up or composition or adjustment of debts, and such proceeding or case shall continue undismissed, or an order, judgment or decree approving or ordering any of the foregoing against the University shall be entered and continue unstayed and in effect, for a period of ninety (90) days or (iv) the University shall fail to controvert in a timely or appropriate manner, or acquiesce

in writing to, any petition filed against itself in an involuntary case under such Bankruptcy Code; the terms "dissolution" or "liquidation" of the University as used above shall not be construed to prohibit any action otherwise permitted by the Loan Agreement; (f) any representation or warranty made (i) by or on behalf of the University in the application, commitment letter and related materials submitted to the Issuer or the initial purchaser(s) of the Series 2013 Bonds for approval of the Project or its financing, or (ii) by the University in the Loan Agreement or in any of the other Financing Documents or (iii) in the Bond Purchase Agreement, or (iv) in the Tax Compliance Agreement, or (v) in any report, certificate, financial statement or other instrument furnished pursuant to the Loan Agreement or any of the foregoing shall prove to be false, misleading or incorrect in any material respect as of the date made or (g) an "Event of Default" caused by the University under the Indenture or under any other Financing Document shall occur and be continuing. (Section 7.1)

Remedies on Default.

Whenever any Event of Default referred to in the Loan Agreement shall have occurred and be continuing, the Issuer, or the Trustee where so provided, may take any one or more of the following remedial steps:

(a) the Trustee, as and to the extent provided in the Indenture, may cause all principal installments of debt service payments payable under the Loan Agreement for the remainder of the term of the Loan Agreement to be immediately due and payable, whereupon the same, together with the accrued interest thereon, shall become immediately due and payable; *provided, however*, that, upon the occurrence of an Event of Default under the Loan Agreement, all principal installments of debt service payments payable under the Loan Agreement for the remainder of the term of the Loan Agreement, together with the accrued interest thereon, shall immediately become due and payable without any declaration, notice or other action of the Issuer, the Trustee, the Holders of the Bonds or any other Person being a condition to such acceleration;

(b) the Issuer, with the prior written consent of the Trustee, may terminate this Loan Agreement. No such termination of the Loan Agreement shall relieve the University of its liability and obligations under the Loan Agreement and such liability and obligations shall survive any such termination;

(c) the Issuer or the Trustee may take whatever action at law or in equity as may appear necessary or desirable to collect the debt service payments then due and thereafter to become due, or to enforce performance or observance of any obligations, agreements or covenants of the University under the Loan Agreement;

(d) the Trustee may take any action permitted under the Indenture with respect to an Event of Default thereunder; and

(e) the Issuer, without the consent of the Trustee or any Bondholder, may proceed to enforce its Reserved Rights by bringing an action for damages, injunction or specific performance and the University under the Loan Agreement appoints the Issuer its true and lawful agent and attorney-in-fact (which appointment shall be deemed to be an agency coupled with an

interest) with full power of substitution to file on its behalf all affidavits, questionnaires and other documentation necessary to accomplish such conveyance.

In the event that the University fails to make any debt service or other payment required in the Loan Agreement, the amount so in default shall continue as an obligation of the University until the amount in default shall have been fully paid. (Section 7.2)

Remedies Cumulative.

The rights and remedies of the Issuer or the Trustee under the Loan Agreement shall be cumulative and shall not exclude any other rights and remedies of the Issuer or the Trustee allowed by law with respect to any default under the Loan Agreement. (Section 7.4)

Options.

The University has the option to make advance debt service payments for the deposit in the Bond Fund to effect the retirement of the Bonds in whole or the redemption in whole or in part of the Bonds, all in accordance with the terms of the Indenture; *provided, however*, that, no partial redemption of the Bonds may be effected through advance debt service payments under the Loan Agreement if there shall exist and be continuing an Event of Default.

The University shall have the option to terminate the Loan Agreement on any date during the term of the Loan Agreement by causing the redemption, purchase or defeasance in whole of all Outstanding Bonds in accordance with the terms set forth in the Indenture. (Section 8.1)

Termination of Loan Agreement.

After full payment of the Bonds or provision for the payment in full thereof having been made in accordance with the Indenture and the payment of the fees and expenses of the Issuer, the Trustee, the Bond Registrar, and the Paying Agent and all other amounts due and payable under the Loan Agreement or the Indenture, together with any amounts required to be rebated to the federal government pursuant to the Indenture or the Tax Compliance Agreement, the Loan Agreement shall terminate, subject, however, to the survival of the obligations of the University under the Loan Agreement. (Section 8.4)

Assignment.

