PRELIMINARY OFFICIAL STATEMENT DATED FEBRUARY 5, 2025

NEW ISSUE
 BOOK-ENTRY ONLY

RATING:
 Moody's: "A1"
 (*See* "MISCELLANEOUS – Rating")

In the opinion of Murray Barnes Finister LLP, Bond Counsel, under existing statutes, rulings and court decisions, and under applicable regulations, and assuming the accuracy of certain representations and certifications and compliance with certain tax covenants, interest on the Series 2025 Bonds is not includable in gross income for federal income tax purposes and is not an item of tax preference for purposes of calculating the federal alternative minimum tax. In the opinion of Bond Counsel, interest on the Series 2025 Bonds is exempt from present State of Georgia income taxation under existing statutes as described herein. See "LEGAL MATTERS – Tax Exemption."

$37,715,000*
DEVELOPMENT AUTHORITY OF FULTON COUNTY
Revenue Bonds (Spelman College), Series 2025

Dated: Date of Initial Issuance **Due: June 1, as shown on inside front cover**

The Development Authority of Fulton County Revenue Bonds (Spelman College), Series 2025 (the "Series 2025 Bonds") are being issued pursuant to a Trust Indenture, dated as of March 1, 2025, as supplemented from time to time, including by the First Supplemental Trust Indenture, dated as of March 1, 2025 (as supplemented, the "Indenture"), each between the Development Authority of Fulton County (the "Authority") and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"). The proceeds of the sale of the Series 2025 Bonds will be loaned to Spelman College, a Georgia nonprofit corporation (the "College" or "Spelman"), pursuant to a Loan Agreement, dated as of March 1, 2025, as supplemented from time to time, including by the First Supplemental Loan Agreement, dated as of March 1, 2025 (as supplemented, the "Loan Agreement"), each between the Authority and the College. Proceeds of the Series 2025 Bonds will be loaned by the Authority to the College for the purpose of (a) refunding the Refunded Bonds (as defined herein) and (b) paying all or a portion of the costs of issuing the Series 2025 Bonds. *See* "PLAN OF FINANCE."

The Series 2025 Bonds bear interest at the rates, mature, and are initially offered at the prices or yields, set forth on the inside cover. The Series 2025 Bonds are subject to optional, mandatory and extraordinary optional redemption as more fully described herein. *See* "THE SERIES 2025 BONDS – Redemption of the Series 2025 Bonds."

Purchases of the Series 2025 Bonds will be made in book-entry only form, and individual purchasers will not receive physical delivery of Series 2025 Bond certificates. When issued, the Series 2025 Bonds will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). So long as Cede & Co. is the registered owner of the Series 2025 Bonds, principal and interest payments on the Series 2025 Bonds will be made to Cede & Co., which will in turn remit such payments to DTC's direct participants for subsequent disbursement to the Beneficial Owners of the Series 2025 Bonds. Individual purchases of the Series 2025 Bonds will be made in book-entry form only, in authorized denominations of $5,000 and integral multiples thereof. So long as Cede & Co. is the registered owner of the Series 2025 Bonds, references herein to the registered owners of the Series 2025 Bonds are references to Cede & Co. and do not mean the Beneficial Owners of the Series 2025 Bonds. *See* "THE SERIES 2025 BONDS – Book-Entry Only System."

THE SERIES 2025 BONDS ARE SPECIAL LIMITED OBLIGATIONS OF THE AUTHORITY AND ARE PAYABLE, TOGETHER WITH OTHER BONDS AS DESCRIBED HEREIN, SOLELY FROM AND SECURED SOLELY BY THE TRUST ESTATE CREATED UNDER THE INDENTURE INCLUDING MONEYS AND REVENUES PAYABLE UNDER THE LOAN AGREEMENT. THE SERIES 2025 BONDS AND THE INTEREST THEREON WILL NEVER CONSTITUTE AN INDEBTEDNESS OF THE STATE OF GEORGIA OR ANY POLITICAL SUBDIVISION THEREOF WITHIN THE MEANING OF ANY CONSTITUTIONAL PROVISION OR STATUTORY LIMITATION AND WILL NEVER CONSTITUTE OR GIVE RISE TO PECUNIARY LIABILITY OF THE STATE OF GEORGIA OR ANY POLITICAL SUBDIVISION THEREOF NOR WILL ANY SERIES 2025 BOND OR INTEREST THEREON CONSTITUTE A CHARGE AGAINST THE GENERAL CREDIT AND TAXING POWER OF THE STATE OF GEORGIA OR ANY POLITICAL SUBDIVISION THEREOF. NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE OF GEORGIA OR ANY POLITICAL SUBDIVISION THEREOF IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2025 BONDS, OR OTHER COSTS INCIDENTAL THERETO. THE AUTHORITY HAS NO TAXING POWER.

This cover page contains limited information for quick reference only and is not intended as a summary of this issue. Investors must read the entire Official Statement to obtain information essential to making an informed investment decision.

The Series 2025 Bonds are offered when, as and if issued by the Authority and received by the Underwriter, subject to prior sale, or to withdrawal or modification of the offer without notice, and subject to the approving opinion of Murray Barnes Finister LLP, Bond Counsel. Certain legal matters will be passed upon for the Underwriter by Butler Snow LLP, Counsel to the Underwriter. Certain legal matters will be passed upon for the College by Murray Barnes Finister LLP, Counsel to the College and Disclosure Counsel, and for the Authority by Arnall Golden Gregory LLP, Counsel to the Authority. The Series 2025 Bonds are expected to be delivered on or about March __, 2025.

RAYMOND JAMES®

Dated: _____________, 2025

* Preliminary, subject to change.

$37,715,000*
Development Authority of Fulton County
Revenue Bonds (Spelman College),
Series 2025

MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, YIELDS, PRICES AND CUSIP† NOS.

Maturity (June 1)	Principal Amount	Interest Rate	Yield	Price	CUSIP† No.

$_________ _____% Term Bond due June 1, ____, Priced at ______ to Yield ______%, CUSIP† No. __________

____

*Preliminary, subject to change.

† CUSIP® is a registered trademark of the American Bankers Association. CUSIP numbers have been assigned by CUSIP Global Services (CGS). CGS is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. Copyright © 2025 CUSIP Global Services. All rights reserved. CUSIP numbers are included herein solely for convenience of reference. None of the Authority, the College, the Underwriter nor their respective agents are responsible for the selection of CUSIP numbers or take responsibility for the accuracy of such data. CUSIP numbers are subject to change after issuance in certain circumstances.

No dealer, broker or other person has been authorized to give any information or to make any representation other than as contained in this Official Statement in connection with the offering described herein, and, if given or made, such other information or representation must not be relied upon as having been authorized. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy any securities other than the Series 2025 Bonds offered hereby, nor will there be any offer or solicitation of such offer or sale of the Series 2025 Bonds in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

The Underwriter has provided the following sentence for inclusion in this Official Statement: The Underwriter has reviewed the information in this Official Statement in accordance with, and as a part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information. Neither the delivery of this Official Statement nor the sale of any of the Series 2025 Bonds implies that the information herein is correct as of any time subsequent to the date hereof. The Underwriter may offer and sell the Series 2025 Bonds to certain dealers and others (including sales for deposit into investment trusts, certain of which may be sponsored or managed by the Underwriter) at a price lower than the initial offering prices. The offering price may be changed from time to time by the Underwriter without prior notice.

Certain statements included or incorporated by reference in this Official Statement constitute "forward-looking statements." Such statements are generally identifiable by the terminology used such as "plan," "project," "expect," "anticipate," "intend," "believe," "estimate," "budget," or other similar words. **The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Neither the Authority nor the College plans to issue any updates or revisions to those forward-looking statements if or when its expectations or events, conditions or circumstances on which such statements are based, occur.**

The Series 2025 Bonds, the Trust Indenture and the Loan Agreement have not been registered or qualified with the Securities and Exchange Commission by reason of exemptions contained in the provisions of Section 3(A)(2) of the Securities Act of 1933, as amended, and Section 304(A)(4) of the Trust Indenture Act of 1939, as amended. The registration or qualification of the Series 2025 Bonds, the Trust Indenture and the Loan Agreement in accordance with applicable provisions of securities laws of the states in which the Series 2025 Bonds have been registered or qualified, if any, and the exemption from registration or qualification in other jurisdictions shall not be regarded as a recommendation thereof. In making an investment decision investors must rely on their own examination of Spelman and the terms of the offering, including the merits and risks involved. THE SERIES 2025 BONDS 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 OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

All quotations from and summaries and explanations of laws and documents herein do not purport to be complete, and reference is made to such laws and documents for full and complete statements of their provisions. Any statements made in this Official Statement involving estimates or matters of opinion, whether or not expressly so stated, are intended merely as estimates or opinions and not as representations of fact. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale of the Series 2025 Bonds shall under any circumstances create any implication that there has been no change in the affairs of the College since the date hereof.

References to website addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not part of, this Official Statement for purposes of, and as that term is defined in, Rule 15c2-12 (as defined herein).

The Authority has not reviewed or approved, and does not represent or warrant in any way, the accuracy or completeness of any of the information set forth in this Official Statement, including Appendices hereto other than the statements set forth under the captions "THE AUTHORITY" and "LEGAL MATTERS — Validation" and "– Authority Litigation."

This Preliminary Official Statement has been deemed final by the Authority and the College for purposes of U.S. Securities and Exchange Commission Rule 15c2-12, except for permitted omissions described in paragraph (b)(1) of Rule 15c2-12.

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INTRODUCTION

General

This Official Statement, including the cover page, the inside cover page and Appendices, sets forth certain information concerning the Development Authority of Fulton County (the "Authority"), Spelman College, a Georgia nonprofit corporation (the "College" or "Spelman"), and the issuance by the Authority of its Revenue Bonds (Spelman College), Series 2025, in the aggregate principal amount of $37,715,000* (the "Series 2025 Bonds"). The descriptions and summaries of the various legal documents described in this Official Statement do not purport to be comprehensive or definitive. Reference is made to each such legal document for the complete details of its terms and conditions. Any capitalized terms used, but not otherwise defined herein, shall have the meanings assigned thereto in the hereinafter described Indenture unless the context or use clearly indicated a different meaning or intent.

This Introduction is not a summary of this Official Statement and is intended only for quick reference. It is only a brief description of and guide to, and is qualified in its entirety by reference to, more complete and detailed information contained in the entire Official Statement, including the cover page, the inside cover page and the Appendices, and the documents summarized or described herein. Investors should fully review the entire Official Statement. The offering of the Series 2025 Bonds to potential investors is made only by means of the entire Official Statement, including the Appendices hereto. No person is authorized to detach this Introduction from the Official Statement or otherwise to use it without the entire Official Statement.

Purpose of the Series 2025 Bonds

The proceeds of the Series 2025 Bonds will be loaned by the Authority to the College for the purpose of (a) refunding all or a portion of the Development Authority of Fulton County Spelman College Revenue Refunding Bonds, Series 2012 issued in the original aggregate principal amount of $25,870,000 (the "Series 2012 Bonds"); (b) refunding all or a portion of the Development Authority of Fulton County Spelman College Revenue Refunding Bonds, Series 2015, issued in the original aggregate principal amount of $52,080,000 (the "Series 2015 Bonds" and, together with the Series 2012 Bonds, the "Refunded Bonds"); and (c) paying all or a portion of the costs of issuing the Series 2025 Bonds. The Refunded Bonds are currently outstanding in the combined aggregate amount of $43,730,000. *See* "PLAN OF FINANCE."

Security and Sources of Payment for the Series 2025 Bonds

The Series 2025 Bonds are being issued pursuant to a Trust Indenture, dated as of March 1, 2025 (the "Original Indenture"), as supplemented from time to time, including by the First Supplemental Trust Indenture, dated as of March 1, 2025 (the "First Supplemental Indenture" and the Original Indenture, as so supplemented, the "Indenture"), each between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"). Pursuant to the Indenture, the Authority has assigned and pledged the Trust Estate as security for the bonds outstanding under the Indenture. After giving effect to the issuance of the Series 2025 Bonds and the refunding of the Refunded Bonds, the Series 2025 Bonds will be the only bonds outstanding under the Indenture.

The Trust Estate includes all of the Authority's right, title and interest in the Loan Agreement (as defined herein), any note issued by the College to evidence its obligations thereunder and the payments due thereunder and under such note, excluding certain rights to payment of expenses and indemnification, together with certain moneys and securities from time to time held by the Trustee under the terms of the Indenture, subject to the provisions of the Indenture permitting the application of such amounts for the purposes and on the terms and conditions set forth in the Indenture. *See* "SECURITY FOR AND SOURCES OF PAYMENT OF THE SERIES 2025 BONDS" and "SUMMARY OF THE INDENTURE."

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*Throughout this Preliminary Official Statement, an asterisk indicates that the information is preliminary and subject to change.

The Authority may in the future issue additional bonds under the Indenture which, if issued, will rank on a parity as to lien on the Trust Estate established by the Indenture with the lien of the Series 2025 Bonds (the "Parity Bonds"). In connection with the issuance of Parity Bonds, the College is required to supplement the Loan Agreement to extend the obligation of the College under the Loan Agreement to provide for the payment of amounts due on such Parity Bonds. The Series 2025 Bonds and the Parity Bonds are referred to herein as the "Bonds."

Pursuant to a Loan Agreement, dated as of March 1, 2025 (the "Original Loan Agreement"), as supplemented from time to time, including by the First Supplemental Loan Agreement, dated as of March 1, 2025 (the "First Supplemental Agreement" and the Original Loan Agreement, as so supplemented, the "Loan Agreement"), each between the Authority and the College, the Authority will loan the proceeds derived from the sale of the Series 2025 Bonds to the College to be applied for the purposes described above. The College is required under the terms of the Loan Agreement to make payments to the Trustee for the account of the Authority in amounts and at times sufficient to pay the principal of, redemption premium (if any), and interest on the outstanding Bonds. The College's obligation to make the payments required by the Loan Agreement is a general unsecured obligation of the College that is not limited to any particular source of funds or revenues. *See* "SECURITY FOR AND SOURCES OF PAYMENT OF THE SERIES 2025 BONDS" and "SUMMARY OF THE LOAN AGREEMENT."

The Loan Agreement does not restrict the College from issuing additional bonds from time to time as general unsecured obligations of the College either under the Loan Agreement or under other documents, or from incurring liens against its assets. *See* "SECURITY FOR AND SOURCES OF PAYMENT OF THE SERIES 2025 BONDS," "PLAN OF FINANCE," and "SUMMARY OF THE LOAN AGREEMENT – Covenants of the College."

Description of the Series 2025 Bonds

General. The Series 2025 Bonds will be dated their date of issuance and will mature on June 1 of the years as set forth on the inside front cover. The Series 2025 Bonds bear interest from their date of issuance at rates of interest as set forth on the inside front cover. Payments on the Series 2025 Bonds will be made to the Holders thereof on the Record Date. *See* "THE SERIES 2025 BONDS – General." For the definitions of certain terms applicable to the Series 2025 Bonds, *see* Appendix E.

Denominations. The Series 2025 Bonds are issuable in the authorized denominations of $5,000 and integral multiples of $5,000 ("Authorized Denominations").

Registration; Transfer and Exchange. Ownership of the Series 2025 Bonds will be registered on the registration books of the Authority maintained by The Bank of New York Mellon Trust Company, N.A., as bond registrar (the "Bond Registrar"). The Series 2025 Bonds will initially be issued only as book-entry securities. The Depository Trust Company ("DTC"), New York, New York, will act as securities depository for the Series 2025 Bonds. Ownership of the Series 2025 Bonds may be registered as transferred or exchanged in the manner described under "THE SERIES 2025 BONDS – Registration of Transfer and Exchange" and "– Book-Entry Only System."

Redemption. The Series 2025 Bonds are subject to optional, mandatory and extraordinary optional redemption prior to maturity. The Series 2025 Bonds subject to optional redemption may be purchased in lieu of redemption. *See* "THE SERIES 2025 BONDS – Redemption of the Series 2025 Bonds" and "– Purchase in Lieu of Redemption."

For a more complete description of the Series 2025 Bonds and the basic documentation pursuant to which they are issued, *see* "THE SERIES 2025 BONDS," "SUMMARY OF THE INDENTURE" and "SUMMARY OF THE LOAN AGREEMENT."

Tax Exemption

In the opinion of Murray Barnes Finister LLP, Bond Counsel, under existing statutes, rulings and court decisions, and under applicable regulations, and assuming the accuracy of certain representations and certifications and compliance with certain tax covenants, interest on the Series 2025 Bonds is not includable in gross income for federal income tax purposes and is not an item of tax preference for purposes of calculating the federal alternative minimum tax. In the opinion of Bond Counsel, interest on the Series 2025 Bonds is exempt from present State of Georgia income taxation under existing statutes as described herein. *See* Appendix C – FORM OF OPINION OF BOND COUNSEL for the form of opinion Bond Counsel proposes to deliver in connection with the issuance of the Series 2025 Bonds. For a more complete discussion of such opinion, the assumptions underlying such opinion, the limitations on such opinion and certain tax consequences incident to the ownership of the Series 2025 Bonds, *see* "LEGAL MATTERS – Tax Exemption."

Trustee, Paying Agent and Bond Registrar

The Bank of New York Mellon Trust Company, N.A. will act as Trustee, Paying Agent and Bond Registrar for the Series 2025 Bonds.

Professionals Involved in the Offering

The Series 2025 Bonds are offered when, as and if issued and received by Raymond James & Associates, Inc. (the "Underwriter"), subject to the approval of legality by Murray Barnes Finister LLP, Bond Counsel. Certain legal matters will be passed upon for the College by Murray Barnes Finister LLP, Counsel to the College and Disclosure Counsel; for the Authority by Arnall Golden Gregory LLP, Atlanta, Georgia, Counsel to the Authority; and for the Underwriter by Butler Snow LLP, Counsel to the Underwriter.

Independent Auditors

Ernst & Young LLP is the College's independent certified public accountant, and the College's consolidated financial statements for the fiscal years ended June 30, 2024 and 2023 included as Appendix B hereto have been audited by Ernst & Young LLP as indicated in their report included thereon.

Legal Authority

The Series 2025 Bonds are being issued pursuant to the Development Authorities Law of the State of Georgia (O.C.G.A. § 36-62-1 *et seq*.), as amended (the "Act"). The Series 2025 Bonds are issued under and in compliance with the Constitution of the State of Georgia (the "State of Georgia" or the "State") and the Act. The Series 2025 Bonds have been authorized pursuant to a resolution of the Authority adopted on January 28, 2025, as supplemented by a resolution adopted on _____________, 2025 (as supplemented, the "Bond Resolution"). The First Supplemental Agreement will be executed and delivered by the Authority pursuant to the Constitution of the State of Georgia, the Act and the Bond Resolution and, by the College, pursuant to resolutions adopted by the Finance and Administration Committee of the Board of Trustees and the Board of Trustees of the College.

Offering and Delivery of the Series 2025 Bonds

The Series 2025 Bonds are offered when, as and if issued by the Authority and received by the Underwriter, subject to the approval of legality by Murray Barnes Finister LLP, Bond Counsel. It is expected that the Series 2025 Bonds will be available for delivery on or about March __, 2025.

Continuing Disclosure

The College has covenanted in a Continuing Disclosure Certificate (the "Disclosure Certificate") for the benefit of the holders and beneficial owners of the Series 2025 Bonds to furnish certain financial information and operating data relating to the College (the "Annual Report") to the Municipal Securities Rulemaking Board ("MSRB") in an electronic format prescribed by MSRB and presently known as the Electronic Municipal Market Access System ("EMMA"), by not later than 180 days after the end of each fiscal year of the College (currently June 30), commencing with the fiscal year ended June 30, 2025, and to provide notices to EMMA of the occurrence of certain enumerated events within 10 business days of their occurrence (the "Events Notices"). The specific nature of the information to be contained in the Annual Report or the Events Notices is set forth in Appendix D – "FORM OF CONTINUING DISCLOSURE CERTIFICATE." The covenants have been made in order to assist the Underwriter in complying with Securities and Exchange Commission Rule 15c2-12 (the "Rule").