The University may not at any time, except as otherwise permitted pursuant to the Loan Agreement, assign or transfer the Loan Agreement, without the prior written consent of the Issuer, and the Trustee (which consents shall not be unreasonably withheld); *provided, further*, that, (1) the University shall nevertheless remain liable to the Issuer for the payment of all debt service payments and for the full performance of all of the terms, covenants and conditions of the Loan Agreement and of any other Financing Document to which it shall be a party, (2) any assignee or transferee of the University in whole of the Facility shall have assumed in writing and have agreed to keep and perform all of the terms of the Loan Agreement on the part of the University to be kept and performed, shall be jointly and severally liable with the University for the performance thereof, shall be subject to service of process in the State, and, if a corporation,

shall be qualified to do business in the State, (3) in the Opinion of Counsel addressed to the Issuer and Trustee, such assignment or transfer shall not legally impair in any respect the obligations of the University for the payment of all debt service payments nor for the full performance of all of the terms, covenants and conditions of the Loan Agreement or of any other Financing Document to which the University shall be a party, nor impair or limit in any respect the obligations of any obligor under any other Financing Document, (4) any assignee or transferee shall be a Tax-Exempt Organization or, if not a Tax-Exempt Organization, upon receipt of an opinion of Bond Counsel addressed to the Issuer and the Trustee as to the non-includability in gross income of interest on the Series 2013A Bonds and/or the Series 2013B Bonds for purposes of federal income taxation, and shall utilize the Facility in compliance with the Act, (5) such assignment or transfer shall not violate any provision of the Loan Agreement, the Indenture or any other Financing Document, (6) such assignment or transfer shall in no way diminish or impair the University's obligation to carry the insurance required under the Loan Agreement and the University shall furnish written evidence satisfactory to the Issuer and the Trustee that such insurance coverage shall in no manner be limited by reason of such assignment or transfer, (7) each such assignment or transfer contains such other provisions as the Issuer or the Trustee may reasonably require, and (8) in the opinion of Bond Counsel, such assignment or transfer shall not cause the interest on the Series 2013A Bonds and/or the Series 2013B Bonds to be includable on gross income for federal income taxes. The University shall furnish or cause to be furnished to the Issuer and the Trustee a copy of any such assignment or transfer in substantially final form at least thirty (30) days prior to the date of execution thereof. (Section 9.3)

Amendments.

In accordance with the terms thereof, the Loan Agreement may be amended only with the concurring written consent of the Trustee given in accordance with the provisions of the Indenture. (Section 9.6)

Inspection of Facility.

The University will permit the Trustee, or its duly authorized agents, at all reasonable times during normal business hours upon written notice to enter upon the Facility and to examine and inspect the Facility and exercise their rights under the Loan Agreement, under the Indenture and under the other Financing Documents with respect to the Facility. (Section 9.10).

SUMMARY OF CERTAIN PROVISIONS OF THE PLEDGE AND ASSIGNMENT

The following description of the Pledge and Assignment is only a brief outline thereof, and does not purport to summarize or describe all of the provisions thereof. Reference is made to the Pledge and Assignment for details of the provisions thereof.

All terms not otherwise defined below shall have the meaning given to such terms in Appendix C attached to the Official Statement.

Pursuant to the Pledge and Assignment, the Issuer will grant to the Trustee a lien on and security interest in, and pledge, assign, transfer and set over to the Trustee all of the Issuer's right, title and interest in any and all moneys due or to become due to the Issuer and any and all other rights and remedies of the Issuer under or arising out of the Loan Agreement (except for Reserved Rights).

[END OF APPENDIX E]

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APPENDIX F

FORM OF APPROVING OPINION OF BOND COUNSEL

Upon the delivery of the Series 2013 Bonds, Harris Beach PLLC, Bond Counsel to the Issuer, proposes to deliver its legal opinion in substantially the following form:

_____, 2013

Monroe County Industrial Development Corporation
8100 CityPlace
50 West Main Street
Rochester, New York 14614

Re: \$264,490,000 Monroe County Industrial Development Corporation Revenue Bonds (University of Rochester Project), Series 2013 consisting of: \$118,855,000 Tax-Exempt Revenue Bonds (University of Rochester Project), Series 2013A, \$74,905,000 Tax-Exempt Revenue Bonds (University of Rochester Project), Series 2013B and \$70,730,000 Taxable Revenue Bonds (University of Rochester Project), Series 2013C

Ladies and Gentlemen:

We have examined the record of proceedings in connection with the issuance by the Monroe County Industrial Development Corporation (the "Issuer") of its \$264,490,000 Monroe County Industrial Development Corporation Revenue Bonds (University of Rochester Project), Series 2013 consisting of: (i) \$118,855,000 Tax-Exempt Revenue Bonds (University of Rochester Project), Series 2013A (the "Series 2013A Bonds") for the purpose of financing or refinancing the Series 2013A Project (as defined below), (ii) \$74,905,000 Tax-Exempt Revenue Bonds (University of Rochester Project), Series 2013B (the "Series 2013B Bonds") for the purpose of financing the Series 2013B Project (as defined below) and (iii) \$70,730,000 Taxable Revenue Bonds (University of Rochester Project), Series 2013C (the "Series 2013C Bonds", and collectively with the Series 2013A Bonds and the Series 2013B Bonds, the "Bonds" or the "Series 2013 Bonds") for the purpose of financing or refinancing the Series 2013C Project (as defined below, and collectively with the Series 2013A Project and the Series 2013B Project, the "Project"), all for the benefit of the University of Rochester, a not-for-profit education corporation organized under the Laws of the State of New York (the "University"), and all located or to be located on the University's campuses or facilities located in the City of Rochester, New York (and in the Town of Brighton, New York with respect to the South Campus Facility Improvements, in the Village of Brockport/Town of Sweden, New York with respect to URMC Strong West and in the Town of Farmington, Ontario County, New York, with respect to the Farmington Data Center, each as identified below), consisting of: (A) the main campus located at Wilson Boulevard (the "River Campus"); (B) the south campus located at 250 East River Road in the Town of Brighton, New York and 300 and 400 Kendrick Road (collectively, the "South Campus"); (C) the central utilities plant located at 390 Elmwood

Avenue (the "Central Utilities Plant"); (D) the primary data center located at 300 Science Parkway (the "Data Center") and the second data center located at 1000 Corporate Drive, Town of Farmington, Ontario County (the "Farmington Data Center"); (E) the Eastman School of Music (the "ESM") located at 26 Gibbs Street (the "ESM Campus"); (F) the security building located at 612 Wilson Boulevard (the "Security Building"); (G) the middle campus located at 125 Kendrick Road (the "Middle Campus"); (H) the University owned portion of College Town located on the west side of Mt. Hope Avenue between Elmwood Avenue and Crittenden Boulevard (the "College Town"); (I) the University's Strong Memorial Hospital located at 601 Elmwood Avenue and URMC Strong West (identified below) located at 156 West Avenue in the Village of Brockport/Town of Sweden, New York (collectively, the "Hospital"); (J) School of Medicine and Dentistry located at 601 Elmwood Avenue ("SMD") and (K) Eastman Institute for Oral Health located at 625 Elmwood Avenue ("EIOH", and collectively with the Hospital and SMD, the "Medical Center Campus"; the Medical Center Campus, the River Campus, the South Campus, the Central Utilities Plant, the Data Center, the Farmington Data Center, the ESM Campus, the Security Building, the Middle Campus and the College Town collectively referred to as the "Campus").

The Bonds are authorized to be issued pursuant to (a) Section 1411 of the Not-for-Profit Corporation Law of the State of New York, (b) Resolution No. 288 of 2009 of the Monroe County Legislature (the "County Resolution"), (c) a bond resolution (the "Bond Resolution") adopted by the members of the Issuer on August 13, 2013, for the purpose of providing funds to assist in the financing of the Project for the benefit of the University and (d) a certain Indenture of Trust, dated as of September 1, 2013 (the "Indenture"), by and between the Issuer and Manufacturers and Traders Trust Company, as trustee (the "Trustee").