The College has previously entered into prior continuing disclosure undertakings pursuant to the Rule (the "Prior Undertakings"). Spelman complied in all material respects with its Prior Undertakings during the past five years, except as noted below.

Spelman executed a continuing disclosure agreement (the "2003 CDA") in connection with the issuance of the Private Colleges and Universities Authority Spelman College Revenue Bonds, Series 2003 (the "Series 2003 Bonds"). Proceeds of the Series 2012 Bonds refunded a portion of the outstanding Series 2003 Bonds. The remaining Series 2003 Bonds remained outstanding in fiscal years 2020 and 2021. Pursuant to the 2003 CDA, Spelman agreed to provide its audited financial statements and certain operating and financial data on an annual basis. Although this information was filed on EMMA in each of the last five fiscal years in connection with certain of its other Prior Undertakings, Spelman failed to link the filings to the CUSIPS for the Series 2003 Bonds in fiscal years 2020 and 2021. The College also failed to file a Notice of Failure to File with respect to these missed filings during the time the Series 2003 Bonds remained outstanding.

The College has policies and procedures in place to ensure complete and timely filings as required by the Rule. The Authority will have no obligation to the bondholders or any other person with respect to Securities and Exchange Commission Rule 15c2-12.

Bondholders' Risks

There are certain considerations and risks relating to an investment in the Series 2025 Bonds, which are set forth in this Official Statement under the caption "CERTAIN CONSIDERATIONS RELATING TO THE PURCHASE OF THE SERIES 2025 BONDS" and which should be carefully reviewed by prospective purchasers of the Series 2025 Bonds.

Other Information

This Official Statement speaks only as of its date, and the information contained herein is subject to change without notice. All references in this Official Statement to the Indenture and the Loan Agreement are qualified in their entirety by reference to such documents, copies of which are available upon request from, and upon payment of a reasonable copying charge to, Spelman College, 350 Spelman Lane SW, Atlanta, Georgia 30314-4399, Attn: Vice President for Business and Financial Affairs and Chief Financial Officer and Treasurer, or from the Trustee. All references to the Series 2025 Bonds are qualified in their entirety by reference to the definitive forms thereof and the information with respect thereto contained in the Indenture.

THE COLLEGE

Spelman is an independent national liberal arts college for women located in Atlanta, Georgia and was the first of only two colleges in the United States historically for black women. Certain information with respect to the College and its governance, affairs, properties, programs and financial condition is set forth in Appendices A and B to this Official Statement.

THE AUTHORITY

General

The Authority is a public body corporate and politic of the State created under the Act and activated by a resolution of the Board of Commissioners of Fulton County on May 16, 1973, as amended. The Authority is authorized to issue its revenue bonds and lend the proceeds of such revenue bonds for the purpose of paying all or part of the cost of any project, including the acquisition, construction, and installation of land, buildings, equipment, and furniture for the essential public purpose of the development of trade, commerce, industry, and employment opportunities and to refund any such bonds of the Authority theretofore issued. A project may be for any use provided the members of the Authority determine that the project and its use are for the public purposes of the Act and the members of the Authority have made such a determination with respect to the facilities to be financed or refinanced with the proceeds of the Series 2025 Bonds. There shall be no pecuniary liability of any director, officer, member, employee or agent of the Authority relating to the issuance of the Series 2025 Bonds.

The Series 2025 Bonds will be limited obligations of the Authority as described under "SECURITY FOR AND SOURCES OF PAYMENT OF THE SERIES 2025 BONDS." The Authority has no taxing power.

THE SERIES 2025 BONDS

General

The following is a summary of certain terms of the Series 2025 Bonds. All references to the Series 2025 Bonds are qualified by express reference to the definitive form thereof and the information with respect thereto included in the Indenture. For the definitions of certain terms applicable to the Series 2025 Bonds and used herein, *see* Appendix E.

The Series 2025 Bonds will be dated the date of initial issuance and delivery and will mature on the dates set forth on the inside cover page of this Official Statement. Interest on the Series 2025 Bonds will be payable on June 1, 2025 and semiannually thereafter on June 1 and December 1 of each year (each such date on which interest is to be paid on the Series 2025 Bonds is referred to herein as an "Interest Payment Date"). The Series 2025 Bonds will bear interest from their date of issuance (or, in the event that the Series 2025 Bonds are authenticated after a Record Date but before the next Interest Payment Date, the Series 2025 Bonds will bear interest from the next Interest Payment Date) until paid, at the respective rates of interest per annum as set forth on the inside cover of this Official Statement, computed on the basis of a 360-day year comprised of twelve 30-day months.

As described below under the caption "Book-Entry Only System," when issued, the Series 2025 Bonds will be registered in the name of Cede & Co., as Bondholder and nominee of The Depository Trust Company ("DTC"), New York, New York. So long as DTC, or its nominee, is the registered owner of all of the Series 2025 Bonds, all payments on the Series 2025 Bonds will be made directly to DTC.

Denomination and Place of Payment

The Series 2025 Bonds will be issued as fully registered bonds in Authorized Denominations and in book-entry form. While the Series 2025 Bonds are in book-entry form, principal of and interest on the Series 2025 Bonds will be payable by wire transfer to DTC, which is responsible for the further distribution of such payments to the holders of beneficial interest in the Series 2025 Bonds, as described in Appendix F – "Book-Entry Only System." In the event the book-entry form of registration is discontinued, the following provisions shall apply. Principal of and redemption premium (if any) on the Series 2025 Bonds will be payable by check or draft upon surrender at the Principal Office of the Trustee. Subject to the limitations and upon payment of the charges provided in the Indenture, the Series 2025 Bonds may be exchanged at the Principal Office of the Trustee, for a like aggregate principal amount of Series 2025 Bonds of the same maturity. Interest on the Series 2025 Bonds will be payable by check or draft mailed to the person appearing as registered owner on the registration books kept by the Trustee on the Record Date, irrespective of transfer. Additionally, the registered owner of at least $1,000,000 in principal amount of Series 2025 Bonds may receive payment of interest on such Series 2025 Bonds by wire transfer, if requested. The foregoing provisions are subject to the matters described in the caption "Book-Entry Only System."

Registration of Transfer and Exchange

When in book-entry form, beneficial interests in Series 2025 Bonds held by DTC (or its nominee, Cede & Co.) are transferable and exchangeable in accordance with the procedures of the book-entry system. *See* "THE SERIES 2025 BONDS – Book-Entry Only System." In the event the book-entry form of registration is discontinued, the following provisions shall apply. The Series 2025 Bonds may, upon surrender to the Trustee at its designated corporate trust office, (a) be exchanged if such Series 2025 Bonds are surrendered together with an assignment duly executed by the registered owner, or his attorney or legal representative or (b) be registered as transferred upon the Bond Register if such Series 2025 Bonds are duly endorsed for registration of transfer or accompanied by an assignment duly executed by the registered owner, or his attorney or legal representative. Upon surrender to the Bond Registrar, the Authority will execute and the Trustee will authenticate (in the case of a registration of transfer, in the name of the transferee) new Series 2025 Bonds of the same aggregate principal amount, of any Authorized Denomination and bearing interest at the same rate. Such registrations of transfer or exchanges of the Series 2025 Bonds will be without charge to the Holders thereof, but any taxes or other governmental charges required to be paid with respect to the same will be paid by the Holder requesting such registration of transfer or exchange as a condition precedent to the exercise of such privilege.

Redemption of the Series 2025 Bonds

Optional Redemption. The Series 2025 Bonds are subject to optional redemption prior to maturity, at the option of the Authority upon the written direction from the College, on or after June 1, _____, in whole or in part, at any time at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the redemption date.

Mandatory Redemption. The Series 2025 Bonds maturing on June 1, ____ are subject to mandatory sinking fund redemption prior to their maturity at a redemption price equal to 100% of the principal amount to be redeemed, plus accrued interest to the redemption date, in the following principal amounts and on the dates set forth below (the July 1, ____ amount to be paid rather than redeemed):

June 1 of the Year	Amount

Extraordinary Optional Redemption of Series 2025 Bonds. The Series 2025 Bonds are subject to extraordinary redemption prior to maturity, at the option of the College, in whole or in part at any time, at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the redemption date, upon the occurrence of any of the following events:

(a) All or a substantial portion of the projects financed or refinanced with the proceeds of the Series 2025 Bonds is damaged or destroyed by fire or other casualty, or title to or the temporary use of all or a substantial portion of the projects financed or refinanced with the proceeds of the Series 2025 Bonds or the facilities of which the projects financed or refinanced with the proceeds of the Series 2025 Bonds are a part are condemned or taken for any public or quasi-public use by any authority exercising or threatening the exercise of the power of eminent domain, or title thereto is found to be deficient, to such extent that in the determination of the College (i) the projects financed or refinanced with the proceeds of the Series 2025 Bonds or such facilities cannot be reasonably restored or replaced to the condition thereof preceding such event, or (ii) the College is thereby prevented from carrying on its normal operations with respect to the projects financed or refinanced with the proceeds of the Series 2025 Bonds or the facilities of which the projects financed or refinanced with the proceeds of the Series 2025 Bonds is a part for a period of 90 days, or (iii) the cost of restoration or replacement thereof would exceed the Net Proceeds of any casualty insurance, title insurance, condemnation awards or sale under threat of condemnation with respect thereto; or

(b) As a result of any changes in the Constitution of the State or the Constitution of the United States of America or of legislative or administrative action (whether state or federal) or by final direction, judgment or order of any court or administrative body (whether state or federal) entered after the contest thereof by the College in good faith, the Indenture or the Loan Agreement becomes void or unenforceable or impossible of performance.

Selection of Series 2025 Bonds to be Redeemed. Series 2025 Bonds will be redeemed in such denominations so that the Series 2025 Bonds remaining outstanding will, to the extent possible, only be in Authorized Denominations. If less than all Series 2025 Bonds are to be redeemed prior to maturity, the particular maturity and interest rate of the Series 2025 Bonds to be redeemed will be specified to the Trustee by the College. In the case of any redemption of less than all the Series 2025 Bonds of a maturity, the particular Series 2025 Bonds of such maturity and interest rate to be redeemed will be selected by the Trustee by such method as the Trustee, in its sole discretion, will deem fair and appropriate.

The Trustee will call Series 2025 Bonds for optional or extraordinary optional redemption and payment as provided in the Indenture upon receipt by the Trustee of a written request of the College at least 10 days (unless the

Trustee will agree to a lesser number of days) prior to the date on which the Trustee is required to give official notice to the Holders of such redemption.

Notice and Effect of Call for Redemption. Official notice of any such redemption will be given by the Trustee on behalf of the Authority by mailing a copy of an official redemption notice by first-class mail at least 20 days prior to the redemption date to each registered owner of the Series 2025 Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such registered owner to the Trustee.

All official notices of redemption will be dated and will state: (a) the redemption date; (b) the redemption price; (c) if less than all outstanding Series 2025 Bonds are to be redeemed, the identification number, series, maturity and the respective principal amounts to be redeemed of the Series 2025 Bonds called for redemption; (d) that, subject to all conditions to such redemption being satisfied, on the redemption date the redemption price will become due and payable upon each such Series 2025 Bond or portion thereof called for redemption, and that interest thereon will cease to accrue from and after the redemption date; (e) the place where such Series 2025 Bonds are to be surrendered for payment of the redemption price, which place of payment will be the designated corporate trust office of the Trustee for the payment of the Series 2025 Bonds; and (f) any conditions to such redemption.

Official notice of redemption having been given as aforesaid, and provided that all conditions to such redemption have been met, the Series 2025 Bonds or portions of Series 2025 Bonds to be redeemed will, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the Authority defaults in the payment of the redemption price) such Series 2025 Bonds or portions of Series 2025 Bonds will cease to bear interest. Upon surrender of such Series 2025 Bonds for redemption in accordance with such notice, the redemption price of such Series 2025 Bonds will be paid by the Trustee. Installments of interest due on or prior to the redemption date will be payable as provided in the Indenture for payment of interest. Upon surrender for any partial redemption of any Series 2025 Bond, there will be prepared for the registered owner a new Series 2025 Bond or Series 2025 Bonds of the same maturity in the amount of the unpaid principal. All Series 2025 Bonds which have been redeemed will be canceled and destroyed by the Trustee in accordance with the Indenture and will not be reissued. A second notice of redemption will be given within 60 days after the redemption date in the manner required by the Indenture to the registered owners of redeemed Series 2025 Bonds which have not been presented for payment within 30 days after the redemption date, but the failure to give such notice or any defect therein will not affect the validity of the proceedings for the redemption of such Series 2025 Bonds for which official notice of redemption has been given as described above.

In addition to the foregoing notice, the Indenture requires the Trustee to give further notice as described in this paragraph, but no defect in such further notice nor any failure to give all or any portion of such further notice will in any manner defeat the effectiveness of a call for redemption. Each further notice of redemption will contain the information required above for an official notice of redemption plus (a) the CUSIP numbers of all Series 2025 Bonds being redeemed (provided that the notice may contain the Trustee's standard disclaimer as to the correctness and use of the CUSIP numbers); (b) the series designation and date of issue of the Series 2025 Bonds as originally issued; (c) the rate of interest borne by each Series 2025 Bond being redeemed; (d) the maturity date of each Series 2025 Bond being redeemed; and (e) any other descriptive information needed to accurately identify the Series 2025 Bonds being redeemed. Each further notice of redemption will be sent at least 20 days before the redemption date by registered or certified mail, overnight delivery service or facsimile to all registered securities depositories then in the business of holding substantial amounts of obligations of types comprising the Series 2025 Bonds and to one or more national information services that disseminate notices of redemption of obligations such as the Series 2025 Bonds.

Notices to Securities Depository. For so long as DTC or a successor securities depository is effecting book-entry transfers of the Series 2025 Bonds, the Trustee will provide the notices of redemption specified in the Indenture and as described above only to the securities depository. It is the responsibility of the securities depository to notify its participants and through the participants the Beneficial Owners of the Series 2025 Bonds of any redemption in accordance with the practices of such securities depository. Any failure on the part of the securities depository or a participant, or failure on the part of a nominee of a Beneficial Owner of a Series 2025 Bond to notify the Beneficial Owner of the Series 2025 Bond so affected, will not affect the validity of the redemption of such Series 2025 Bond. *See* "Book-Entry Only System."

Failure to give any notice to any Holder, or any defect therein, will not affect the validity of any proceedings for the redemption of any other Series 2025 Bonds as to which proper official notice is given. Any notice mailed will be conclusively presumed to have been duly given and will become effective upon mailing, whether or not any Holder receives the notice.

Purchase in Lieu of Redemption

Series 2025 Bonds subject to optional redemption may be purchased in lieu of redemption on the applicable redemption date at a purchase price equal to the redemption price for the Series 2025 Bonds if the Trustee has received a written request from the College on or before the Business Day prior to the date the Series 2025 Bonds would otherwise be subject to redemption specifying that moneys provided or to be provided by the College shall be used to purchase such Series 2025 Bonds in lieu of redemption on the applicable redemption date. In the event that the College shall fail to provide such sufficient moneys to pay the purchase price on the applicable redemption date, the Series 2025 Bonds shall continue to be subject to redemption. No such purchase of the Series 2025 Bonds by the College or advance or use of any moneys to effectuate any such purpose shall be deemed to be a payment or redemption of the Series 2025 Bonds or any portions thereof, and such purchase shall not operate to extinguish or discharge the indebtedness evidenced by such Series 2025 Bonds. The Series 2025 Bonds so purchased shall not be remarketed or otherwise sold unless the Trustee has received a Favorable Opinion of Bond Counsel to the effect that such transaction does not adversely affect the exclusion from gross income of interest on the Series 2025 Bonds for federal income tax purposes.

Book-Entry Only System

The Series 2025 Bonds initially will be issued solely in book-entry form to be held in the book-entry only system maintained by DTC. So long as such book-entry system is used, only DTC will receive or have the right to receive physical delivery of the Series 2025 Bonds and, except as otherwise provided herein with respect to tenders by beneficial owners of beneficial ownership interests, beneficial owners will not be or be considered to be, and will not have any rights as, owners or holders of the Series 2025 Bonds under the Indenture.

The information set for in Appendix F about the book-entry only system applicable to the Series 2025 Bonds has been supplied by DTC. None of the Authority, the College nor the Trustee makes any representations, warranties or guarantees with respect to its accuracy or completeness.

Acceleration

Upon the occurrence of certain events of default under the Indenture, including, but not limited to, nonpayment of the principal of or interest on any outstanding Bonds when the same shall become due and payable, the principal of and accrued interest on the Series 2025 Bonds are subject to acceleration as provided in the Indenture. *See* "SUMMARY OF THE INDENTURE."

SECURITY FOR AND SOURCES OF PAYMENT OF THE SERIES 2025 BONDS

General

The Series 2025 Bonds are special limited obligations of the Authority payable solely from and secured by the Trust Estate, including a pledge of the revenues derived by the Authority from the Loan Agreement and by other funds pledged under the Indenture. Such lien of the Series 2025 Bonds on the Trust Estate is on a parity with the lien thereon of any Parity Bonds issued in accordance with the terms of the Indenture in the future.

The Trust Estate

The Bonds are secured under the Indenture by a pledge to the Trustee for the benefit of the Holders of the Bonds of the Trust Estate. The Trust Estate is defined in the Indenture to include (a) all right, title and interest of the Authority in the Loan Agreement, any note issued by the College to evidence its obligations thereunder and the payments due thereunder (excluding certain rights of the Authority to payment of its fees and expenses and to indemnification) and under such notes, and (b) all moneys and securities from time to time held by the Trustee under the terms of the Indenture (excluding moneys held for the purchase of Bonds or other similar obligations in the Purchase

Fund created under the Indenture), subject to the provisions of the Indenture permitting the application of such amounts for the purposes and on the terms and conditions set forth in the Indenture.

The obligation of the College to make the payments required by the Loan Agreement is a general unsecured obligation of the College and is absolute and unconditional. The Loan Agreement does not contain any limitation on the ability of the College to incur additional indebtedness, including secured indebtedness. There is no mortgage or lien on any property of the College securing the Bonds or the obligations of the College under the Loan Agreement. *See* "SUMMARY OF THE LOAN AGREEMENT."

Limited Obligations

NEITHER THE STATE OF GEORGIA NOR ANY POLITICAL SUBDIVISION THEREOF WILL, IN ANY EVENT, BE LIABLE FOR THE PAYMENT OF THE PRINCIPAL OR REDEMPTION PREMIUM, IF ANY, OR INTEREST ON THE SERIES 2025 BONDS, OR FOR THE PERFORMANCE OF ANY PLEDGE, OBLIGATION OR AGREEMENT OF ANY KIND WHATSOEVER THAT MAY BE UNDERTAKEN BY THE AUTHORITY, AND NONE OF THE SERIES 2025 BONDS OR THE AUTHORITY'S AGREEMENTS OR OBLIGATIONS WILL BE CONSTRUED TO CONSTITUTE A DEBT OR PLEDGE OF THE FAITH AND CREDIT OF THE STATE OF GEORGIA OR ANY POLITICAL SUBDIVISION THEREOF WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY PROVISION WHATSOEVER. THE SERIES 2025 BONDS DO NOT DIRECTLY, INDIRECTLY OR CONTINGENTLY OBLIGATE THE STATE OF GEORGIA OR ANY POLITICAL SUBDIVISION THEREOF TO LEVY OR TO PLEDGE ANY FORM OF TAXATION WHATEVER THEREFOR OR TO MAKE ANY APPROPRIATION FOR THE PAYMENT THEREOF. THE AUTHORITY HAS NO TAXING POWER.

PLAN OF FINANCE

Estimated Sources and Uses of Funds

The following table sets forth the estimated sources and uses of the proceeds of the Series 2025 Bonds.

Sources of Funds:	
Principal Amount of the Series 2025 Bonds	
Plus: Original Issue Premium	
Equity Contribution	
Total Sources of Funds	
Uses of Funds:	
Deposit to Refund the Refunded Bonds	
Costs of Issuance[(1)]	
Total Uses of Funds	

[(1)] Includes fees and expenses of the Financial Advisor, the Verification Agent and the Trustee, legal fees, underwriting compensation, rating agency fees, accountant fees and other miscellaneous expenses.