The Series 2013A Project (collectively, the "Series 2013A Project") consists of: (A) (i) the Series 2013A improvements (collectively, the "Series 2013A Improvements") consisting of: (a) the River Campus improvements (collectively, the "River Campus Facility Improvements") consisting of: (1) the renovation, equipping and modernization of various School of Arts & Sciences and Hajim School of Engineering & Applied Sciences office, classroom, athletic and laboratory facilities (collectively, the "Arts, Sciences and Engineering Facility Improvements"); (2) the renovation, equipping and modernization of and/or life/fire safety upgrades to various undergraduate and graduate residential facilities (collectively, the "Residential Facility Improvements"); (3) the renovation, equipping and modernization of the athletic fields and Fauver Stadium lighting and (4) the renovation, equipping and waterproofing of Rush Rhees Library; (b) the Central Utilities Plant improvements (collectively, the "Central Utilities Plant Facility Improvements") consisting of the renovation, equipping and modernization of the Central Utilities Plant; (c) the South Campus improvements (collectively, the "South Campus Facility Improvements") consisting of the acquisition, construction, renovation, equipping and modernization of the Laboratory for Laser Energetics facility consisting of the acquisition of new chillers and necessary infrastructure upgrades; (d) the Data Center B-Side Electrical improvements (collectively, the "Data Center Facility Improvements") consisting of the renovation, equipping and modernization of the Data Center including electrical and equipment improvements; (e) the ESM Campus improvements (collectively, the "ESM Campus Facility Improvements") consisting of the replacement, renovation and modernization of various fire equipment panels located in various buildings and facilities throughout the ESM Campus; (f) the

replacement, renovation and modernization of various electrical transformers located in various buildings and facilities throughout the Hospital; (g) the Security Building improvements (collectively, the "Security Building Facility Improvements") consisting of the renovation, equipping and modernization of the Security Building including conversion of the existing shop space into office space; (h) the Middle Campus improvements consisting of: (1) the construction and equipping of an approximately 530-space parking lot located near the Southside Living Area in the Middle Campus (the "Southside Parking Lot Improvements") and (2) the renovation, equipping and modernization of the Middle Campus chiller plant, including the equipping of two (2) 4,000 ton chillers and necessary infrastructure upgrades (collectively, the "Middle Campus Chiller Plant Facility Improvements", and together with the Southside Parking Lot Improvements, the "Middle Campus Improvements"); (i) the College Town parking garage improvements (collectively, the "College Town Garage Improvements") consisting of the construction and equipping of all or a portion of the College Town parking garage consisting of six (6) stories and approximately 950 University-designated parking spaces including roadways and related amenities; (j) the renovation, equipping and modernization of and/or life/fire safety upgrades to various buildings and facilities throughout the Medical Center Campus (collectively, the "Medical Center Modernization and Life Safety Improvements"); (k) the renovation, equipping and modernization of the EIOH Prosthodontics Program at EIOH, including the renovation and equipping of existing clinic rooms and the construction and equipping of additional exam rooms (collectively, the "EIOH Improvements") and (l) the deferred maintenance and renovation, equipping and modernization of various buildings and facilities throughout the Campus and (ii) the acquisition and installation in and around the Series 2013A Improvements of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (collectively, the "Series 2013A Equipment", and together with the Series 2013A Improvements, the "Series 2013A Facility"); (B) the refunding of certain maturities of the Dormitory Authority of the State of New York ("DASNY") University of Rochester Revenue Bonds, Series 2004A (the "Refunded DASNY 2004A Bonds") and (C) paying certain costs and expenses incidental to the issuance of the Series 2013A Bonds (the costs associated with items (A) through (C) above being hereinafter collectively referred to as the "Series 2013A Project Costs").

The Series 2013B Project (collectively, the "Series 2013B Project") consists of: (A) (i) the construction and equipping of an approximately 245,000 square foot new eight (8)-story Golisano Children's Hospital adjacent to Strong Memorial Hospital, with fifty-six (56) general medical surgical beds and sixty (60) neonatal intensive care beds, together with ancillary and related site improvements (collectively, the "Children's Hospital Facility Improvements"); (ii) the relocation, renovation, equipping and modernization of Strong Memorial Hospital's existing pharmacy within Strong Memorial Hospital (collectively, the "Hospital Pharmacy Facility Improvements"); (iii) the acquisition, construction, renovation and equipping of a portion of the main campus of Lakeside Health System consisting of approximately 18.9 acres located at 156 West Avenue in the Village of Brockport/Town of Sweden, New York (to be renamed URMC Strong West) and consisting of an approximately 66,861 square foot hospital facility, approximately 10,509 net rentable square foot physician/professional office building and approximately 5,962 square foot former day care center (collectively, the "SMH West Improvements", and collectively with the Children's Hospital Facility Improvements and the Hospital Pharmacy Facility Improvements, the "Series 2013B Improvements") and (iv) the

acquisition and installation in and around the Series 2013B Improvements of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (collectively, the "Series 2013B Equipment", and together with the Series 2013B Improvements, the "Series 2013B Facility"); (B) the funding of capitalized interest on a portion of the Series 2013B Bonds and (C) paying certain costs and expenses incidental to the issuance of the Series 2013B Bonds (the costs associated with items (A) through (C) above being hereinafter collectively referred to as the "Series 2013B Project Costs").

The Series 2013C project (collectively, the "Series 2013C Project") consists of: (A) (i) the renovation, equipping and modernization of the URMC Women's Health Center at Lattimore located at 125 Lattimore Road on the Medical Center Campus (collectively, the "125 Lattimore Road Improvements"); (ii) the renovation, equipping and expansion of the Farmington Data Center (collectively, the "Farmington Data Center Improvements"); (iii) the construction and equipping of all or a portion of a 20,000 square foot new two (2) story building for Barnes & Noble (as tenant of the University) to house the University's official bookstore located at College Town (collectively, the "Bookstore Improvements"); (iv) the construction and equipping of all or a portion of 50,000 square feet of new office space at College Town for use by the University's tenants (collectively, the "Office Space Improvements"); (v) the replacement of the University's current general ledger software, Financial Records System, with Workday, a unified and integrated administrative information system for financial management, human resources and related business functions (collectively, the "FRS Improvements"); (vi) the renovation, equipping and modernization of the Miller Center located at ESM (the "Miller Center Improvements", and collectively with the 125 Lattimore Road Improvements, the Farmington Data Center Improvements, the Bookstore Improvements, the Office Space Improvements and the FRS Improvements, the "Series 2013C Improvements", and collectively with the Series 2013A Improvements and the Series 2013B Improvements, the "Improvements") and (vii) the acquisition and installation in and around the Series 2013C Improvements of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (collectively, the "Series 2013C Equipment", and collectively with the Series 2013A Equipment and the Series 2013B Equipment, the "Equipment") (the Series 2013C Equipment and the Series 2013C Improvements collectively referred to as the "Series 2013C Facility", and collectively with the Series 2013A Facility and the Series 2013B Facility, the "Facility"); (B) the refunding of a portion of certain maturities of the DASNY University of Rochester Revenue Bonds, Series 2007C (the "Refunded DASNY 2007C Bonds"); (C) the refunding of a portion of certain maturities of the DASNY University of Rochester Revenue Bonds, Series 2009B (the "Refunded DASNY 2009B Bonds"); (D) the refunding of certain maturities of the DASNY University of Rochester Revenue Bonds, Series 2009E (the "Refunded DASNY 2009E Bonds", and collectively with the Refunded DASNY 2009B Bonds, the "Refunded DASNY 2009 Bonds"); (E) the refunding of a portion of certain maturities of the Issuer's Tax-Exempt Revenue Bonds (University of Rochester Project), Series 2011A (the "Refunded Series 2011A Bonds"); (F) the refunding of the University of Rochester Direct Note Obligations, Series 2003 issued by the University to refinance indebtedness of the University related to Eastman Place, a facility used partly to house activities of ESM; (G) the refunding of the 2004 County of Monroe Industrial Development Agency ("COMIDA") Replacement Bond issued to replace the COMIDA 1986 Industrial Development Bond (Lincoln Gibbs Company Facility), the proceeds of which were used to acquire property at 10 Gibbs Street, Rochester, New York, which has become part of the

ESM Campus; (H) the reimbursement to the University of all or a portion of the amounts previously paid by the University on account of the debt service payments made on July 1, 2013 for the DASNY University of Rochester Revenue Bonds, Series 2007C, the DASNY University of Rochester Revenue Bonds, Series 2009B, the DASNY University of Rochester Revenue Bonds, Series 2009E and the Issuer's Tax-Exempt Revenue Bonds (University of Rochester Project), Series 2011A and (I) paying certain costs and expenses incidental to the issuance of the Series 2013C Bonds (the costs associated with items (A) through (I) above being hereinafter collectively referred to as the "Series 2013C Project Costs", and collectively with the Series 2013A Project Costs and the Series 2013B Project Costs, the "Project Costs").