Refunding of Refunded Bonds

The proceeds of the Series 2025 Bonds will be loaned by the Authority to the College to be used, together with an equity contribution from Spelman, for the purpose of (a) refunding all of the outstanding Refunded Bonds and (b) paying all or a portion of the costs of issuing the Series 2025 Bonds. The Refunded Bonds are currently outstanding in the combined aggregate principal amount of $43,730,000. In addition to paying certain costs of issuance and transactional expenses, proceeds of the Refunded Bonds were used in part to finance or refinance various facilities on the campus of Spelman, including, but not limited to, academic, fine arts, student support and student housing facilities, dining, parking, utilities plant and related infrastructure and land improvements.

The portion of the proceeds of the Series 2025 Bonds that will be used to refund the Refunded Bonds will be deposited, together with an equity contribution from Spelman which includes certain moneys accrued in the funds held under the trust indentures pursuant to which the Refunded Bonds were issued, into an escrow fund (the "Escrow Fund") created pursuant to an Escrow Deposit Agreement, to be dated as of the date of issuance of the Series 2025 Bonds (the "Escrow Agreement"), among the Authority, Spelman, The Bank of New York Mellon Trust Company, N.A., as escrow agent (the "Escrow Agent"), and as trustee and paying agent for the Refunded Bonds. The Escrow Agent will use such moneys to purchase governmental obligations which, together with any required cash balance, will be invested to generate amounts sufficient to pay the principal of and interest due on the Refunded Bonds up to and including June 2, 2025 (the Redemption Date") and to redeem the Refunded Bonds on the Redemption Date.

Terminus Analytics, LLC will verify the mathematical accuracy of certain computations with respect to the sufficiency of the cash and the proceeds of the government obligations on deposit in the Escrow Fund. *See* "MISCELLANEOUS – Verification of Mathematical Accuracy."

The owners of the Series 2025 Bonds will not have a lien on or be entitled to the money in the Escrow Fund. Upon the deposit of the moneys in the Escrow Fund, the Refunded Bonds will be considered defeased in accordance with the trust indentures pursuant to which the Refunded Bonds were issued and applicable law, and Spelman's liability with respect thereto will be limited to the amounts deposited to the Escrow Fund.

The refunding of the Refunded Bonds will reduce the College's annual debt service. *See* "SPELMAN COLLEGE – Management Discussion of Financial and Operating Performance" in Appendix A.

DEBT SERVICE REQUIREMENTS

Set forth in the following table are the College's debt service requirements on the Series 2025 Bonds for each fiscal year through the fiscal year ended June 30, 2032, assuming the issuance of the Series 2025 Bonds and the refunding of the Refunded Bonds. *See* "OTHER FINANCIAL MATTERS – Other Indebtedness" in Appendix A for information with respect to Spelman's other debt and obligations.

Fiscal Year	Series 2025 Bonds		
Ending June 30	Principal	Interest	Total
2025			
2026			
2027			
2028			
2029			
2030			
2031			
2032			

Note: Amounts have been rounded.

SUMMARY OF THE LOAN AGREEMENT

The following is a summary of certain provisions of the Loan Agreement. This summary does not purport to be complete and is qualified by express reference to the provisions of the Loan Agreement, copies of which are available upon request. *See* "INTRODUCTION – Other Information."

Loan Payment Obligation of the College

The College has covenanted and agreed to pay to the Trustee, as assignee and pledgee of and for the account of the Authority, the following amounts:

(a) on or before each Interest Payment Date, a sum which will equal the interest on each series of the Bonds coming due on such Interest Payment Date;

(b) on or before any maturity date for each series of the Bonds (including any date on which the principal amount of the Bonds is due because such amount by acceleration under the Indenture), a sum which will equal the principal amount of such Bonds due on such date;

(c) on or before any redemption date for any series of the Bonds, a sum equal to the principal of, and redemption premium (if any) and interest on, the Bonds which are to be redeemed on such date;

(d) on or before any date on which the Bonds are optionally tendered by the Holders thereof pursuant to the Indenture, a sum equal to the purchase price of all such Bonds required to be purchased on such date; and

(e) on or before each date on which the Bonds are required to be purchased in a mandatory tender pursuant to the Indenture, a sum equal to the purchase price of all Bonds required to be purchased on such date.

The College has agreed to make prompt payment to the Trustee for the account of the Authority of all amounts payable under subparagraphs (a) through (e) above when due; *provided, however*, that if for any reason the amounts paid by Spelman under the Loan Agreement, together with any other amounts available in the Debt Service Fund created under the Indenture, are not sufficient to pay the principal of and interest on any series of the Bonds when due, the College agrees to pay the amount required to make up such deficiency. The aggregate of the amounts payable by the College described in subparagraphs (a) through (e) above is hereinafter referred to as the "Loan Payment."

Other Payment Obligations

The College is obligated under the Loan Agreement to pay the fees and expenses of the Trustee and all fees and expenses of the Authority in connection with the transactions contemplated by the Loan Agreement and the Indenture. The College is also obligated to indemnify the Authority and the Trustee from any liability, loss, damage, cost, expense (including reasonable attorney's fees, costs and expenses actually incurred), cause of action, suit, claim, demand or judgment arising out of or relating to the Loan Agreement, the Indenture, a project financed with Bonds or the issuance of the Bonds.

Term of Loan Agreement

The term of the Loan Agreement continues until the principal of and premium (if any) and interest on all of the Bonds and all other amounts required to be paid by the College under the Loan Agreement have been paid in full.

Obligations of the College Unconditional

So long as any Bonds remain outstanding, the obligation of Spelman to make the payments required to be made under the Loan Agreement and to perform and observe the other agreements on its part contained in the Loan Agreement will be absolute and unconditional and will not be abated, rebated, set-off, reduced, abrogated, waived, diminished or otherwise modified in any manner or to any extent whatsoever, regardless of any rights of set-off, recoupment or counterclaim that the College might otherwise have against the Authority or the Trustee or any other party or parties and regardless of any contingency, act of God, event or cause whatsoever.

Covenants of the College

The Loan Agreement contains various covenants on the part of the College, including covenants with respect to maintenance of its corporate existence, maintenance and operation of its properties, insurance, compliance with applicable laws, payment of other obligations and maintenance of its tax-exempt status. The Loan Agreement does not contain any negative covenants such as covenants restricting the College from incurring additional debt or covenants restricting the College from incurring liens against its assets.

Spelman may dissolve or otherwise dispose of all or substantially all of its assets or consolidate with or merge into another corporation, but only if (a) the resulting entity (if other than the College) agrees in writing (which writing must be delivered to the Trustee) to assume the obligations of the College in the Loan Agreement and any and all other agreements or instruments executed in connection with the issuance of each series of the Bonds, (b) if the College is not the resulting entity, the Trustee and the Authority are furnished on the effective date of such transaction with an opinion of counsel to the resulting entity satisfactory to the Trustee to the effect that such assumption is a valid and binding obligation of such resulting entity, and that the obligations under the Loan Agreement are enforceable against such resulting entity in accordance with the terms of the Loan Agreement, (c) the Trustee and the Authority are advised of such merger, consolidation or transfer not later than 60 days before its consummation and (d) the Trustee is presented with a Favorable Opinion of Bond Counsel satisfactory to the Trustee stating that the merger, consolidation or transfer will not result in the interest on each series of tax-exempt Bonds becoming includable in gross income for federal income tax purposes. Under certain conditions, the College may assign its interest in the Loan Agreement with the consent of the Trustee, which consent shall not be unreasonably withheld, but such assignment will not relieve Spelman from primary liability for any of its obligations under the Loan Agreement.

Events of Default

The Loan Agreement provides that the occurrence of one or more of the following events will constitute an "Event of Default" thereunder:

(a) failure by Spelman to pay when due any installment of the Loan Payment;

(b) failure by the College to make any payment of the fees and expenses of the Authority or the Trustee as required by the Loan Agreement, which failure continues for a period of 30 days after written notice thereof has been given to the College by the Authority or the Trustee;

(c) failure by the College to perform or observe any other of its covenants, conditions or agreements under the Loan Agreement, other than as described in paragraphs (a) and (b) above, for a period of 60 days after written notice from the Authority or the Trustee, specifying such failure and requesting that it be remedied, unless such period is extended by agreement in writing of the Authority and the Trustee, *provided, however* if the failure stated in the notice can be corrected but not within the applicable period, the Authority and the Trustee will not unreasonably withhold their consent to an extension of such period if corrective action is instituted by the College within the applicable period and diligently pursued until the failure is corrected;

(d) certain events of bankruptcy, dissolution, liquidation or reorganization by the College;

(e) appointment of a receiver or liquidator of the College or of any substantial portion of its property and the order appointing such receiver or liquidator is not vacated within 60 days; or

(f) the occurrence of an event of default under the Indenture.

The Event of Default in clause (c) above is subject to the following limitations: if by reason of acts of God, strikes, lockouts or other industrial disturbances, acts of public enemies, orders of any kind of the government of the United States of America or the State of Georgia or any of their departments, agencies, political subdivisions or officials, or any civil or military authority, insurrections, riots, epidemics, landslides, lightning, earthquakes, fires, hurricanes, storms, floods, washouts, droughts, arrests, restraint of government and people, civil disturbances, explosions, breakage or accident to machinery, transmission pipes or canals, partial or entire failure of utilities, or any other cause or event not reasonably within the control of the College, the College will not be deemed in default during the continuance of such inability. Spelman agrees, however, to use its best efforts to remedy with all reasonable dispatch the cause or causes preventing the College from carrying out its agreements; *provided, however*, that the settlement of strikes, lockouts and other labor disturbances will be entirely within the discretion of the College, and Spelman will not be required to make settlement of strikes, lockouts and other labor disturbances by acceding to the demands of the opposing party or parties when such course is, in the judgment of the College, unfavorable to the College.

Remedies

Upon the occurrence and continuance of an Event of Default, the Trustee, as assignee and pledgee of the Authority, (a) must by written notice to the College, upon the acceleration of any series of the Bonds, declare the Loan Payments relating to such series of Bonds to be immediately due and payable and (b) may take whatever other action at law or in equity as may appear necessary or desirable to collect the amounts then due and thereafter to become due under the Loan Agreement, or to enforce the performance and observance of any obligation, agreement or covenant of the College under the Loan Agreement. Any declaration of acceleration of the Loan Payment relating to any series of the Bonds will be rescinded upon rescission of any declaration of acceleration of such series of the Bonds. *See* "SUMMARY OF THE INDENTURE – Defaults and Remedies."

Any amounts collected pursuant to action taken upon the occurrence of an Event of Default will be paid into the Debt Service Fund and applied in accordance with the provisions of the Indenture.

SUMMARY OF THE INDENTURE

The following is a summary of certain provisions of the Indenture. This summary does not purport to be complete and is qualified by express reference to the provisions of the Indenture, copies of which are available upon request. *See* "INTRODUCTION – Other Information."

Issuance of Bonds; Assignment and Pledge

The amount of Bonds that may be issued by the Authority from time to time under the Indenture is unlimited and the Bonds may be issued in fixed rate or in variable rate modes. Under the terms of the Indenture, the Trust Estate is assigned and pledged to the Trustee in order to secure the payment of the principal of, premium (if any), purchase price and interest on the Bonds and the performance by the Authority of its obligations under the Indenture. The Trust Estate includes all right, title and interest of the Authority in the Loan Agreement, any note issued by the College to evidence its obligations thereunder and the payments received or receivable by the Authority from the College under the Loan Agreement (except for certain indemnification payments and certain fees and expenses and as otherwise expressly set forth in the Loan Agreement) and under such note, all moneys and securities from time to time held by the Trustee under the terms of the Indenture (excluding moneys held for the purchase of Bonds in the Purchase Fund created under the Indenture), subject to the provisions of the Indenture permitting the application of such amounts for the purposes and on the terms and conditions set forth in the Indenture, and any and all other property (real, personal or mixed), assigned, pledged or transferred to the Trustee as and for security under the Indenture. All Bonds, including the Series 2025 Bonds, will be equally and ratably secured by the Indenture and by the pledge of the Trust Estate without preference or distinction by reason of priority in the issuance thereof, provided that any Credit Facility or Liquidity Facility which by its terms provides for the payment of specific Bonds may only be used for the payment of such Bonds. A "Credit Facility" includes a municipal bond insurance policy, letter of credit or other similar facility (other than an obligation of the College) providing assurance for the payment of principal and interest on the Bonds of a series when due. A "Liquidity Facility" is an agreement or obligation by a Liquidity Facility Provider to pay the purchase price of Bonds in a variable rate mode (as described under the Indenture) on the applicable purchase dates, and may take the form of a standby bond purchase agreement, letter of credit, line of credit, insurance policy or other similar agreement and any related reimbursement agreement among the Liquidity Facility Provider and the College, as the same may from time to time be amended or supplemented. **There is no Credit Facility or Liquidity Facility relating to the Series 2025 Bonds**.

Creation of Funds

Debt Service Fund. (a) The Indenture provides for the creation of the "Development Authority of Fulton County Debt Service Fund" (the "Debt Service Fund") into which the Trustee will make deposits and credits, as and when received, as set forth below:

(i) all Loan Payments payable by the College to the Authority specified in the Loan Agreement or pursuant to any related note;

(ii) the balance of the Net Proceeds of condemnation awards, sale under threat of condemnation or insurance received by the Trustee pursuant to the Loan Agreement;

(iii) interest earnings and other income on investment obligations required to be deposited in the Debt Service Fund pursuant to the Indenture;

(iv) all other moneys received by the Trustee under the Loan Agreement or any other bond documents, when accompanied by directions from the person depositing such moneys that such moneys are to be paid into the Debt Service Fund; and

(v) all moneys received by the Trustee from drawings on any Credit Facility, which moneys shall be deposited into a special account in the Debt Service Fund for the series of Bonds secured by such Credit Facility.

(b) Except as otherwise provided in the Indenture, moneys in the Debt Service Fund will be expended solely as follows: (i) to pay interest on the Bonds as the same becomes due; (ii) to pay principal of the Bonds as the same matures or becomes due upon mandatory sinking fund redemption; and (iii) to pay principal of and redemption premium, if any, on the Bonds as the same become due upon redemption (other than mandatory sinking fund redemption) prior to maturity. Moneys in a special account in the Debt Service Fund received from a draw on a Credit Facility relating to a specific series of the Bonds may only be applied to the payment of amounts due on the Bonds to which such Credit Facility relates, and in determining the amount available for the payment of all Bonds which are due and payable, such amounts in such special account shall be disregarded. If the Credit Facility is in the form of a direct pay letter of credit, then moneys received from draws on such Credit Facility shall be applied to the payment of principal and interest on the Bonds secured thereby prior to any other moneys from any other source as provided in the Indenture.

(c) The Authority has authorized and directed the Trustee to withdraw sufficient funds from the Debt Service Fund to pay principal of and redemption premium, if any, and interest on the Bonds as the same become due and payable at maturity or upon redemption and to make said funds so withdrawn available to the Trustee and any Paying Agent for the purpose of paying said principal, redemption premium, if any, and interest.

(d) Whenever there is on deposit in the Debt Service Fund moneys sufficient to redeem all or a portion of the Bonds outstanding and to pay interest to accrue thereon prior to such redemption and redemption premium, if any, the Trustee will, upon written request of a responsible officer of the College, take and cause to be taken the necessary steps to redeem all such Bonds on the next succeeding redemption date for which the required redemption notice may be given or on such later redemption date as may be specified by the College. Any moneys in the Debt Service Fund may be used to redeem a portion of the Bonds outstanding, in accordance with the Indenture, so long as the College is not in default with respect to any payments under the Loan Agreement and to the extent said moneys are in excess of the amounts required to be on deposit therein pursuant to the Loan Agreement and the amount required for payment of the Bonds theretofore matured or called for redemption and past due interest in all cases when such Bonds have not been presented for payment.

(e) After payment in full of the principal of and redemption premium, if any, and interest on the Bonds (or after provision has been made for the payment thereof as provided in the Indenture), all rebatable arbitrage to the United States and the fees, charges and expenses of the Trustee, any Paying Agent and the Authority, and any other amounts required to be paid under the Indenture and the Loan Agreement, all amounts remaining in the Debt Service Fund shall be paid to the College upon the expiration or sooner termination of the Loan Agreement.

Redemption Fund. The Indenture provides for the creation of the "Development Authority of Fulton County Redemption Fund" (the "Redemption Fund"). Moneys in the Redemption Fund shall be applied to the payment of principal and interest on Bonds or other obligations of the Authority or the College being refunded by a series of Bonds issued under the Indenture, and payment of costs associated with the issuance of such refunding Bonds or of redeeming the obligations being refunded. The Trustee shall deposit moneys into an account in the Redemption Fund upon receipt of written instructions from the College as to the account into which such moneys should be deposited and as to the obligations to be paid therefrom. Moneys in the Redemption Fund may be invested as provided in "SUMMARY OF THE INDENTURE – Permitted Investments." Moneys received from the investment of moneys in any account in the Redemption Fund will be deposited into the account in the Redemption Fund to which such investments relate and will be used to pay principal of and interest on the refunded obligations as the same become due or other costs associated therewith as directed by the College. After payment in full of the refunded obligations, the Trustee is authorized to wire all remaining investment proceeds in the Redemption Fund for use in accordance with the written instructions of the College. In the event moneys in the Redemption Fund are insufficient to redeem any refunded obligation on its redemption date, the College will pay the amount of the deficiency.

Construction Fund. The Indenture provides for the creation of the "Development Authority of Fulton County Construction Fund" (the "Construction Fund"). The Trustee is authorized to make disbursements from the Construction Fund for the payment of the costs of a project to be funded with Bonds, to pay capitalized interest on the applicable project and to pay the costs associated with the issuance of any series of Bonds issued under the Indenture, upon the receipt of a signed requisition executed by an authorized College representative containing the information and certifications required by the terms of the Indenture. If the Bonds are accelerated as provided in "SUMMARY OF THE INDENTURE – Defaults and Remedies – *Acceleration,*" any balance remaining in the Construction Fund shall, without further authorization, be transferred into the Debt Service Fund. Upon the completion of the acquisition, construction and installation of any project, such completion shall be evidenced by a completion certificate. Such Completion Certificate shall specify the amount of moneys, if any, to be retained by the Trustee in the Construction Fund for the payment of any costs of the project not then due and payable, which amounts shall be applied to the payment of such costs as soon as practicable after delivery to the Trustee of the Completion Certificate, but in any event not later than 90 days after such delivery. Any amount not to be retained in the Construction Fund for payment of costs of the project, and any amount retained but not subsequently applied to the payment of the costs of the project as provided in the foregoing sentence, shall be applied as directed by the College in a written direction to the Trustee on which the Trustee may conclusively rely; *provided* that the Trustee is furnished with a Favorable Opinion of Bond Counsel. Until so used, such segregated amount may not be invested as provided in "SUMMARY OF THE INDENTURE – Permitted Investments" but shall only be invested at a yield not in excess of the yield on the Bonds. **No Construction Fund is to be utilized in connection with the Series 2025 Bonds**.

Permitted Investments

Moneys held in each of the funds and accounts under the Indenture will, pursuant to the written direction of the authorized College representative, be invested and reinvested by the Trustee in accordance with the provisions of the Indenture in eligible Investment Obligations which mature or are subject to redemption by the Holder thereof prior to the date such funds are expected to be needed.

Defaults and Remedies

Events of Default. Each of the following events constitutes an "Event of Default" under the Indenture:

(a) failure to make due and punctual payment of any interest on any Bond when the same becomes due and payable;

(b) failure to make due and punctual payment of the principal of or redemption premium (if any) on any Bond when the same becomes due and payable, whether at stated maturity or accelerated maturity thereof, or upon proceedings for redemption thereof;

(c) failure to make due and punctual payment of the purchase price of any Bond when the same becomes due and payable;

(d) the Authority shall for any reason be rendered incapable of fulfilling its obligations under the Indenture, or default by the Authority in the due and punctual performance of any other of its covenants, conditions, agreements and provisions contained in the Bonds or in the Indenture, and such incapacity or failure shall continue for 30 days after written notice specifying such default and requiring the same to be remedied shall have been given to the Authority and the College by the Trustee (which notice may be given by the Trustee in its discretion and shall be given at the written request of the Credit Facility Provider or the Holders of not less than 10% in aggregate principal amount of the Bonds then outstanding), provided that, if any such default shall be correctable but is such that it cannot be corrected within such period, it shall not constitute an Event of Default if corrective action is instituted by the Authority or the College within such period and diligently pursued until the default is corrected;

(e) the occurrence and continuance of an Event of Default under the Loan Agreement that has not been waived; or

(f) certain events of bankruptcy, dissolution, liquidation or reorganization by the College.

Acceleration. Upon the occurrence of an Event of Default under clause (a) or clause (b) above as to any one or more series of Bonds, the Trustee must declare the principal and accrued interest on each such series of Bonds as to which such failure occurred immediately due and payable; provided, however, that if any such series shall be secured by a Credit Facility, then such series of Bonds shall not be declared due and payable without the prior written consent of the Credit Facility Provider for such series of Bonds.

Upon the occurrence of an Event of Default under clause (c) above as to any one or more series of Bonds, the Trustee must declare the principal and accrued interest on each such series of Bonds as to which such failure occurred immediately due and payable, anything in the Bonds or in the Indenture to the contrary notwithstanding.

Upon the occurrence of any Event of Default under the Indenture, the Trustee may, and if requested by the Holders of not less than 25% in aggregate principal amount of all Bonds outstanding, the Trustee must, declare the principal of all Bonds then outstanding and the interest accrued thereon immediately due and payable. Upon any such declaration of acceleration, the Trustee is required to immediately declare the Loan Payments under the Loan Agreement to be immediately due and payable as provided in the Loan Agreement.

In the event that all such Events of Default are cured before the entry of final judgment in any suit instituted on account of such acceleration or before the completion of enforcement of any other remedy under the Indenture and certain other requirements under the Indenture are met, the acceleration of such series of Bonds and the consequences of such acceleration will be annulled or rescinded, but no such annulment or rescission shall extend to or affect any subsequent acceleration of the Bonds, or impair any right consequent thereon. A rescission of a declaration of acceleration of the Bonds under the Indenture and a rescission and annulment of its consequences shall constitute a waiver of the corresponding Event of Default under the Loan Agreement and a rescission and annulment of its consequences, including any acceleration of the payments due under the Loan Agreement; provided that no such waiver or rescission shall extend to or affect any subsequent or other default under the Loan Agreement or impair any right consequent thereon. *See* "SUMMARY OF THE LOAN AGREEMENT – Remedies."

Upon rescission of any declaration of acceleration of any series of Bonds, the Authority, the Trustee, the College and the Holders will be restored to their former respective positions and rights under the Indenture but no such rescission will extend to any subsequent or other default or Event of Default or impair any right consequent thereon.

Exercise of Remedies by Trustee. If any Event of Default under the Indenture has occurred and is continuing, the Trustee may, and upon (a) written request of the Holders of not less than 25% in aggregate principal amount of all Bonds then outstanding and (b) receipt of indemnity satisfactory to it, the Trustee shall be obligated to (i) pursue any available remedy at law or equity by suit, action, mandamus or other proceeding (including any rights of a secured party under the Georgia Uniform Commercial Code) to enforce the payment of the principal and purchase price of, redemption premium, if any, and interest on the Bonds then outstanding or to any series thereof to realize on or to foreclose any of its interests or liens under the Indenture or under any other of the bond documents; (ii) exercise any rights or remedies available to the Trustee to enforce and compel the performance of the duties and obligations of the Authority under the Indenture and to enforce or preserve any other rights or interests of the Trustee under the Indenture with respect to the Trust Estate or otherwise existing at law or in equity.

Limitations on Exercise of Remedies by Holders. No Holder of the Bonds will have any right to institute any proceeding for the enforcement of the Indenture unless (a) the Trustee is notified of a default, (b) such default becomes an Event of Default, (c) the Holders of not less than 25% in aggregate principal amount of each series of Bonds as to which an Event of Default has occurred request the Trustee to exercise the powers granted to it by the Indenture or to institute such proceedings, and offer to the Trustee indemnity, and (d) the Trustee thereafter fails or refuses to exercise such powers or to institute such proceedings in its own name. Nothing contained in the Indenture will, however, affect or impair any right of any Holder of the Bonds to enforce the payment of the principal of, purchase price and premium (if any) and interest on any Bond, at and after the maturity or due date thereof.

Rights of Holders to Direct Proceeding. Except as provided in "Limitations on Exercise of Remedies by Holders" above, upon the occurrence of an Event of Default as to one or more, but not all, series of Bonds, the Holders of a majority in aggregate principal amount of each series of Bonds as to which such Event of Default has occurred will have the right, at any time, by an instrument or instruments in writing executed and delivered to the Trustee, to direct the time, method and place of conducting all proceedings relating to the series of Bonds as to which such Event of Default occurred to be taken in connection with the enforcement of the terms and conditions of the Indenture; provided, however, that such direction must be in accordance with the provisions of law and of the Indenture and provided, further, that the Trustee will have the right to decline to follow any such direction if the Trustee in good faith determines that the proceedings so directed would involve it in personal liability for which it has not been satisfactorily indemnified.

Except as provided in "Limitations on Exercise of Remedies by Holders" above, upon the occurrence of an Event of Default as to all series of Bonds, the Holders of a majority in aggregate principal amount of Bonds then outstanding shall have the right, at any time, by an instrument or instruments in writing executed and delivered to the Trustee, to direct the time, method and place of conducting all proceedings to be taken in connection with the enforcement of the terms and conditions of the Indenture, or for the appointment of a receiver, custodian or any other proceedings under the Indenture, provided that such direction shall not be otherwise than in accordance with the provisions of law and of the Indenture and provided, further, that the Trustee shall have the right to decline to follow any such direction if the Trustee in good faith determines that the proceedings so directed would involve it in personal liability for which it has not been satisfactorily indemnified.

Waivers of Events of Default. In the case of an Event of Default as to one or more, but not all series of the Bonds, the Trustee will waive any Event of Default relating to such series of Bonds under the Indenture and its consequences and rescind any declaration of acceleration of principal of any particular series of such Bonds upon the written request of the Holders of at least a majority in aggregate principal amount of each such series of Bonds, provided that there shall not be waived without the consent of the Holders of all Bonds of a series affected (a) an Event of Default in the payment of the principal or purchase price on such series of Bonds at the date of maturity specified therein, or (b) any default in the payment when due of the interest on such series of Bonds unless, prior to such waiver or rescission of the Event of Default referred to in (a) or (b) above under the caption "Events of Default," all arrears of interest, with interest (to the extent permitted by law) at the rate borne by such series of Bonds on overdue installments of interest in respect to which such default has occurred, and all arrears of payments of principal or purchase price on such series when due, as the case may be, and all expenses of the Trustee in connection with such default must have been paid or provided for. In case of any such waiver or rescission, or in case any proceeding taken by the Trustee on account of any such default has been discontinued or abandoned or determined adversely, then the Authority, the College, the Trustee and the Holders of such series will be restored to their former positions, rights and obligations under the Indenture, respectively, but no such waiver or rescission will extend to any subsequent or other default, or impair any right consequent thereon.

Supplemental Indentures

The Indenture permits the Authority and the Trustee without the consent of, or notice to, any Holders, to enter into a supplemental indenture for the following purposes: (a) to provide for the issuance of Bonds as provided in the Indenture, including specifying additional or different interest rate modes or determination methods, redemption provisions, tender provisions, or other terms for the Bonds authorized in such supplemental indenture; (b) to cure any ambiguity, or formal defect or omission in the Indenture; (c) to grant or confer upon the Trustee for the benefit of the Holders any additional rights, remedies, powers or authorities; (d) to subject to the pledge of the Indenture additional revenues, property or collateral; (e) to comply with the requirements of the Trust Indenture Act of 1939, as from time to time amended, or any federal statute hereafter in effect, in either case, lawfully made applicable to the Indenture; (f) to provide for the refunding or advance refunding of any Bonds; (g) to evidence the appointment of a separate trustee or the succession of a new trustee hereunder; (h) to evidence the appointment of a Liquidity Facility Provider, Credit Facility Provider or remarketing agent, and in connection therewith to make administrative changes necessary to accommodate such change, such as changing any times of day specified herein by which any action must be taken; (i) to make such other changes to the terms of the Bonds of a series or to the Indenture provided that such changes will not be effective until after a mandatory tender for purchases of the Bonds so affected unless there are inadequate funds for the purchase of such tendered Bonds; (j) in connection with any other change which, in the sole judgment of the Trustee, does not materially adversely affect the interests of the Holders (in making such determination, the Trustee will be entitled to rely conclusively upon an opinion of counsel); and (k) to make any other change in connection with a conversion to a different interest rate period.

The Indenture also permits the Authority and the Trustee to enter into other supplemental indentures with the written consent of the Holders of not less than a majority of the principal amount of the Bonds then outstanding and Credit Facility Consent, provided that, without the written consent of the Holders of all of the Bonds then outstanding and each Credit Facility Provider (if any), the Authority and the Trustee may not enter into any supplemental indenture relating to the Bonds that has the effect of permitting (a) an extension of the maturity of the principal of or the scheduled date of payment of interest on any Bond or of the purchase date of any Bond; (b) a reduction in the principal amount, redemption premium, any interest payable or the purchase price of any Bond; (c) a privilege or priority of any Bond or Bonds over any other Bond or Bonds; or (d) a reduction in the aggregate principal amount of the Bonds the Holders of which are required for consent to a supplemental indenture relating to the Bonds. "Credit Facility Consent" means the consent of Credit Facility Providers representing a majority in aggregate principal amount of Bonds secured at the time by a Credit Facility.

Amendment of the Loan Agreement

The Indenture allows the Trustee without the consent of any Holders to consent to any amendment of the Loan Agreement as may be required (a) in connection with the issuance of a series of Bonds under the Indenture; (b) for the purpose of curing any ambiguity, or formal defect or omission in the Loan Agreement or the Indenture; (c) in connection with any other change which, in the opinion of the Trustee does not materially adversely affect the interests of the Holders (in making such determination, the Trustee shall be entitled to rely conclusively upon an opinion of counsel); or (d) in connection with the issuance of Bonds under the Indenture, to add such provisions as may be required in connection with any Credit Facility or Liquidity Facility applicable thereto. The Indenture also permits the Trustee to consent to any amendment of the Loan Agreement with the written consent of the Holders of not less than a majority of the principal amount of the Bonds then outstanding and Credit Facility Consent, provided that, without the written consent of the Holders of all of such Bonds then outstanding and each Credit Facility Provider (if any), the Trustee may not consent to any amendment to the Loan Agreement which permits (a) an extension of the date of payment of any Loan Payment payable under the terms of the Loan Agreement; or (b) a reduction in the amount of any Loan Payment payable under the terms of the Loan Agreement.

Discharge of Lien

If the principal of and redemption premium (if any) and interest on all of the Bonds then outstanding shall be paid or provision has been made for such payment as set forth in the Indenture, and provision shall also be made for paying all other sums payable, including the Trustee's fees and expenses relating thereto, then the lien on the Trust Estate will cease, terminate and be discharged, and thereupon the Trustee, upon receipt by the Trustee of an opinion of Bond Counsel stating that all conditions precedent to the satisfaction and discharge of the Indenture have been complied with, and upon written request, will discharge and release the Indenture and will execute, acknowledge and deliver to the Authority and the College such instruments of satisfaction and discharge or release as shall be reasonably requested to evidence such release and the satisfaction and discharge of the Indenture and shall assign and deliver to the Authority, the College or any other person entitled thereto so much of the Trust Estate as may be in its possession, other than moneys or obligations held by the Trustee for the payment of the principal of, interest on and redemption premium (if any) due or to become due on the Bonds.

Any Bond, Bonds or any series of Bonds will be deemed to be paid and no longer outstanding under the Indenture and shall cease to be entitled to any lien, benefit or security under the Indenture if the Authority shall pay or provide for the payment of such Bonds in any one or more of the following ways:

(a) by paying or causing to be paid the principal of (including redemption premium, if any) and interest thereon, as and when the same become due and payable;

(b) by delivering and surrendering to the Trustee, for cancellation by it, such Bond or Bonds; or

(c) by depositing with the Trustee, in trust, (i) cash or noncallable Government Obligations or both in such amounts and with maturities as the Trustee shall determine will be, together with other moneys deposited therein and together with the income or increment to accrue thereon, without consideration of any reinvestment thereof, fully sufficient to pay or redeem such Bond or Bonds at or before their respective maturity dates and to pay the interest thereon as it comes due, (ii) in the case of Bonds which do not mature or will not be redeemed within 90 days of the deposit referred to in (i) above, a verification report of a nationally recognized independent certified public accounting firm as to the adequacy of the trust funds to fully pay such Bonds deemed to be paid, and (iii) with respect to Bonds other than Bonds bearing interest at a non-variable interest rate to maturity, delivering to the Trustee a letter from each rating agency then maintaining a short-term rating for the Bonds to the effect that such deposit will not result in a reduction or withdrawal of its short-term rating on the Bonds (unless the requirement for such letters is waived by that rating agency). If a forward supply contract is employed in connection with a refunding of Bonds, (A) the verification report described in clause (ii) above shall expressly state that the adequacy of the escrow to accomplish the refunding relies solely on the initial escrowed investments and the maturing principal thereof and interest income thereon and does not assume performance under or compliance with the forward supply contract, and (B) the applicable escrow agreement shall provide that in the event of any discrepancy or difference between the terms of the forward supply contract and the escrow agreement (or the Indenture, if no separate escrow agreement is executed in connection with such refunding), the terms of the escrow agreement or the Indenture, as applicable, shall be controlling.

Notwithstanding the foregoing, in the case of any Bonds which by their terms may be redeemed prior to the stated maturities thereof, no deposit under the immediately preceding subparagraph (c) shall be deemed a payment of such Bonds until, as to all such Bonds which are to be redeemed prior to their respective stated maturities, official notice of such redemption shall have been given in accordance with the Indenture.

"Government Obligations" means (a) direct obligations of the United States of America for the payment of which the full faith and credit of the United States of America is pledged, (b) obligations issued by a person controlled or supervised by and acting as an instrumentality of the United States of America, the payment of the principal of and interest on which is fully and unconditionally guaranteed as a full faith and credit obligation of the United States of America (including any securities described in (a) and (b) issued or held in book-entry form in the name of the Trustee only on the books of the Department of the Treasury of the United States of America), which obligations, in either case, are not subject to redemption prior to maturity at less than par by anyone other than the Holder, or (c) any certificates or any other evidences of an ownership interest in obligations or specified portions thereof (which may consist of specified portions of the interest thereon) of the character described in (a) or (b) which have been stripped by the Department of Treasury. Neither the specified Government Obligations nor the moneys deposited with the Trustee pursuant to the provisions of the Indenture nor the principal or interest payments on such specified Government Obligations will be withdrawn or used for any purpose other than, and such Government Obligations and such moneys will be held in trust for, the payment of the principal of and redemption premium (if any) and interest on, the Bonds being defeased.

CERTAIN CONSIDERATIONS RELATING TO THE PURCHASE OF THE SERIES 2025 BONDS

The following is a discussion of certain risks that could affect payments to be made with respect to the Series 2025 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 2025 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.

Risks Relating to College Operations

Revenue. Payment of the Series 2025 Bonds will depend upon the ability of Spelman to generate revenues sufficient to provide for the payment of the Series 2025 Bonds and its other debt while paying its operating and other expenses. The College has historically derived substantial income from tuition, fees and other charges to students. While the College has consistently demonstrated a high level of student demand for its programs at current fee levels and employs pricing strategies which illustrate a trend of increasing net tuition revenue, there is no assurance it will be able to do so in the future. Demand for attendance may be subject to a number of factors beyond the control of the College, such as general economic and demographic conditions, competition driven by other lower-priced institutions, demand for higher education in general or programs offered by Spelman and public and private funding of financial aid programs. *See* Appendix A for more information about the College, including its governance and management, facilities, services and operations and certain financial information. The College cannot represent or assure that it will continue to be able to generate revenues sufficient to pay the principal of and interest on its indebtedness, including the Series 2025 Bonds.

Fundraising. The College has consistently demonstrated an ability to raise funds from a variety of benefactors for its operations, capital development programs and endowment. *See* Appendix A. Future fundraising, however, may be adversely affected by a number of factors, including adverse economic conditions, income tax rates and tax law changes affecting the deductibility of charitable contributions.

Investment Income. Investment income on the College's endowment and similar funds is a significant source of revenue for Spelman. Such income is dependent upon a variety of economic conditions that are beyond the control of the College. The College believes its investments are being managed prudently and has adopted policies designed to ensure sound management. Nonetheless, like other institutions, the College has been significantly affected by volatility in the securities markets and there is no assurance that downturns in the securities markets will not have an adverse effect on the market value of those investments, the income they generate or the liquidity of such investments. Spelman utilizes various investment tools that may be affected by interest rate fluctuations and other economic developments. A portion of the College's investment portfolio is invested in alternative investments and other types of investments that are not liquid. *See* Appendix A and Notes 3 and 4 in Appendix B for more information concerning the College's investments.

Gifts, Grants and Bequests. The College annually solicits gifts, donations and bequests for both current operating purposes and other needs. In addition, the College receives various grants from private foundations and from agencies of federal, state and local governments. Certain donations, bequests and grants are subject to restrictions which limit the purposes for which they may be used. There can be no assurance that the amount of gifts, donations, grants and bequests received by Spelman will remain stable or increase in the future. Such items could be adversely affected by a number of different factors, including changes or discontinuance of such programs, changes in general economic conditions and changes in income tax laws affecting the deductibility of charitable contributions. A decrease in the amount of gifts, grants and bequests could adversely affect the College's financial position and results of operations.

Financial Aid to Students. Financial assistance in the form of student loans, scholarships, grants and work programs is a significant factor in the decision of many students to attend the College. The College maintains strong applicant pools. Its current need blind admissions strategy enables many students primarily dependent upon financial aid to access the College experience. Without a change to its current need blind admission strategy, changes in the availability of federal loan programs and other forms of student aid could adversely affect the ability of students to attend the College with a resultant adverse impact on the revenues of the College.

Competition. Spelman competes for students generally with colleges and universities located throughout the United States, many of which receive significant support from state governments and therefore can afford to charge lower tuition rates than the College. Other educational facilities may in the future expand their programs in competition with the programs provided by the College.

No Financial Covenants. The College has no obligation under the Loan Agreement to maintain financial covenants, and there is no limitation on the amount of additional indebtedness that the College may incur in the future. The Loan Agreement also does not grant a lien upon any physical assets to secure its obligations thereunder. The incurrence of additional debt by the College may negatively impact the College's ability to pay debt service on the Series 2025 Bonds. The College does, however, maintain a strict debt policy that includes the maintenance of leverage ratios that internally governs its ability to incur additional debt.

No Negative Pledge. The Loan Agreement does not contain any limitation on the College's ability to create liens or otherwise to encumber any or all of its property, including to secure indebtedness.

Tax-Exempt Status. Spelman is exempt from federal income taxation because it has been determined to be a charitable nonprofit organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The federal tax-exempt status of the College is subject to review by the Internal Revenue Service (the "IRS") at any time. If an examination reveals that the College has violated the provisions of federal tax law applicable to tax-exempt organizations, the IRS could assess monetary penalties against the College or revoke its tax-exempt status, depending on the severity of the violation and other factors. A loss of federal tax-exempt status could cause interest on the Series 2025 Bonds to become taxable and would be likely to materially adversely affect the financial condition of the College.

Tax-Exempt Status of Series 2025 Bonds

It is expected that the Series 2025 Bonds will qualify as tax-exempt obligations for federal income tax purposes as of the date of issuance. *See* "TAX EXEMPTION." Bond counsel is delivering its opinion with respect to certain aspects of the tax status of the Series 2025 Bonds. The opinion is attached to this Official Statement as Appendix C and should be read in its entirety for a complete understanding of the scope of the opinions and the conclusions expressed. A legal opinion is only the expression of professional judgment and does not constitute a guaranty with respect to the matters covered. In addition, the opinion of bond counsel speaks only as of its date, and bond counsel does not undertake to advise Bondholders about subsequent developments.