All capitalized terms, not otherwise defined herein, shall have the meaning given such terms in the Indenture.

The Bonds are being purchased by J.P. Morgan Securities LLC, acting on behalf of itself, Barclays Capital Inc. and Morgan Stanley & Co. LLC (collectively, the "Underwriter"), pursuant to a certain Bond Purchase Contract, dated September 10, 2013, by and among the Issuer, the Underwriter, and the University (the "Bond Purchase Contract").

Under the terms of a certain Loan Agreement, dated as of September 1, 2013 (the "Loan Agreement"), between the Issuer and the University, the Issuer has loaned the proceeds of the Bonds to the University to finance a portion of the costs of the Project with the loan payments thereunder to be in an amount sufficient to pay the principal of, premium, if any, and interest on the Bonds as the same become due and payable and to make certain other payments with respect to the Bonds as described therein.

As security for the Bonds, the Issuer assigned to the Trustee all of its rights (except Reserved Rights, as defined in the Indenture) under the Loan Agreement, pursuant to the terms of a certain Pledge and Assignment, dated as of September 1, 2013, from the Issuer to the Trustee (the "Pledge and Assignment").

With respect to the Series 2013A Bonds and the Series 2013B Bonds, the Issuer and the University have executed and delivered a certain Tax Compliance Agreement, dated the date hereof (the "Tax Compliance Agreement"), in which the Issuer and the University have made certain representations and covenants, established certain conditions and limitations and created certain expectations, relating to compliance with the requirements imposed by the Internal Revenue Code of 1986, as amended, and regulations of the United States Treasury Department promulgated thereunder (collectively, the "Code").

The Bonds are dated as of their date of issuance and bear interest from that date on the unpaid principal amount at the rates set forth in, and pursuant to the terms of, the Indenture and the Bonds. The Bonds are subject to prepayment or redemption prior to maturity, in whole or in part, at such time or times, or under such circumstances and in such manner as are set forth in the Bonds and the Indenture, respectively.

As Bond Counsel, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such instruments, certificates and documents as we have deemed necessary

or appropriate for the purposes of rendering the opinions set forth herein. In such examination, we have assumed the genuineness of all signatures, the authenticity and due execution of all documents submitted to us as originals and the conformity to the original documents of all documents submitted to us as copies. As to any facts material to our opinion, we have relied upon, and assumed the accuracy and truthfulness of, the aforesaid instruments, certificates and documents, without having conducted any independent investigation.

In rendering the opinions set forth below, we have relied upon the opinion of Nixon Peabody LLP, counsel to the University, of even date herewith, as to the matters set forth in such opinion without making any independent investigation of the factual basis therefor or the legal conclusions set forth therein.

Based upon and in reliance upon the foregoing, it is our opinion that:

(a) The Issuer is a local development corporation created pursuant to the Not-For-Profit Corporation Law of the State of New York and is duly organized and validly existing under the laws of the State of New York.

(b) The Issuer is duly authorized and entitled by law and the County Resolution to issue, execute, sell and deliver the Bonds for the purpose of financing the Project and to execute and deliver the Financing Documents to which the Issuer is a party.

(c) The Bond Resolution has been duly and lawfully adopted by the Issuer, is in full force and effect, and is valid and legally binding upon the Issuer in accordance with its terms.

(d) The Bonds have been duly authorized, executed and delivered, have been duly issued for value by the Issuer and are valid and legally binding special obligations of the Issuer payable in accordance with their terms and are entitled to the benefit and security of the Indenture in accordance with its terms.

(e) The Bonds do not constitute a debt of Monroe County, New York or the State of New York, and neither Monroe County, New York nor the State of New York will be liable thereon.

(f) Under statutes, regulations, administrative rulings and court decisions existing as of the date hereof, interest on the Series 2013A Bonds and the Series 2013B Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code and is not an "item of tax preference" for purposes of computing the federal alternative minimum tax imposed on individuals and corporations. Interest on the Series 2013A Bonds and the Series 2013B Bonds is, however, included in the computation of "adjusted current earnings," a portion of which is taken into account in determining the federal alternative minimum tax imposed on certain corporations.