The tax status of the Series 2025 Bonds could be affected by post-issuance events. There are various requirements of the Code that must be observed or satisfied after the issuance of the Series 2025 Bonds in order for the Series 2025 Bonds to qualify for, and retain, tax-exempt status. These requirements include use of the proceeds of the Series 2025 Bonds, use of the facilities financed by the Series 2025 Bonds, investment of Bond proceeds, and the rebate of so-called excess arbitrage earnings. Compliance with these requirements is the responsibility of the Authority and the College.

The IRS conducts an audit program to examine compliance with the requirements regarding tax-exempt status. Under current IRS procedures, in the initial stages of an audit with respect to the Series 2025 Bonds the College would be treated as the taxpayer, and the owners of the Series 2025 Bonds may have limited rights to participate in the audit process. The initiation of an audit with respect to the Series 2025 Bonds could adversely affect the market value and liquidity of the Series 2025 Bonds, even though no final determination about the tax-exempt status has been made. If an audit results in a final determination that the Series 2025 Bonds do not qualify as tax-exempt obligations, such a determination could be retroactive in effect to the date of issuance of the Series 2025 Bonds.

In addition to post-issuance compliance, a change in law after the date of issuance of the Series 2025 Bonds could affect the tax-exempt status of the Series 2025 Bonds or the effect of investing in the Series 2025 Bonds. For example, Congress could eliminate the exemption for interest on the Series 2025 Bonds, or it could reduce or eliminate the federal income tax, or it could adopt a so-called flat tax.

The Indenture does not provide for the payment of any additional interest or penalty if a determination is made that the Series 2025 Bonds do not comply with the existing requirements of the Code or if a subsequent change in law adversely affects tax-exempt status of the Series 2025 Bonds or the effect of investing in the Series 2025 Bonds.

Change in Law and Policy

Changes in legislation at the federal, state or local level could burden the activities of non-profit corporations. Such changes in law may include, but are not limited to, the restricting of tax-exempt or nonprofit status, the broadening of federal and local tax law provisions relating to unrelated business income of non-profit corporations, or the reduction or elimination of real estate tax exemptions available to charitable organizations. There can be no assurance that future changes in the laws, rules, regulations, interpretations and policies relating to the definition, activities or taxation of non-profit, tax-exempt corporations will not have an adverse impact on the future operations or costs of the College.

Future legislation, if enacted into law, or clarification of the Code or court decisions, may cause interest on the Series 2025 Bonds to be subject, directly or indirectly, to federal income taxation or to be subject to state income taxation, or otherwise prevent beneficial owners from realizing the full current benefit of the tax status of such interest.

In addition, changes in laws or policies, particularly recent initiatives relating to diversity, equity and inclusion at the federal executive and agency levels, could affect the availability to the College of grant moneys, loans or other financial assistance programs. Recent proposed policies and their ongoing implementation could result in a delay or loss of a portion of the College's funding. Such changes could also indirectly affect demand for certain of the College's programming and institutional initiatives. While Spelman is managing these developments, there can be no assurance that future changes in the laws, rules, regulations, interpretations and policies relating to the availability of certain financial resources and other opportunities will not have an adverse impact on the future operations, access to or costs of the College.

Enforceability of Remedies

The remedies available to the Trustee or the owners of the Series 2025 Bonds upon an Event of Default under the Indenture or the Loan Agreement are in many respects dependent upon judicial actions which are often subject to discretion and delay. The enforceability of remedies or rights with respect to the Series 2025 Bonds may be limited by state and federal laws, rulings and decisions affecting remedies and by bankruptcy, reorganization, insolvency or other laws affecting creditors' rights or remedies. Under existing constitutional and statutory law and judicial decisions, including specifically federal bankruptcy law, certain remedies specified by the Indenture or the Loan Agreement may not be readily available or may be limited. The various legal opinions to be delivered concurrently with the delivery of the Series 2025 Bonds will be qualified as to the enforceability of the various legal instruments by limitations imposed by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors generally.

Unsecured Obligations

Neither the Series 2025 Bonds nor the obligations of the College under the Loan Agreement will be secured by any property owned or operated by Spelman or by any revenues to be derived by the College from the ownership or operation of any of its properties. The obligations of Spelman under the Loan Agreement will be a general, unsecured obligation of the College.

Secondary Market and Prices

No assurance can be given that there will be a secondary market for the Series 2025 Bonds. Even if a secondary market exists, there is no assurance as to the price for which the Series 2025 Bonds may be sold. Such price may be lower than the price paid by the current owner of the Series 2025 Bonds, depending on current market conditions and factors.

Changes in Rating

The lowering or withdrawal of a rating initially assigned to the Series 2025 Bonds could adversely affect the market price for the Series 2025 Bonds. No assurance can be given that a rating on the Series 2025 Bonds will not change.

Other Factors Affecting the Financial Performance of the College

One or more of the following factors or events, or the occurrence of other unanticipated factors or events, could adversely affect the College's operations and financial performance to an extent that cannot be determined at this time:

Changes in Management. Changes in key management personnel could affect the capability of management to effectively administer the business of the College.

Organized Labor Efforts. Efforts to organize employees of Spelman into collective bargaining units could result in adverse labor actions or increased labor costs.

Expenses. Although the College practices sound expense management, unanticipated increases in litigation and insurance costs, employee compensation expenses or costs of utilities and energy, among other things, could have an adverse effect on the College's cost of operating.

Technological Advances. Changes in technology, including expansions of the offering of college-level courses or degrees via the internet, could significantly impact the manner in which colleges and universities operate, could allow other competition to enter the field of education without making significant investment in capital assets such as land and buildings, and could adversely affect the financial position of established universities and colleges, such as the College.

Artificial Intelligence. The development and expansion of artificial intelligence could impact teaching and learning. Artificial intelligence brings both opportunities and challenges to the manner in which higher education is administered and how competency is measured. Learning technologies are in transition, and these innovations may have an adverse impact on the College and its offerings.

Rising Cost of Higher Education. The rising cost of a college degree and related increases in student debt could have an adverse effect on the demand for higher education in general. As costs and debt escalate, uncertainty grows regarding the value of a college degree. There can be no assurance that students will continue to demand a college education, including the College's offerings.

LEGAL MATTERS

Validation

In accordance with the procedures set forth in the Revenue Bond Law (O.C.G.A. § 36-82-60 *et seq.*), as amended (the "Revenue Bond Law"), the Superior Court of Fulton County will enter a final order validating and confirming the Series 2025 Bonds which is a condition to their issuance. The judgment entered by the Superior Court of Fulton County in connection with the validation of the Series 2025 Bonds also adjudicates the validity of the Loan Agreement and the payments made thereunder as security for the payment of the Series 2025 Bonds.

Authority Litigation

There is no controversy or litigation of any nature now pending, or to the actual knowledge of the Authority threatened, against the Authority for which service has been perfected and actual notice has been received by the Authority (i) restraining or enjoining the issuance or delivery of the Series 2025 Bonds, or (ii) questioning or affecting: the validity of the Series 2025 Bonds, the proceedings and authority under which the Series 2025 Bonds are being issued, or the powers of the Authority, including but not limited to its power to secure the Series 2025 Bonds in accordance with the provisions of the Indenture.

College Litigation

There is no action, suit, proceeding, or investigation at law or in equity before or by any court, public board or body, pending or, to the College's knowledge, threatened, against or affecting the College, challenging the validity of the Indenture, the Loan Agreement or the Bond Purchase Agreement described herein (collectively, the "College Documents") or the transactions contemplated thereby, or challenging the accuracy or completeness of this Official Statement or the validity of the transactions described herein or, to the knowledge of the College, threatened against the College, in which any liability of Spelman is not adequately covered by insurance or any self-insurance reserves reasonably established by the College, or in which any judgment or order would have a material adverse effect on the condition (financial or otherwise) or operations of the College or affect its existence or authority to do business or the performance by Spelman of its obligations under College Documents.

Tax Exemption

In the opinion of Murray Barnes Finister LLP, Bond Counsel, under existing statutes, rulings and court decisions and under applicable regulations, interest on the Series 2025 Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax. No opinion will be expressed with respect to any other federal tax consequences relating to the receipt or accrual of interest on, or ownership of, the Series 2025 Bonds. Such opinion as to the Series 2025 Bonds will be in substantially the form attached hereto as part of Appendix C.

In rendering an opinion that the interest on the Series 2025 Bonds is excluded from gross income for federal income tax purposes, Bond Counsel will (a) rely as to certain factual matters upon representations of the Authority and the College with respect to, among other things, the use of the proceeds of the Series 2025 Bonds and the obligations refunded thereby, the weighted average economic useful life of the assets refinanced with the proceeds of the Series 2025 Bonds, and the qualification of the College as an organization described in Section 501(c)(3) of the Code, without undertaking to verify the same by independent investigation, and (b) assume the continued compliance by the Authority and the College with their respective covenants relating to the use of the proceeds of the Series 2025 Bonds and compliance with other requirements of the Code. The inaccuracy of any such representations or noncompliance with such covenants may cause interest on the Series 2025 Bonds to become includable in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2025 Bonds.

Ownership of the Series 2025 Bonds may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, banks, thrift institutions, and other financial institutions, foreign corporations which conduct a trade or business in the United States, property and casualty insurance corporations, S corporations, individual recipients of social security or railroad retirement benefits, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry the Series 2025 Bonds. Purchasers of the Series 2025 Bonds should consult their tax advisors as to the applicability of such collateral federal tax consequences.

From time to time, there are legislative proposals in Congress that, if enacted, could cause interest on the Series 2025 Bonds to be subject, directly or indirectly, to federal income taxation, adversely affect the market value of the Series 2025 Bonds or otherwise prevent owners of the Series 2025 Bonds from realizing the full current benefit of the tax status of such interest. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted, such legislation would apply to Series 2025 Bonds issued prior to enactment. Purchasers of the Series 2025 Bonds should consult their tax advisors regarding the effect of any such legislation. The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Series 2025 Bonds, and Bond Counsel has expressed no opinion with respect to any proposed legislation or as to the tax treatment of interest on the Series 2025 Bonds, or as to the consequences of owning or receiving interest on the Series 2025 Bonds, as of any future date. Bond Counsel has not agreed to notify the Authority, the College or the owners of the Series 2025 Bonds as to any event subsequent to the issuance of the Series 2025 Bonds that might affect the tax treatment of interest on the Series 2025 Bonds, the market value of the Series 2025 Bonds or the consequences of owning or receiving interest on the Series 2025 Bonds.

In the opinion of Bond Counsel, under existing statutes, interest on the Series 2025 Bonds is exempt from all present State of Georgia income taxation. Interest on the Series 2025 Bonds may or may not be subject to state or local income taxation in jurisdictions other than Georgia under applicable state or local laws. Purchasers of the Series 2025 Bonds should consult their tax advisors as to the taxable status of the Series 2025 Bonds in a particular state or local jurisdiction other than Georgia.

The foregoing discussion is a general discussion of certain federal and state income tax consequences with respect to the Series 2025 Bonds and does not purport to deal with all tax questions that may be relevant to particular investors or circumstances, including purchasers of Series 2025 Bonds in the secondary market at a price other than the stated redemption price at maturity. Owners of Bonds purchased in the secondary market at prices other than the stated redemption price at maturity should consult their own tax advisors with respect to such matters.

Approving Opinions

Legal matters incidental to authorization and issuance of the Series 2025 Bonds by the Authority are subject to the approval of Murray Barnes Finister LLP, Bond Counsel, whose approving opinion will be available at the time of issuance and delivery of the Series 2025 Bonds. It is anticipated that the approving opinion will be in substantially the form attached hereto as Appendix C. Certain legal matters will be passed upon for the Authority by its counsel, Arnall Golden Gregory LLP; for the College by its counsel and Disclosure Counsel, Murray Barnes Finister LLP; and for the Underwriter by its counsel, Butler Snow LLP.

MISCELLANEOUS

Underwriting

Raymond James & Associates, Inc. (the "Underwriter") is the underwriter of the Series 2025 Bonds. Subject to the terms and conditions of a Bond Purchase Agreement (the "Bond Purchase Agreement"), the Authority has agreed to sell to the Underwriter and the Underwriter has agreed to purchase from the Authority, subject to certain conditions, all but not less than all of the Series 2025 Bonds at a purchase price of $____________ (which reflects an underwriting discount of $__________ and original issue premium of $___________). The College has agreed to indemnify the Underwriter against certain liabilities arising under the securities laws with respect to this Official Statement and the offering of the Series 2025 Bonds. The Bond Purchase Agreement provides that the Underwriter will purchase all of the Series 2025 Bonds if any are purchased.

The Underwriter intends to offer the Series 2025 Bonds to the public initially at the offering prices set forth on the inside front cover hereof, which offering prices may subsequently be changed without any requirement of prior notice. The Underwriter reserves the right to join with dealers and other dealers in offering the Series 2025 Bonds to the public. The Underwriter may offer and sell the Series 2025 Bonds to certain dealers at prices lower than the public offering price or otherwise allow concessions to such dealers who may re-allow concessions to other dealers.

Ratings

Moody's Investors Service has assigned the Series 2025 Bonds a long-term ratings of A1 (stable outlook). Any desired explanation of the significance of such rating should be obtained from the rating agency furnishing such rating. Generally, rating agencies base their ratings on the information and materials furnished to the agencies and on investigations, studies and assumptions made by the agencies. There is no assurance that such rating will continue for any given period of time or that it will not be lowered or withdrawn entirely if, in the judgment of the agency originally establishing the rating, circumstances so warrant. Any such change or withdrawal of such rating could have an adverse effect on the market price of the Series 2025 Bonds. None of the Underwriter, the College or the Authority has undertaken any responsibility, after the issuance of the Series 2025 Bonds, to oppose any such change or withdrawal.

Financial Statements

The consolidated financial statements of Spelman for the fiscal years ended June 30, 2024 and 2023 included in Appendix B hereto have been audited by Ernst & Young LLP, independent auditors, to the extent and for the periods indicated in their report, dated November 18, 2024, which appears in Appendix B. The consent of Ernst & Young LLP for the inclusion of such report has not been requested. Ernst & Young LLP has not been engaged to perform and has not performed, since the date of its report included in Appendix B, any procedures on the consolidated financial statements addressed in that report. Ernst & Young also has not performed nor has Ernst & Young been requested to perform any procedures relating to this Official Statement.

Financial Advisor

The College has retained Terminus Municipal Advisors, LLC (the *"Financial Advisor"*) in connection with the College's issuance of the Series 2025 Bonds. The Financial Advisor is not obligated to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information contained in the Official Statement. The Financial Advisor is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities.

Verification of Mathematical Accuracy

Terminus Analytics, LLC (the "Verification Agent") will deliver to Spelman, on or before the delivery date of the Series 2025 Bonds, its verification report indicating that it has verified, in accordance with attestation standards established by the American Institute of Certified Public Accountants, the mathematical accuracy of the mathematical computations of the adequacy of the cash and the maturing principal of and interest on the government obligations, to pay, when due, the principal of and interest on the Refunded Bonds. The verification performed by the Verification Agent will be solely based upon data, information and documents provided to the Verification Agent by Spelman and its representatives. The Verification Agent has restricted its procedures to recalculating the computations provided by the College and its representatives and has not evaluated or examined the assumptions or information used in the computations.

Certain Relationships

Murray Barnes Finister LLP is representing the College in connection with certain matters relating to the issuance of the Series 2025 Bonds and is serving as Bond Counsel with respect to the issuance of the Series 2025 Bonds. Terminus Municipal Advisors, LLC is serving as Financial Advisor to the College, and its affiliate, Terminus Analytics, LLC, is serving as its Verification Agent. The law firms and financial professionals representing the Authority, Spelman or the Underwriter in connection with the issuance of the Series 2025 Bonds also may represent other of the parties involved in the issuance of the Series 2025 Bonds from time to time.

Additional Information

All quotations from, and summaries and explanations of, the Loan Agreement, the Indenture and other documents referred to herein do not purport to be complete, and reference is made to said documents for full and complete statements of their provisions. All references herein to the Series 2025 Bonds are qualified by the definitive forms thereof and the information with respect thereto contained in the Indenture and the Loan Agreement. The agreements of the Authority with the Holders of the Series 2025 Bonds are fully set forth in the Indenture and the Loan Agreement, and neither any advertisement of the Series 2025 Bonds nor this Official Statement is to be construed as constituting an agreement with the purchasers or Beneficial Owners of the Series 2025 Bonds. The Appendices attached hereto are a part of this Official Statement. All forecasts, estimates and other statements in this Official Statement involving matters of opinion, whether or not so expressly stated, are intended as such and not as representations of fact.

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CERTIFICATION

The execution and delivery of this Official Statement, and its distribution and use by the Underwriter, have been duly authorized and approved by the College and the Authority; provided, however, that the Authority has consented to the distribution of this Official Statement only insofar as it relates to the Authority and the transactions to which the Authority is a party. The Authority, however, neither has nor will assume responsibility as to the accuracy and completeness of the information in this Official Statement except that contained under the headings "THE AUTHORITY" and "LEGAL MATTERS – Validation" and "– Authority Litigation," and then only to the extent that such information relates to the Authority.

DEVELOPMENT AUTHORITY OF FULTON COUNTY

By:____
Chairman

SPELMAN COLLEGE

By:____
Vice President for Business and Financial Affairs

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APPENDIX A

SPELMAN COLLEGE

The College has not authorized anyone to give any information or to make any representations not contained herein or supplemental hereto, and if given or made, such other information or representations must not be relied upon as having been authorized. ***All of the following information, estimates, and expressions of opinion are subject to change without notice.*** *The delivery by Spelman of the information contained herein shall not, under any circumstances, create any implication that there has been no material change in the affairs of Spelman since the date of the Official Statement.*

SPELMAN COLLEGE

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SPELMAN COLLEGE

OVERVIEW

General

Spelman College (the "College" or "Spelman") is a privately endowed, not-for-profit liberal arts college located in Atlanta, Georgia. Founded in 1881 as the Atlanta Baptist Female Seminary, the College was renamed Spelman College in 1924. Now in its second century, the College is a global leader in the education of women of African descent.

Recent accolades by *U.S. News & World Report* include:

- #1 HBCU (18 years in a row)
- #1 Top Performer in Social Mobility
- #8 Best Learning Community
- #16 Most Innovative School
- #30 Best Undergraduate Liberal Arts Teaching Program
- #40 Best Liberal Arts College

Mission Statement

Spelman, a historically black college and a global leader in the education of women of African descent, is dedicated to academic excellence in the liberal arts and sciences and the intellectual, creative, ethical, and leadership development of its students. Through diverse learning modalities, Spelman empowers the whole person to engage the many cultures of the world and inspires a commitment to positive social change.

Statement of Purpose

Spelman, a pioneer in leadership education for black women, promotes academic excellence in the liberal arts. Spelman is a predominantly residential, private college which provides an academic climate that develops students' intellectual and leadership potential. The College is a member of the Atlanta University Center Consortium ("AUCC"). Spelman students enjoy the benefits of a small college while having access to the resources of the other three participating institutions. See "Atlanta University Center Consortium" herein.

The traditional educational program at the College is designed to give students a comprehensive liberal arts background through study in the fine arts, humanities, social sciences, and natural sciences. Students are encouraged to think critically and innovatively as communicative, quantitative, and technological skills are honed. The academic program prepares students for graduate and professional study as well as entry into the world of work. The College nurtures self-confidence, cultural enrichment, and spiritual well-being in its students, which instills an appreciation for global cultures, community service, and a sense of responsibility for bringing about positive social change. The Statement of Purpose has been translated into institutional goals and behaviors that Spelman graduates should be able to demonstrate. The institutional goals are the following:

- The College will continue to serve as a primary resource for educating African American women leaders.
- The College will continue to maintain an environment of academic excellence that promotes optimal intellectual, cultural, ethical, spiritual, and physical development.
- The College will continue to maintain an environment that nurtures self-confidence, pride, hope, strength of character, and a love of learning.

- The College will continue to encourage students to appreciate the many cultures of the world, to serve their communities, and to commit to positive social change.

Accreditation

The College is accredited by the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC), which is the major accrediting body for colleges in the southeastern United States, Texas and Puerto Rico. The College's accreditation by SACSCOC was reaffirmed in 2021 and is effective for a period of 10 years. The College also holds accreditation from the National Association of Schools of Music, the Georgia Professional Standards Commission (teacher certification) and the American Chemical Society.

Atlanta University Center Consortium (AUCC)

Spelman is one of four members of AUCC. AUCC, formed in 1929, operates on behalf of Spelman, Clark Atlanta University, Morehouse College and Morehouse School of Medicine to enable students to attain a broader collegiate experience. AUCC is the world's oldest and largest association of historically black colleges and universities. AUCC coordinates and manages the cooperative efforts of various programs and services offered by the colleges. AUCC has an established history of collaboration among its member institutions that allows students, faculty and staff to benefit from an expanded and enhanced educational environment. Some distinguishing collaborative efforts of AUCC include cross-registration, a Dual Degree Engineering Program, center-wide Career Planning and Placement Services, and the Robert W. Woodruff Library (the "RWW Library").

Renovated in 1992 and reorganized in 2003, the RWW Library is a modern information and research center designed to meet the diverse needs of the AUCC community. Spelman and the other AUCC members have access to the RWW Library resources and services. The three-level facility contains more than 1.5 million items in its collections including print volumes, digital media and curriculum materials.

A cooperative program also offers Spelman students use of libraries at Atlanta School of Art, Emory University, Georgia Institute of Technology, Georgia State University and Oglethorpe University.

Strategic Plan

On August 14, 2024, Spelman announced a new strategic plan entitled "Elevat-ED: Empowering Excellence, Inspiring Change." The strategic plan reflects Spelman's commitment to academic excellence, institutional innovation and agility, and positive social change. The plan is intended to adapt Spelman's institutional priorities to serve transformative social justice for current and future generations. The strategic plan consists of two pillars, each with a subset of individual goals.

Pillar 1 – "Empowering Excellence" focuses on improving academic curricula and research capabilities, promoting faculty success, increasing tuition affordability, enhancing campus infrastructure and equipment, and creating policies to foster employee satisfaction. The goals of Pillar 1 are:

- Continue to Evolve Curriculum, Research, Pedagogy and Modality
- Expand Student Access
- Modernize and Expand Infrastructure
- Invest in People, Processes and Culture Change

Pillar 2 – "Inspiring Change" centers on elevating the College's external influence on transformational change, local economic growth, and global partners. The College will collaborate with AUCC on community engagement projects, to include a review of real estate and physical assets. Additionally, with its ability to offer distance learning, the College will explore opportunities to expand demographic reach (*i.e.* location, etc.). The goals of Pillar 2 are:

- Translate and Scale Spelman's Expertise
- Create Greater Economic Growth and Opportunity in Surrounding Neighborhoods
- Elevate Global Impact

Facilities and Properties

The College campus is located approximately a mile west from downtown Atlanta. The campus consists of approximately 47 acres and approximately 26 buildings all owned by the College. Many of the College's buildings are over 50 years old and are listed on the Historic Register. The principal physical facilities include seven academic buildings; 11 residence halls; various other buildings (including the President's Home, two Administration Buildings, a physical plant building, Student Center, Chapel, Bookstore, Conference Center and Gymnasium); and underground utility systems. Additional plant assets of the College include an undivided interest in the RWW Library and approximately eight acres of land within 0.5 mile of the campus which may be leveraged in futures years for expansion. The net book value of total plant assets of the College at June 30, 2024 was approximately $240 million.

The College is currently experiencing growth in its physical plant which supports its growing population. Its most recent construction project, opened January 2025, is the Center for Innovation and the Arts (CI&A), and is home to Spelman's thriving arts programs in dance, documentary filmmaking, photography, theater and performance, music, and the Atlanta University Center Art History and Curatorial Studies Collective. The facility also provides expanded space for the Spelman College Museum of Fine Art. At the hub of the new center is the College's cutting-edge Innovation Lab. In December 2024, the College also completed renovations to the Rockefeller Arts Building, now home to the Theatre and Performance Department and the Glee Club. The renovation features the LaTanya Richardson Jackson and Samuel L. Jackson Performing Arts Center. Other current construction projects include the renovation of Abby Aldrich Rockefeller and Morehouse James Halls, two historic residence halls, to be completed Summer 2025. Additionally, the extension of piping infrastructure supports tying the east side of campus to the central plant on the campus of Clark Atlanta University. See also "STUDENTS – Campus Life" and "OTHER FINANCIAL MATTERS – Fundraising" and "-Future Capital Projects and Proposed Additional Debt" herein.

GOVERNANCE

Board of Trustees

The College is organized and operated as a not-for-profit corporation under the provisions of the Georgia Nonprofit Corporation Code. The legal authority of the College and its property, business, affairs, and governance are vested in the Board of Trustees (the "Board"). The Board sets broad policy and delegates to the President the day-to-day operation of the College.

The members of the Board are drawn from a cross-section of the private, public and community sectors. Trustees are elected by a majority vote of the Board. The College's bylaws specify that the Board shall consist of not less than 18 nor more than 30 Trustees, including ex-officio Trustees. All Trustees except ex-officio and Honorary Trustees are divided into three classes of approximately the same number and serve staggered three-year terms. Each Trustee is eligible to serve three consecutive terms but is thereafter ineligible for re-election to the Board for a period of one year, unless this limitation is waived under certain conditions by the affirmative vote of three-fourths of the Board.

The Bylaws call for no less than three regular meetings per year, including an annual meeting to be held in April or May of each year. The Board customarily meets in October, January and April of each year, with a summer retreat every other year.

The Bylaws provide for an Executive and Compensation Committee with membership of no less than seven, which shall include the officers of the Board, the President of the College, the chairs of all standing committees and other trustees whose experience and services the Chairperson deems essential to the governance of the College. The Executive and Compensation Committee has, and exercises, the authority of the Board in the management of the affairs of the College. Other standing committees specified in the Bylaws are: Academic Affairs and Student Success Committee, Audit, Compliance and Risk Committee, Development Committee, Finance and Administration Committee and Board Affairs Committee.

As of January 1, 2025, the 27 elected members and one ex-officio member of the Board, along with their principal occupational affiliations and years served, are as follows:

Board of Trustees

Trustee	Occupation	Years Served
Claire 'Yum' Arnold	Chief Executive Officer, Leapfrog Services	17
Theodore R. Aronson	Managing Principal, Aronson + Johnson + Ortiz	22
Kamau Bobb	Founding Senior Director, Constellations Center for Equity in Computing	2
Rosalind G. Brewer	Interim President and Chair Emerita, Spelman College	19
Janine Brown	Partner-in-Charge, Alston & Bird, LLP	17
Bonnie Shelton Carter	Community Volunteer	6
Susan Dunn	Volunteer	6
Sherina Maye Edwards(1)	Former Chief Strategy Officer, Massachusetts Tech	2
Kaye Foster	Business Consultant, The Boston Consulting Group	11
Allegra Lawrence Hardy(1)	Partner, Lawrence & Bundy LLC	3
Carmen D. Harris(1)	Managing Partner, Magnus on Water	5
Keon T. Holmes	Managing Director, Cambridge Assoc.	1
Cara Johnson Hughes(1)	Vice President, Baldwin Richardson Foods	4
Cynthia E. Jackson(1)	Chief Executive Officer, Workforce Loyalty, LLC	12
Cheryl Mayberry McKissack	Chief Executive Officer, Fashion Fair/Black Opal	2
Gwendolyn Adams Norton	Retired	16
Helen Smith Price(1)	President (Retired), The Coca-Cola Company Foundation	9
Loren K. Robinson(1)	Chief Medical Officer, CHRISTUS Health	7
Lovette Twyman Russell(1)	Senior Consultant, Coxe Curry & Associates	6
Lawrence M. Schall	President, New England Commission of Higher Education	5
Suzanne F. Shank	President & CEO, Siebert Williams Shank & Co., L.L.C.	14
Zoe Shepard(1)	Student Trustee	2
Ronda E. Stryker	Board Member, Stryker Corporation	28
Colleen J. Taylor(1)	President Merchant Services U.S., American Express	9
Kathy N. Waller	Vice President and CFO (Retired), The Coca-Cola Company	16
Pauletta Pearson Washington	Actress	5
Angela Farris Watkins	Faculty Trustee, Associate Professor of Psychology, Spelman College	1

ADMINISTRATION

Senior Administrative Officers

The President of the College has the chief responsibility for the day-to-day operation of the College. The Provost and Vice Presidents are responsible to the President and through the President to the Board. In November 2024, Helene Gayle stepped down as President of the College for personal reasons. Rosalind Brewer, former Spelman College Board Chair, was named Interim President. The Board has begun discussions to determine the process of engaging a nationwide search firm, establishing a search committee and the timetable for installing a new president.

The current senior administrative officers of the College currently are as follows:

Rosalind "Roz" Brewer, Interim President and Chair Emerita. Rosalind "Roz" Brewer is a renowned corporate executive celebrated for her visionary leadership, transformative impact, and unwavering dedication to advancing positive change in global business. As one of the few black women to reach the C-suite in a Fortune 100 company, her groundbreaking career has cemented her status as one of today's most influential figures. Recognized among Fortune's "Most Powerful Women in Business" for her strategic acumen and commitment to excellence and equity, Brewer drives powerful results across corporate, educational, and cultural initiatives.

Her vision for Spelman combines institutional stability with strategic advancement, as she builds on the College's legacy of excellence to prepare students for an evolving global landscape. Armed with 12 years of knowledge and dedicated service as Spelman College Board Chair, a longstanding history of corporate success at the C-Suite level and a passion for the work of Spelman, Ms. Brewer is poised to build on Spelman's legacy of excellence.

With a career marked by impactful leadership, Brewer has driven innovation and digital transformation across healthcare, retail, and hospitality. As President and CEO of Walgreens Boots Alliance, she redefined the company's strategic direction, guiding it through the complexities of the COVID-19 pandemic and expanding access to essential healthcare services. During her tenure as COO of Starbucks, she led operational excellence initiatives and spearheaded technological innovations that elevated customer engagement globally. At Sam's Club, she served as President and CEO, implementing digital solutions that transformed the customer experience and strengthened the brand's market position. Brewer's earlier work at Kimberly-Clark further underscores her versatility, where she strengthened market presence and drove breakthroughs in nonwoven materials.

Beyond the corporate sector, Brewer's influence extends through her board positions with United Airlines, the KIPP Foundation for Public Chartered Schools, and the Smithsonian's National Museum of African American History and Culture. Her past corporate board experience includes Amazon, Starbucks, Lockheed Martin, and Molson Coors. As a limited partner in her hometown team, the Atlanta Falcons, Brewer is one of only three black women with an ownership stake in an NFL team, reflecting her far-reaching influence across corporate and community arenas.

Ms. Brewer received her BS in Chemistry from the College and completed the director's college (executive education) program at the University of Chicago Booth School of Business and Stanford Law School as well as the advanced management program at The Wharton School, University of Pennsylvania. Brewer’s role as Interim President and Chair Emerita underscores her enduring commitment to educational advancement, equity, and future leadership development. She remains actively involved in philanthropic initiatives supporting academic opportunity, healthcare, and economic empowerment.

Dawn Alston, CFO and SVP Business and Financial Affairs and Treasurer. Dawn Alston is the CFO, Senior Vice President for Business and Financial Affairs and Treasurer at Spelman College. Dawn has served Spelman for 25 years, five of those in her current role. During her 19-year tenure in the division of business and financial affairs, she has been instrumental in (1) ensuring a history of balanced budgets, (2) developing and implementing a formalized fiscal grant compliance program, (3) guiding the College’s operating budget development process, and (4) growing the College’s operating margin and net assets. Alston began her career as a scientist and adjunct faculty member but later evolved into a research administrator and ultimately a collegiate business officer. Before working at Spelman College, she worked as a compliance officer for the Department of Defense and an adjunct biology instructor at Wofford College and Tri-County Technical College.

Alston serves on the National Association for College and University Business Officers (NACUBO) board as the Finance and Audit committee chair; and is a member of several professional organizations. Alston holds a BS in biology from Hampton University, a MS in environmental toxicology from Clemson University, and an MBA from Louisiana State University. She is also a certified research administrator.

Terri Reed Harris, Senior Vice President, Chief of Staff and Secretary of the College. Dr. Reed has expertise in academic and student services, institutional and external affairs, strategic advising and senior-level management. Her ethical and collaborative leadership aligns with Spelman’s values to provide an excellent liberal arts education for women who will become global change agents.

As Senior Vice President, Chief of Staff and Secretary of the College, Dr. Reed serves as the chief administrative officer to the Spelman Board and the chief liaison between the College and the Board. She provides strategic planning in consultation with the provost, with whom she partners on various strategic initiatives. Her responsibilities also include leading select presidential initiatives and oversight of compliance with the rules and regulations of regulatory agencies.

Dr. Reed has led an exemplary career in higher education administration for more than 30 years. Prior to her position at Spelman, she served as the inaugural vice provost for Diversity and Inclusion at George Washington University (“George Washington”). Prior to Dr. Reed’s role at George Washington, she was vice provost for Institutional Equity and Diversity at Princeton University. She has held academic and student affairs positions at the University of Maryland, University of Chicago, Oberlin College and at her alma mater, Calvin College. Dr. Reed received her BA in Psychology from Calvin College, a Masters Degree in administration, planning and social policy from Harvard University and a Ph.D in rhetoric and intercultural communication from Howard University.

Pamela Scott-Johnson, Provost and Vice President of Academic Affairs. In June 2023, Pamela E. Scott-Johnson, Ph.D., C’82, was appointed as provost and vice president of Academic Affairs at Spelman. Prior to returning to Spelman, she served as the provost and senior vice president of Academic Affairs at Monmouth University in West Long Branch, New Jersey. From 2016-2022, she served as the dean of the College of Natural and Social Sciences at the California State University Los Angeles. From 2013-2016, she served as the interim dean of the College of Liberal Arts. She is the former chairperson and professor of psychology and founding director of the Psychometrics Graduate Program at Morgan State University in Baltimore, Maryland.

Dr. Scott-Johnson earned a Bachelor of Arts degree in Psychology and graduated magna cum laude from Spelman in 1982. Dr. Scott-Johnson also earned a Master of Arts and Doctorate in Psychology and Neuroscience from Princeton University in 1984 and 1989, respectfully. Dr. Scott-Johnson is a committed administrator, teacher and scholar. Her role as an administrator has been to empower the educational enterprise through student-centered curricula and faculty-oriented research and pedagogy/andragogy. Dr. Scott-Johnson has published widely in professional journals and has been principle investigator for a large number of research and program development grants, totaling more than $6 million.

In 2016, she was elected to the Board of Directors of the American Psychological Association, and was the liaison to the Membership Committee, the Finance Committee, the Committee on Divisions and APA Relations, the Diversity, Equity, and Inclusion Taskforce, the Ethics Committee, and Ethics Taskforce. She is an alumna of the Higher Education Resource Services (HERS), and the American Psychological Association Women's Leadership Institute.

Ingrid Hayes, Senior Vice President for Enrollment Management. Ms. Hayes has 30 years of admissions and enrollment management experience. She is responsible for providing leadership and oversight for offices that coordinate and support recruitment, enrollment, retention, and graduation efforts at the College. More recently, she has also gained responsibility for launching eSpelman, a new venture to offer online certificate programs for the college.

Hayes worked at Spelman previously as Associate Vice President of Enrollment Management and Director of Admissions. Her return to Spelman in 2013 followed three years of service as Assistant Provost for Enrollment Services at the University of Alabama in Huntsville. She also served as Director of Undergraduate Admissions at Georgia Tech for four of her 15 years at the institution.

Hayes is actively involved in national and regional professional organizations that promote the enhancement of the college transition process for high school students, as well as equity and access in higher education. Hayes received a B.A. in English literature from DePauw University (IN) and a M.S. in Social Foundations of Education from Georgia State University.

ACADEMICS

Academic Programs

The College is a liberal arts college for women and is one of the four member institutions of higher education comprising AUCC. Although Spelman enjoys the benefits of cooperation with the other AUCC institutions, it maintains its own unique identity.

The College offers Bachelor of Arts and Bachelor of Science degrees. To maximize efficiency and a rich academic environment, Spelman has four academic divisions: Arts, Humanities, Natural Sciences and Mathematics, and Social Sciences and Education. Within these divisions, students may major in the 34 subjects of art, art history, biochemistry, biology, chemistry, comparative women's studies, computer and information sciences, dance performance and choreography, documentary film-making, dual degree engineering, economics, educational studies, elementary education, English, environmental sciences, environmental studies, French, health sciences, history, human services, independent studies, international studies, mathematics, music, philosophy, photography, physics, political science, psychology, religious studies, sociology, sociology and anthropology, Spanish and theatre and performance. More than 35 minors are offered. Spelman continually evaluates its offerings to address student interest and changes in market trends, technological advancements and societal needs. To that end, Spelman has recently introduced minors in cosmetic chemistry, entrepreneurship and innovation and game design and development.

The five-year Dual Degree Engineering Program provides the opportunity for students to obtain both a liberal arts degree from the College and an engineering degree from one of Spelman's participating engineering schools, that include Auburn University, University of Michigan, The Georgia Institute of Technology. Rensselaer Polytechnic Institute, North Carolina A&T State University, University of Notre Dame, Indiana University and Purdue University. Spelman also offers a dual degree in nursing with Emory University.

The College has several articulation agreements with top tier professional schools, allowing students to earn both a bachelor and law or medical degree within six years. Partnerships include (but are not limited to) Syracuse Law School, Drexel Law School, Boston University School of Medicine and the University of Connecticut Health Sciences Center School of Dentistry.

The College also offers six asynchronous online certificates branded as “eSpelman” targeting working adults that align classroom learning with industry realities.

Programs and Additional Offerings

The College offers a four-year Honors Program that provides an enriched program of study for a limited number of advanced students. In addition, any qualified students may participate in pre-medical, pre-dental or pre-law sequences. The College sponsors a number of formal programs which allow students to study abroad or to study at over 30 other liberal arts colleges throughout the United States. Through the Study Abroad Program, the College’s students have been able to study in over 32 foreign countries. Internships with various businesses and public agencies are also a regular part of the curriculum in several departments. Currently, the College’s Quality Enhancement Program entitled Spelman Pathways: Creating Your Path to Life and Career Excellence gives students the roadmap and tools to channel their ambition and hard work. Spelman pathway programs are designed specifically to build student leadership and career readiness.

Other special academic programs include the following:

- Early acceptance Augusta University College of Nursing
- HBX CORe with Harvard University Business School
- International Affairs Center
- Neurobiology BS/Neuroscience MS with Morehouse School of Medicine
- ROTC
- Alcohol, Drug Abuse and Mental Health Administration – Minority Access to Research Careers honors program
- United Methodist Association of Retired Clergy Honors
- Freshman Studies Program
- Domestic Exchange

FACULTY AND STAFF

Faculty

The College has a full-time faculty of 192 members as of the fall 2024. Following is a summary of faculty data for fall 2020 through 2024.

	2020	2021	2022	2023	2024
Number of Faculty	246	267	288	302	288
Number of Full-time Faculty	179	183	192	195	192
Number of Part-time Faculty	67	84	96	107	96
Number of Tenured Faculty[(1)]	85	81	82	82	105
Tenure Rate	35%	30%	28%	27%	36%
Number Holding Graduate Degrees	177	181	188	173	173
Student/Faculty Ratio[(2)]	11:1	11:1	10:1	11:1	11:1

(1) Applies to full-time faculty.
(2) Student/Faculty Ratio is calculated based on Faculty and Student FTEs. Part-time faculty is converted to FTE by dividing by 3.

The College evaluates faculty through their contributions in teaching, scholarship, and service. These criteria are from the tenure and promotion policy approved by the faculty and the Board.

Staff

To complement the College's faculty, there are 460 full-time and part-time staff positions (non-faculty) as of fall 2024. The College staff is focused on supporting the educational endeavors of the College in an employee-friendly environment. The College believes its relationship with its employees is good.