The difference between the principal amount of the Series 2013A Bonds maturing on July 1 in the years 2038 and 2043 and the Series 2013B Bonds maturing on July 1 in the years 2031, 2038 and 2043 (collectively, the "Discount Bonds"), and the initial offering price to the

public (excluding bond houses, brokers and other intermediaries, or similar persons acting in the same capacity of underwriters or wholesalers), at which price a substantial amount of such Discount Bonds of the same maturity is first sold, constitutes original issue discount, which is not included in gross income for federal income tax purposes to the same extent as interest on the Discount Bonds.

(g) Under statutes existing as of the date hereof, interest on the Series 2013A Bonds and the Series 2013B Bonds is exempt from personal income taxes imposed by the State of New York and any political subdivision thereof.

In rendering the opinions set forth in paragraph (f) and (g) above, we have relied upon, among other things, certain representations and covenants of (i) the Issuer in the Indenture, the Loan Agreement, the Tax Compliance Agreement and the General Certificate of the Issuer, dated the date hereof and (ii) the University in the Loan Agreement, the Tax Compliance Agreement and the General Certificate of the University, dated the date hereof. We call your attention to the fact that there are certain requirements contained in the Code with which the Issuer and the University must comply from and after the date of issuance of the Series 2013A Bonds and the Series 2013B Bonds in order for the interest thereon to be and remain excluded from gross income for federal income tax purposes, and consequently to remain exempt from personal income taxes imposed by the State of New York or any political subdivision thereof. The Issuer, the University or any other Person, by failing to comply with such requirements, may cause interest on the Series 2013A Bonds and/or the Series 2013B Bonds to become includable in gross income for federal income tax purposes and therefore subject to personal income taxes imposed by the State of New York and any political subdivision thereof, in each case, retroactive to the date of issuance of the Series 2013A Bonds and the Series 2013B Bonds. We render no opinion as to any federal, state or local tax consequences with respect to the Series 2013A Bonds or the Series 2013B Bonds, or the interest thereon, if any change occurs or action is taken or omitted under the Indenture, the Loan Agreement or the Tax Compliance Agreement by the Issuer or the University, or under any other relevant documents without the advice or approval of, or upon the advice or approval of any Bond Counsel other than, Harris Beach PLLC.

Except for the opinions as set forth in paragraphs (f) and (g) above, we express no opinion regarding any other federal, state or local income tax consequences arising with respect to the purchase or ownership of the Bonds.

The foregoing opinions are qualified to the extent that the enforceability of the Bond Resolution, the Bonds, any of the Financing Documents and any other document executed in connection therewith may be limited by any applicable bankruptcy, insolvency or other similar law or equitable principle now or hereafter enacted by the State of New York or the federal government or pronounced by a court having proper jurisdiction, affecting the enforcement of creditors' rights generally.

We express no opinion as to (i) the title to the Facility; (ii) the sufficiency of the description of the Facility in the Indenture, the Loan Agreement or any other document; or (iii) the perfection or priority of any liens, charges or encumbrances on the Facility. Further, we have not been requested to examine and have not examined any documents or information

relating to the Issuer or the University other than the record of proceedings hereinabove referred to, and no opinion is expressed as to any financial information, or the adequacy thereof, which has been or may be supplied to the Trustee, the Underwriter or any other person.

This opinion is given as of the date hereof, and we disclaim any obligation to update this opinion letter for events occurring after the date of this opinion letter. We express no opinion herein except as to the laws of the State of New York and the federal laws of the United States.

Very truly yours,

[END OF APPENDIX F]

APPENDIX G

PRINCIPAL PAYDOWN FACTOR TABLE

PRO RATA PASS-THROUGH DISTRIBUTION OF PRINCIPAL

\$15,715,000 5.311% Series 2013C Term Bonds Due July 1, 2033

Principal Paydown Date	Mandatory Sinking Fund/Paydown Amounts⁽¹⁾	Paydown Amount per \$1,000	Remaining Balance per \$1,000	Paydown Factor	Remaining Bond Factor
July 1, 2029	\$2,830,000	180.08	819.92	0.180083	0.819917
July 1, 2030	\$2,975,000	189.31	630.61	0.189310	0.630608
July 1, 2031	\$3,130,000	199.17	431.43	0.199173	0.431435
July 1, 2032	\$3,305,000	210.31	221.13	0.210309	0.221126
July 1, 2033	\$3,475,000	221.13	—	0.221126	—

(1) Subject to change in the event of certain optional redemptions or purchases of the Series 2013C Bonds and subject to DTC's (or successor securities depository's) operational procedures on the date of such mandatory sinking fund redemption.

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