STUDENTS

General

As a historically black college for women, Spelman seeks to admit academically talented students with a demonstrated commitment to academic excellence, leadership and community service. Spelman is committed to enrolling students from diverse social, cultural, ethnic, economic, geographic, religious and experiential backgrounds. For fall 2024, Spelman had an enrollment of 2,679 with 41 states or territories and eight foreign countries represented.

Enrollment

Following is undergraduate enrollment data for the College for the past five years:

Fall	Headcount	FTE
2020	2,207	2,161
2021	2,417	2,384
2022	2,374	2,345
2023	2,588	2,554
2024	2,712	2,679

Admissions

Set forth below is admissions data for first-year and transfer students for Spelman for the past five years:

First-year Students

Fall	Applications Received	Applications Accepted	Percent Accepted	Applicants Enrolled	Percent Enrolled
2020	9,118	4,794	53%	576	12%
2021	11,176	5,673	51	794	14
2022	13,649	3,875	28	577	15
2023	10,610	3,617	34	727	20
2024	12,023	2,990	25	705	24

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Transfer Students

Fall	Applications Received	Applications Accepted	Percent Accepted	Applicants Enrolled	Percent Enrolled
2020	186	73	39%	39	53%
2021	248	89	36	36	40
2022	218	47	22	19	40
2023	265	36	14	11	31
2024	245	16	7	13	81

Student Enrollment by Discipline

The following table shows headcount student enrollment by division at the College for the fall term of the five most recent academic years:

Academic Year	Fine Arts	Humanities	Natural Sciences & Mathematics	Social Sciences & Education	Undeclared/ Unspecified	Total
2020-21	127	243	782	937	118	2,207
2021-22	165	230	908	1,066	48	2,417
2022-23	164	226	857	1,091	36	2,374
2023-24	175	275	943	1,168	27	2,588
2024-25	169	297	1,038	1,191	17	2,712

Retention

The following table shows the percentage of entering first-year students who returned for their sophomore year for the past five years:

2020 Class entering in 2019	2021 Class entering in 2020	2022 Class entering in 2021	2023 Class entering in 2022	2024 Class entering in 2023
89%	91%	89%	94%	94%

Graduation Rates

The following table shows the percentage of first-year students who graduated within five years of enrolling in the College for the past five years:

2020 Class entering in 2015	2021 Class entering in 2016	2022 Class entering in 2017	2023 Class entering in 2018	2024 Class entering in 2019
73%	71%	74%	75%	72%

SAT and ACT Scores

One of the primary objectives of the College is to increase enrollment while maintaining the academic quality of the student population. SAT and ACT scores are one measure of the quality of enrolling students. Since 2021, applicants have the option of submitting either an SAT or ACT score or electing to rely on other admission criteria. The following table reflects SAT and ACT scores of the students entering the College in the last five years:

Class Entering Fall	Mean SAT Spelman[(1)]	Mean SAT Nationwide	Mean ACT Spelman[(1)]	Mean ACT Nationwide
2020	1,133	1,059	23	21
2021	1,147	1,060	23	20
2022	1,193	1,050	25	20
2023	1,156	1,028	24	20
2024	1,202	1,024	25	20

(1) Spelman is SAT and ACT optional. Approximately one-third of students elect to report SAT or ACT scores.

Tuition, Fees and Room & Board

The annual charges for full-time undergraduate students for the past five academic years are as follows:

Fall	Tuition	Fees	Room & Board	Total	% Change from Prior Year
2020[(1)]	$23,348	$2,418	$14,768	$40,534	N/A
2021	25,249	2,932	15,063	43,244	6.7%
2022	25,880	3,005	15,666	44,551	3.0
2023	26,915	3,143	16,293	46,351	4.0
2024	28,207	3,349	18,091	49,647	7.1

(1) Prior to fall 2021, Spelman charged different rates for students living on campus and off campus. Rates for fall 2020 reflect the charges for students living off campus. For fall 2020, students living on campus paid $25,942 and $4,030 for tuition and fees, respectively.

Comparative Data

The following table sets forth the College's student charges in academic year 2024-2025 in relation to other competing public and private educational institutions. Information regarding student charges for competing institutions was obtained from each such institution's website.

	Tuition	Fees	Room & Board	Total
Clark Atlanta University	$25,128	$4,387	$12,916	$42,431
Emory University	63,400	880	11,810	76,090
Florida A & M University[(1)]	17,585	7,072	12,328	36,985
Georgia Southern University[(1)]	16,200	616	8,928	25,744
Georgia State University[(1)]	29,400	1,320	9,170	39,890
Hampton University	27,482	3,110	14,308	44,900
Howard University	35,344	446	11,152	46,942
New York University	62,796	1,442	24,652	88,890
Spelman College	**28,207**	**3,349**	**17,253**	**48,809**
University of Georgia[(1)]	30,272	1,406	7,228	38,906
University of Miami	60,720	1,896	23,790	86,406

(1) Amount shown represents tuition and fees for out-of-state students.

Student Financial Aid

The College admits students based on their ability to succeed in college, rather than on their ability to pay. The College attempts to provide educational opportunity for good students with limited financial resources through a combination of grants, loans and work opportunities. Funds for student financial aid are provided from institutional resources, federal and state governments, and private donors, foundations and organizations. The College participates in numerous federal student aid programs including the Federal Supplemental Educational Opportunity Grant Program, the Federal Pell Grant Program, the Federal College Work Study Program and the Federal Family Educational Loan Program.

For the 2024-2025 academic year, approximately 93% of the College's full-time students received financial aid. The majority of this financial aid came in the form of grants and scholarships, and most of those grants and scholarships were provided from institutional resources of the College.

The total student aid received by students of the College for the five most recent fiscal years is set forth below:

	For the Fiscal Year Ended June 30,				
	2020	2021	2022	2023	2024
College funded grants/scholarships[(1)]	$5,198,844	$4,241,497	$5,766,038	$4,965,934	$6,397,628
Federal grants[(2)]	4,842,418	4,836,929	5,626,784	5,405,287	6,237,204
State grants[(3)]	453,044	437,193	480,850	505,503	636,220
Other gift aid[(4)]	23,237,562	23,349,673	27,287,896	30,123,726	34,349,939
Loans[(5)]	41,303,081	21,765,598	32,985,005	33,260,721	38,241,724
Federal Work-Study[(6)]	203,123	16,227	59,358	137,044	229,849
Total student aid	$75,238,074	$54,647,118	$72,205,932	$74,398,217	$86,092,564

(1) College funded grants/scholarships (Academic, DEANS, Dewitt, Dovey, Student of Distinction (SOD), Presidential, SNB and ENRICH).

(2) Includes Federal Pell Grants, Federal Supplemental Educational Opportunity Grants and other federally funded grant scholarship programs. Pell grants accounted for 44% of Federal Grants in fiscal year 2020, 43% in fiscal year 2021, 42% in fiscal year 2022 and 29% in fiscal year 2023 and 42% in fiscal year 2024.

(3) Includes Georgia Tuition Equalization Grants, Governor's Honor Scholarships, and State Student Incentive Grants.

(4) Includes scholarships and grants from donors, foundations, civic groups, and other external organizations.

(5) Includes Federal Direct Subsidized and Unsubsidized Stafford Student Loans, Federal Perkins Loans and other student loans. (Excludes private loans).

(6) Federal Workstudy Program and experimental program.

Campus Life

During the Spring Term of 2023-2024 academic year, approximately 1,400 Spelman students (approximately 65% of the student body) resided on campus in nine residence halls. First year students are typically housed in Abby Aldrich Rockefeller Hall, Howard-Harreld Hall, and Dorothy Shepard Manley Hall. A small number of first year honor students are housed in Stewart Living Learning Center. Upper-class students are typically housed in Laura Spelman Residence Hall, Cole Living Learning Center, Sally Sage McAlpin Hall, MacVicar Residence Hall, Bessie Strong Hall, Morehouse James Hall, The Suites and Stewart Living Learning Center. Abby Aldrich Rockefeller and Morehouse James Halls are under renovation, with expected completion for occupancy in Fall 2025.

Spelman has more than 85 student organizations covering a broad range of interests including professional, international, religious, academic, honorary, sorority and other special interest clubs and organizations. Student organizations provide the framework for student initiatives and involvement in College processes. The Spelman Student Government Association serves as the governing body for all students.

FINANCIAL INFORMATION

Selected Historical Financial Information

The following table sets forth selected historical financial information for the College for the fiscal years ended June 30, 2020 through 2024. Such information was extracted from the College's audited financial statements for the periods indicated and should be read in conjunction with the audited financial statements. More detailed information for the fiscal years ended June 30, 2024 and 2023 is contained in the audited financial statements of Spelman included as Appendix B to this Official Statement. For more complete information, reference is made to the other audited financial statements from which this information was extracted, copies of which are available on the Municipal Securities Rulemaking Board's Electronic Municipal Market Access ("EMMA") system at www.emma.msrb.org.

Consolidated Statements of Activity

	Fiscal Years Ended June 30,				
	2020	2021	2022	2023	2024
Operating revenue					
Tuition and fees, excluding student aid	$42,114,983	$38,798,642	$44,423,041	$46,763,365	$52,112,277
Government grants and contracts	8,434,717	13,380,911	17,860,389	12,779,622	14,480,383
Private gifts and grants	60,105,511	37,927,779	23,180,433	42,858,399	31,254,253
Investment income, net	713,266	20,830	1,023,788	5,259,404	7,525,692
Realized and unrealized gains (losses) on investments, net	213,524	314,615	(29,615)	(22,406)	2,717
Endowment spending in accordance with the College's spending rule[2]	19,974,966	20,806,191	21,691,886	23,626,916	24,156,286
Sales and services of auxiliary enterprises	19,356,185	4,257,435	22,801,991	27,956,667	30,926,189
Other	1,037,084	1,567,722	1,214,332	1,882,976	1,008,244
Total operating revenue	151,950,236	117,074,125	132,166,245	161,104,943	161,466,041
Operating expenses[1]					
Instruction	34,063,097	29,982,540	37,089,514	42,207,733	46,851,160
Research	3,791,125	3,396,051	3,567,811	4,530,676	5,860,505
Public service	359,429	274,459	280,658	178,711	276,267
Academic support	9,566,732	8,862,483	10,255,057	14,590,170	14,923,376
Student services	13,774,966	14,102,244	19,075,719	14,868,515	16,987,785
Institutional support	21,216,728	25,037,777	27,332,144	31,806,756	29,890,496
Auxiliary enterprises	16,074,022	12,435,966	18,036,816	25,628,691	26,634,636
Total operating expenses	98,846,099	94,091,520	115,637,719	133,811,252	141,424,225
Change in net assets from operating activities	53,104,137	22,982,605	16,528,526	27,293,691	20,041,816
Nonoperating activities					
Contributions	11,979,043	40,555,867	44,176,285	11,983,398	89,169,404
Investment gains (losses), net	(3,035,442)	(1,107,003)	(5,107,848)	(1,272,415)	3,829,757
Realized and unrealized gains on investments, net	8,169,727	148,295,985	(59,902,593)	37,261,071	42,312,409
Endowment spending in accordance with the College's spending rule[2]	(19,965,958)	(20,806,191)	(21,691,886)	(23,622,272)	(24,156,286)
Capital campaign expenditures	(1,592,186)	(1,738,629)	(2,323,291)	(2,106,166)	(1,883,986)
Other nonoperating income (loss)	(21)	53,114	7,616	34,659	(378,071)
Change in net assets from nonoperating activities	(4,444,837)	165,253,143	(44,841,717)	22,278,275	108,893,227
Change in net assets	48,659,300	188,235,748	(28,313,191)	49,571,966	128,935,043
Net assets at beginning of year	540,728,829	589,388,129	777,623,877	749,310,686	798,882,652
Net assets at end of year	$589,388,129	$777,623,877	$749,310,686	$798,882,652	$927,817,695

(1) See Note 11 of the audited financial statements of the College included as Appendix B.

(2) See Note 4 of the audited financial statements of the College included as Appendix B and "OTHER FINANCIAL MATTERS – Endowment and Similar Funds" herein.

Consolidated Statements of Financial Position

	At June 30,				
	2020	2021	2022	2023	2024
Assets					
Cash and cash equivalents	$103,071,235	$ 88,804,528	$127,868,975	$127,841,957	$95,015,997
Student accounts receivable (net)	1,552,596	700,606	798,126	540,591	207,919
Grants and other receivables	2,306,417	1,120,691	2,452,540	3,503,883	4,015,419
Contributions receivable, net	19,147,029	31,008,196	29,247,247	34,126,308	102,586,156
Student notes receivable (net)	627,114	•	•	•	•
Investments	377,941,509	570,846,842	497,744,540	513,974,014	549,276,684
Other assets	1,232,373	811,353	1,073,466	1,122,414	1,555,059
Operating right-of-use asset	•	1,556,204	1,475,737	1,901,019	1,317,925
Property and equipment, net	163,021,166	160,930,886	161,291,487	187,916,335	239,536,414
Total assets	$668,899,439	$855,779,306	$821,952,118	$870,926,521	$993,511,573
Liabilities and net assets					
Accounts payable and accrued expenses	$ 5,087,860	$ 6,947,126	$ 7,020,858	$ 10,387,302	$ 7,777,672
Accrued compensation and related expenses	6,857,975	6,820,060	7,160,736	7,933,947	9,561,041
Deferred revenue	716,589	1,206,196	983,603	1,088,854	891,692
Bonds payable	65,846,964	60,990,513	56,000,498	50,732,747	45,364,028
Obligations under right-of-use lease	•	1,556,204	1,475,737	1,901,019	1,317,925
Advances from federal government	1,001,922	635,330	•	•	781,520
Total liabilities	79,511,310	78,155,429	72,641,432	72,043,869	65,693,878
Net assets:					
Without donor restrictions	165,990,624	213,970,576	206,934,081	213,840,406	234,287,493
With donor restrictions	423,397,505	563,653,301	542,376,605	585,042,246	693,530,202
Total net assets	589,388,129	777,623,877	749,310,686	798,882,652	927,817,695
Total liabilities and net assets	$668,899,439	$855,779,306	$821,952,118	$870,926,521	$993,511,573

Budgetary Process

The College's policy is to construct a balanced budget prior to the commencement of each fiscal year, considering budgeted revenues from all available sources in accordance with Board-approved spending policies and then to operate within such budget. These policies include, among others, an endowment spending policy, and determinations by the Board concerning appropriate levels for Unrestricted Net Asset balances. See "OTHER FINANCIAL MATTERS" herein.

As a matter of procedure, the College monitors its operating activities through budget controls, with the goal of maintaining a moderate operating surplus. The Board expects the College to attain balanced operating results on an annual basis. The administration, faculty, staff and Board discuss and review a multiple-year financial outlook and adjust plans accordingly.

The College continues to follow a systematic process of program review to assess the strengths and weaknesses of all academic and administrative areas and to determine ways in which the College can improve its performance in teaching, recruiting and service. Information gathered is reviewed to ensure that the financial management strategy is consistent with Spelman's academic goals and strategic priorities.

Budget Process and Budget for Fiscal Year 2025

Budget Process. In preparing the budget for each fiscal year (July 1 – June 30) the College limits the use of revenues derived from the investment of its Endowment and Similar Funds for operations to an amount equal to a specified percentage (typically 4.7%), determined by the Board and subject to donor-imposed stipulations, of the market value of the College's Endowment and Similar Funds. This amount, together with projected tuition, fees, gifts, and grants is then, after consultation among and between the College's President, department chairpersons, deans, Vice-Presidents and the Provost, is allocated among the various College departments. In addition, the College derives revenues from the operation of its auxiliary enterprises, principally food service and student housing. The College budgets revenues and expenditures of its auxiliary enterprises, so that positive cash flow is generated from the operation of its auxiliary enterprises. The College uses this positive cash flow to support its educational initiatives.

Fiscal 2025 Budget and the Five-Month Periods Ended November 30, 2024 and November 30, 2023. Set forth below is the College's Board-approved operating budget for the fiscal year ending June 30, 2025 and actual results of the College's operating funds (excluding investment income and endowment gains/losses) prepared on an accrual basis in accordance with generally accepted accounting principles as of the five-month interim period ended November 30, 2024 (unaudited) and November 30, 2023 (unaudited). The budget for fiscal year 2025 is based upon certain assumptions and estimates of the College's management regarding future events, transactions and circumstances. Realization of the results projected in the budget for fiscal year 2025 will depend upon implementation by management of policies and procedures consistent with the assumptions. Accordingly, the actual results achieved for fiscal year 2025 could vary materially from those projected in the budget and from those shown for the five month period ended November 30, 2024 (unaudited). Although there may be a variance between budget and fiscal year end actual results, the College anticipates that operating expenses will not exceed operating revenues, resulting in an operating surplus.

	FY 2025 Annual Budget	**Nov 30, 2024 Actual (Unaudited)**	**Actual as a % of FY 2025 Budget**	**Nov 30, 2023 Actual (Unaudited)**
Revenue – Education & General (E & G)				
Tuition and fees	$ 84,765,086	$44,222,385	52%	$38,501,240
Federal grants	12,490,853	5,212,329	42	5,012,302
Private gifts	28,664,909	10,556,903	37	11,170,689
Endowment income	23,475,909	10,783,271	46	3,111,686
Other sources	4,028,197	3,433,555	85	2,295,758
Total E & G revenues	153,424,954	74,208,444	48	60,091,675
Auxiliary Enterprises	30,423,590	14,619,631	48	17,563,492
Total revenues	183,848,544	88,828,074	48	77,655,167
Expenditures – Educational & General				
Instruction	41,809,456	15,391,125	37	11,542,466
Faculty development	3,109,206	1,391,955	45	1,124,033
Research	8,442,281	2,981,086	35	2,393,598
Academic support	17,770,172	5,964,840	34	5,290,329
Student services	14,443,946	6,006,069	42	5,789,693
Institutional support	29,975,867	13,656,760	46	11,768,177
Operation and maintenance of plant	10,817,593	5,963,707	55	4,775,690
Scholarships and fellowships	27,601,210	13,276,530	48	12,858,285
E & G mandatory transfers	1,114,062	146,115	13	271,026
Total E & G expenditures	155,083,793	64,778,187	42	55,813,297
Auxiliary Enterprises Expenditures:				
Operations	21,792,107	10,066,981	46	12,046,503
Transfers	5,972,644	5,507,635	92	789,997
Total auxiliary enterprises	27,764,751	15,574,616	56	12,836,500
Total expenditures	182,848,544	80,352,803	44	68,649,797
Total surplus	**$1,000,000**	**$8,475,271**		**$9,005,371**

Management's Discussion and Analysis of Financial Condition and Results of Operations

General. The following discussion is based on the preceding selected historical financial information for the College for the past five fiscal years. This information has been extracted from the audited financial statements of the College, as well as the College's books and records.

The consolidated financial statements of the College have been prepared on the accrual basis in conformity with U.S. generally accepted accounting principles. The consolidated financial statements of the College include all the related entities over which the College exercises control and has an economic interest. All intercompany accounts and transactions have been eliminated from the consolidated financial statements. The College's net assets and revenue, expenses, gains, and losses are classified based on the existence or absence of donor imposed restrictions. Accordingly, the net assets of the College and changes therein are classified and reported as follows:

Without donor restrictions – Net assets that are not subject to donor-imposed stipulations.

With donor restrictions – Net assets subject to donor-imposed stipulations that may or will be met either by actions of the College pursuant to those restrictions and/or the passage of time.

Revenue from sources other than contributions is reported as increases in net assets without donor restrictions. Contributions are reported as increases in the appropriate net asset category. Contributions of assets other than cash and cash equivalents are initially recorded at their estimated fair value at the date of the gift, as determined by independent appraisal or other valuation methods as deemed appropriate by management. In the consolidated statements of activities, contributions with donor restrictions received in the same year in which the donor restrictions are satisfied are recorded as revenue with donor restrictions and as net assets released from restrictions. Contributions to be received after one year are discounted at a rate commensurate with the risks involved. Amortization of the discount is recorded as additional contribution revenue and classified in accordance with donor imposed restrictions, if any, on the contribution.

The College derives its current revenues primarily from the following basic sources: its educational and general activities and the activities of its auxiliary enterprises. Other sources of revenue include investment income, grants, gifts and other miscellaneous revenues. See "Selected Historical Financial Information" for Spelman's total operating revenues, by source, for each of the last five fiscal years.

Tuition and fees received in advance of services to be rendered are categorized as deferred revenue in the consolidated statements of financial position. Educational aid is awarded to students to defray the costs of the academic programs, which reduce the amount of revenue recognized. Scholarships awarded to students were $19.9 million in fiscal 2020, $19.6 million in fiscal 2021, $22.5 million in fiscal 2022, $24.9 million in fiscal 2023 and $28.2 million in fiscal 2024, with such increases in scholarships being a function of increased tuition of approximately 22.5% and an approximate 24% increase in enrollment over the past five fiscal years. The College's goal is to maintain the tuition discount rate between 32%-38%, which is conservative. Net tuition and fees contributed approximately 32.3% of fiscal year 2024 operating revenues.

Although during COVID-19 (part of fiscal year 2020 and continuing through fiscal year 2021), auxiliary enterprises revenue was suppressed, auxiliary revenue has rebounded to contribute approximately 19% to operating revenues in fiscal 2024, steadily increasing since fiscal year 2022.

In addition to tuition, operations of the College are supported through private gifts and grants and endowment income, which in fiscal 2024 contributed approximately 34% of operating revenues. See "OTHER FINANCIAL MATTERS – Endowment and Similar Funds and – Fundraising Activities" for additional information concerning the College's endowment spending policy and five-year contribution history.

In fiscal year 2020 and fiscal year 2021, the College received Higher Education Emergency Relief Fund (HEERF) and other CARES Act funding in the total amount of approximately $32 million, which was used to fund expenses related to the pandemic, some operating expenses, upgrades to ventilation systems and student grants. The College has approximately $867,000 of such funding remaining available for expenditure. The College intentionally utilized CARES funding primarily to support one-time expenditures that did not require institutionalization in future years. Federal grants contributed approximately 9% and other sources contributed approximately 0.6% of fiscal year 2024 operating revenue.

As of June 30, 2024, the College's outstanding long-term debt, including current maturities was $43.73 million. This is a decrease of approximately 10% compared to the amount of long-term debt, including current maturities, outstanding at June 30, 2023 of approximately $48.55 million. Interest expense decreased to approximately $1.68 million in fiscal year ended June 30, 2024 from approximately $1.81 million in fiscal year ended June 30, 2023, a decrease of approximately 7.2%. This decrease in interest expense is primarily attributable to a reduction in principal balances. Upon the issuance of the Series 2025 Bonds, all of the College's currently outstanding long-term debt will be defeased, and the only outstanding long-term debt will be the Series 2025 Bonds.

Net assets released from restrictions increased 65.7% from $33.2 million in fiscal year 2020 to $55 million in fiscal year 2024. Total net assets increased from $589.3 million at June 30, 2020 to $927.8 million at June 30, 2024, representing an increase of approximately 57.4%. The growth is due principally to an increase in the College's endowment investments of approximately $194 million and an increase in pledges driven by a transformational $100 million gift in fiscal year 2024.

The College's most recent capital campaign ended in fiscal year 2021, contributing significantly to the cash and cash equivalent balances in fiscal year 2020 through fiscal year 2024. Cash and cash equivalents for fiscal year ended June 30, 2024 declined approximately $33 million from June 30, 2023 due to the designated use of funds from the 5-year capital campaign. In the fiscal year ended June 30, 2024, the College had unrestricted net assets, exclusive of net investments in plant, of approximately $234.3 million.

OTHER FINANCIAL MATTERS

Endowment and Similar Funds

Endowment and trust funds consist of net assets with and without restrictions specified by the donor for a specified period of time or until the purposes specified by the donor are met by actions of the College. Net assets without donor restrictions are not subject to donor-imposed stipulations and may be expended for any purpose directed by the Board. All policy and asset allocation decisions regarding the College's endowment and similar funds are the responsibility of the Investment Committee of the Board. Effective June 1, 2022, the College engaged TIFF Investment Advisory Services, Inc. ("TIFF") as investment manager for the College's endowment and trust funds. TIFF is under the supervision of and reports to the Investment Committee of the Board.

The College's endowment spending policy utilizes the total return concept (income yield and appreciation) in the management of its endowment. Spelman has implemented a spending policy designed to stabilize annual spending levels and preserve the real value of the endowment over time. In accordance with the College's policy, a predetermined endowment spending rate, consistent with the College's total return objective, has been established. Should the actual return be insufficient to support this policy, the balance is provided from net accumulated appreciation. Should the return exceed the amounts withdrawn in accordance with the spending policy, the balance is reinvested in the endowment.

The College has a policy of appropriating for distribution each year between 4.70% and 5.25% of a weighted average of its endowment funds values as of September 30 for each of the four fiscal years preceding the fiscal year in which the distribution is planned. In establishing these policies, the College considered the expected return on its endowment. Accordingly, the College expects the current spending policy to allow its endowment to maintain its purchasing power by growing at a rate at least equal to planned payouts. Additional real growth will be provided through new gifts and any excess investment return. The College withdrew an additional 0.37% and 0.42% of the fair value of the endowment as of the beginning of the year for each of the years ended June 30, 2024 and 2023, respectively, in order to support its capital campaign. The actual spending rate used to support the College's operating budget for the years ended June 30, 2024 and 2023, calculated as a percentage of the fair value of the endowment as of the beginning of the year, was 5.22% and 5.35%, respectively.

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Classification of the College's endowment investments assets based on donor stipulations as of the end of each of the last five fiscal years was as follows:

	As of June 30,				
	2020	2021	2022	2023	2024
Restricted	$319,248,087	$444,656,430	$384,186,497	$398,124,087	$492,345,951
Unrestricted	63,642,971	96,662,525	79,212,354	80,648,890	84,689,320
Total	$382,891,058	$541,318,955	$463,398,851	$478,772,977	$577,035,271

Investment Securities

The College's investment securities consist of marketable securities, privately held limited partnerships and real estate. Investment securities are exposed to various risks, such as liquidity, interest rates, currency, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the College's financial statements. The College has investments in certain partnerships under agreements which require the investment of additional capital amounts. As of June 30, 2024, unfunded capital commitments totaled approximately $76 million and are expected to be funded from various sources, including partnership distributions, over the next five years.

Spelman has an Investment Committee which is responsible for overseeing the management of its endowment with support from College staff and external consultants. A key focus of Spelman's core philosophy for long-term endowments involves asset allocation, diversification, due diligence over fund managers, and sound governance.

The fair value of investments as of the end of the last five fiscal years was as follows:

	June 30,				
	2020	2021	2022	2023	2024
Short-term investments	$ 7,305,063	$ 15,462,586	$ 47,109,577	$ 32,785,522	$30,162,394
U.S. equity	53,706,274	88,608,734	75,425,338	51,852,298	96,473,166
Non-U.S. equity	22,965,351	39,749,138	28,215,001	90,066,743	79,388,556
Marketable alternatives	109,045,263	151,915,556	126,074,385	128,048,140	81,081,958
Real assets	7,163,297	11,316,651	12,253,623	11,899,510	11,767,598
Private equity	141,996,853	212,573,189	172,522,706	186,367,089	208,533,956
Fixed income	35,759,408	51,220,988	36,143,910	12,954,713	41,869,056
Total investments	$377,941,509	$570,846,842	$497,744,540	$513,974,014	$549,276,684

(1) Amounts may not add precisely due to rounding.

Indebtedness

As of June 30, 2024, the College's total outstanding principal amount of long-term bonded indebtedness was $43,730,000. A brief description of the College's outstanding long-term indebtedness follows.

In 2012, the Authority issued its Development Authority of Fulton County Spelman College Revenue Refunding Bonds, Series 2012 (the "Series 2012 Bonds") in the original aggregate principal amount of $25,870,000. The Series 2012 Bonds are payable from and secured by and assignment of the payments received by the Authority pursuant to an unsecured and full recourse promissory note of the College. As of June 30, 2024, $1,515,000 of the Series 2012 Bonds remained outstanding.

In 2015, the Authority issued its Development Authority of Fulton County Spelman College Revenue Refunding Bonds, Series 2015 (the "Series 2015 Bonds") in the original aggregate principal amount of $52,080,000. The Series 2015 Bonds are payable from and secured by and assignment of the payments received by the Authority pursuant to an unsecured and full recourse promissory note of the College. As of June 30, 2024, $42,215,000 of the Series 2015 Bonds remained outstanding.

All of the outstanding Series 2012 Bonds and Series 2015 Bonds are expected to be refunded with proceeds of the Series 2025 Bonds.

Liquidity

Spelman's short-term investments for the past five fiscal years were as follows:

	2020	2021	2022	2023	2024
Short-term Investments	$7,305,063	$15,462,586	$47,109,577	$32,785,522	$30,162,394

Expenses

Spelman's primary program service is instruction. Expenses reported as academic support, student services, institutional support and auxiliary enterprises are incurred in support of this primary program service. See "Selected Historical Financial Information" and "Fundraising Activities" for other information regarding Spelman's expenses.

Fundraising Activities

The College's most recent comprehensive campaign (2017-2021) raised more than $330 million, exceeding the $250 million campaign goal. This was the largest comprehensive campaign in the history of Spelman. The campaign also resulted in several major academic initiatives and outcomes in support of the College's strategic plan, including over $135 million in new scholarship aid, five new endowed faculty positions, extensive technology upgrades, including a new campus fiber optic network, new email system and a new learning management system and the addition of new academic initiatives in data science, art, history and curatorial studies, Spelman College Museum of Fine Art, artificial intelligence, machine learning, quantum computing, Institute for the Study of Gender and Sexuality, and a Center for Black Entrepreneurship.

Although the College is between comprehensive capital campaigns, its fundraising philosophy supports on-going donor relationship building, as well as the cultivation of new gifts to support priorities including the use of technology to streamline operations of the College, student affordability and stellar academic programming. Of note is the transformative student focused gift of $100 million received in 2024 made by a long-standing Board member. 90% of the gift is endowed, supporting scholarships, academic expansion, and strategic visioning and 10% of the gift supports the renovation of two historic residence halls on the campus, which work is underway.

Each year, the College receives substantial revenues from gifts, bequests and contributions from a variety of sources, including individuals, corporations and foundations. The total unrestricted private gifts, bequests and grants received by Spelman for the past five fiscal years are as follows:

	Fiscal Years Ended June 30,				
	2020	2021	2022	2023	2024
Contributions Receivable, Net	$19,147,029	$31,008,196	$29,247,247	$34,126,308	$102,586,156

Contributions to be received after one year are discounted at a rate commensurate with the risk involved. Amortization of the discount is recorded as additional contribution revenue and used in accordance with donor-imposed restrictions, if any. An allowance for uncollectible contributions is estimated by using past collections contributions receivable as an indication of future collections.

Fundraising expenses for the fiscal years ended June 30, 2024, 2023, 2022, 2021 and 2020 were approximately $3,600,000, $3,800,000, $4,300,000, $3,700,000 and $4,800,000 respectively.

Retirement Plan

The College has a defined contribution retirement plan with the Teacher's Insurance and Annuity Association and College Retirement Equities Fund, which covers substantially all full-time employees at the time of employment. Employees are fully vested in the College's contributions towards their plan after completing three full years of service. The College's approximate expenses under the retirement plan as of the end of the past five fiscal years were as follows:

	Fiscal Years Ended June 30,				
	2020	2021	2022	2023	2024
Retirement Plan Expenses	$2,283,000	$2,272,000	$2,366,000	$2,720,000	$2,641,000

Future Capital Projects, Facilities Plans and Proposed Additional Debt

The College recently engaged in a 10 year campus master planning process. "BLUEprint Comprehensive Campus Plan," a framework plan prepared in 2023 that assists Spelman in future physical developments. The plan has prioritized the renovation of existing and the construction of new student housing, as well as renovation of one academic building. These capital projects are part of the College's long term master plan, which the College periodically reviews and updates on the basis of its needs and resources. The renovation of Abby Aldrich Rockefeller and Morehouse James residence halls, which were prioritized in the plan, is underway and funded partially by a donor and with College resources. The College's decision to proceed with the new construction housing projects and the academic building renovation will be based upon, among other things, the availability of funding for the projects from fundraising, including private gifts and grants. While current estimates are preliminary and subject to change, the College currently expects the new residence hall project to contain 650 beds and cost approximately $100 million and the academic building renovation to total approximately $70 million. The College anticipates issuing bonds for the revenue generating residence hall project within the next 18 months and will determine whether remaining projects will be donor funded.

In addition to the above described projects, the College is finalizing a ground lease on College-owned property with a developer to construct a multi-family project that will provide 584 beds and is expected to be completed by 2027. The College has no financial obligations with respect to this project. In addition, the College and Morehouse College are collaborating to develop off-campus student housing that will be available to students of the Atlanta University Center and are currently seeking a developer for the project. This collaborative student housing project is projected to provide 900 beds and completed by Fall 2028. The College will ground lease College-owned property to the developer and the College will have no financial obligation with respect to the project.

As part of master planning process, the College has determined within the next two years to demolish two existing dormitories, which will significantly reduce deferred maintenance. The College has not yet determined how the property will be used.

Insurance

The College currently carries the following insurance coverages: comprehensive general liability that includes coverage for property damage and bodily injury claims; umbrella liability protection; hospital professional liability; cyber liability insurance; business automobile insurance; a workers' compensation and employer's liability policy, including all-risk coverage for flood and earthquake for the College's facilities and contents; business income coverage for loss of operational income; exhibition art coverage; comprehensive boiler and machinery coverage; and trustee liability insurance. The College believes that its current insurance coverage is adequate as to amount and type and conforms to that which is standard for the industry. The College periodically reviews its insurance coverage to ensure adequate coverage.

Litigation

Like other similar institutions, the College is subject to a variety of suits and claims in the ordinary course of its business. However, in the opinion of the College, as of the date of this Official Statement there is no litigation pending, or to the knowledge of the College, threatened, which would have a material adverse impact on the College's operations or financial condition.

APPENDIX B

AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF SPELMAN COLLEGE FOR THE FISCAL YEARS ENDED JUNE 30, 2024 AND 2023

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Consolidated Financial Statements

Spelman College
Years Ended June 30, 2024 and 2023
With Report of Independent Auditors

Ernst & Young LLP

Building a better working world

Spelman College

Consolidated Financial Statements

Years Ended June 30, 2024 and 2023

Contents

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Report of Independent Auditors

Management and the Board of Trustees
Spelman College

Opinion

We have audited the consolidated financial statements of Spelman College (the College), which comprise the consolidated statements of financial position as of June 30, 2024 and 2023, and the related consolidated statements of activities and cash flows for the years then ended, and the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the College at June 30, 2024 and 2023, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the College and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the College's ability to continue as a going concern for one year after the date that the financial statements are issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free of material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the College's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the College's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Ernst + Young LLP

November 18, 2024

Spelman College

Consolidated Statements of Financial Position

	June 30	
	2024	**2023**
Assets		
Cash and cash equivalents	**$ 95,015,997**	$ 127,841,957
Student accounts receivable (net of allowance for doubtful accounts of $2,571,069 in 2024 and $2,448,816 in 2023)	**207,919**	540,591
Grants and other receivables	**4,015,419**	3,503,883
Contributions receivable, net *(Note 2)*	**102,586,156**	34,126,308
Investments *(Notes 3 and 9)*	**549,276,684**	513,974,014
Other assets	**1,555,059**	1,122,414
Operating right-of-use asset *(Note 10)*	**1,317,925**	1,901,019
Property and equipment, net *(Note 5)*	**239,536,414**	187,916,335
Total assets	**$ 993,511,573**	$ 870,926,521
Liabilities and net assets		
Accounts payable and accrued expenses	**$ 7,777,672**	$ 10,387,302
Accrued compensation and related expenses	**9,561,041**	7,933,947
Deferred revenue	**891,692**	1,088,854
Bonds payable *(Note 6)*	**45,364,028**	50,732,747
Obligations under right of use lease *(Note 10)*	**1,317,925**	1,901,019
Advances from federal government	**781,520**	–
Total liabilities	**65,693,878**	72,043,869
Net assets:		
Without donor restrictions:		
Undesignated	**17,253,222**	13,752,222
Designated by the board of trustees as follows:		
Quasi-endowment, net *(Note 4)*	**84,689,320**	80,648,890
Student loans	**(494,419)**	–
Facilities expansion	**45,843,748**	32,611,799
Investment in property and equipment	**86,995,622**	86,827,495
Total without donor restrictions	**234,287,493**	213,840,406
With donor restrictions *(Notes 4 and 8)*	**693,530,202**	585,042,246
Total net assets	**927,817,695**	798,882,652
Commitments and contingencies *(Notes 3, 6, 14, and 15)*	**–**	–
Total liabilities and net assets	**$ 993,511,573**	$ 870,926,521

See accompanying notes to financial statements.

Spelman College

Consolidated Statements of Activities
Year Ended June 30, 2024
(With Summarized Financial Information for the Year Ended June 30, 2023)

	2024			2023
	Without Donor Restrictions	**With Donor Restrictions**	**Total**	**Total**
Operating revenue:				
Tuition and fees, excluding student aid	**$ 52,112,277**	**$ –**	**$ 52,112,277**	$ 46,763,365
Government grants and contracts	**1,027,674**	**13,452,709**	**14,480,383**	12,779,622
Private gifts and grants	**2,857,015**	**28,397,238**	**31,254,253**	42,858,399
Investment income, net	**5,179,273**	**2,346,419**	**7,525,692**	5,259,404
Realized and unrealized gains (losses) on investments, net	**2,717**	**–**	**2,717**	(22,406)
Endowment spending in accordance with the College's spending rule *(Note 4)*	**6,832,417**	**17,323,869**	**24,156,286**	23,626,916
Sales and services of auxiliary enterprises	**30,926,189**	**–**	**30,926,189**	27,956,667
Other	**1,008,244**	**–**	**1,008,244**	1,882,976
Net assets released from restrictions *(Note 7)*	**54,982,477**	**(54,982,477)**	**–**	–
Total operating revenue	**154,928,283**	**6,537,758**	**161,466,041**	161,104,943
Operating expenses *(Note 11):*				
Instruction	**46,851,160**	**–**	**46,851,160**	42,207,733
Research	**5,860,505**	**–**	**5,860,505**	4,530,676
Public service	**276,267**	**–**	**276,267**	178,711
Academic support	**14,923,376**	**–**	**14,923,376**	14,590,170
Student services	**16,987,785**	**–**	**16,987,785**	14,868,515
Institutional support	**29,890,496**	**–**	**29,890,496**	31,806,756
Auxiliary enterprises	**26,634,636**	**–**	**26,634,636**	25,628,691
Total operating expenses	**141,424,225**	**–**	**141,424,225**	133,811,252
Change in net assets from operating activities	**13,504,058**	**6,537,758**	**20,041,816**	27,293,691
Nonoperating activities:				
Contributions	**1,100,626**	**88,068,778**	**89,169,404**	11,983,398
Investment gains (losses), net	**(670,787)**	**4,500,544**	**3,829,757**	(1,272,415)
Realized and unrealized gains (losses) on investments, net	**10,742,636**	**31,569,773**	**42,312,409**	37,261,071
Endowment spending in accordance with the College's spending rule *(Note 4)*	**(6,832,417)**	**(17,323,869)**	**(24,156,286)**	(23,622,272)
Net assets released from restriction for construction	**4,734,984**	**(4,734,984)**	**–**	–
Capital campaign expenditures	**(1,883,986)**	**–**	**(1,883,986)**	(2,106,166)
Other nonoperating income (loss)	**(248,027)**	**(130,044)**	**(378,071)**	34,659
Change in net assets from nonoperating activities	**6,943,029**	**101,950,198**	**108,893,227**	22,278,275
Change in net assets	**20,447,087**	**108,487,956**	**128,935,043**	49,571,966
Net assets at beginning of year	**213,840,406**	**585,042,246**	**798,882,652**	749,310,686
Net assets at end of year	**$ 234,287,493**	**$ 693,530,202**	**$ 927,817,695**	$ 798,882,652

Spelman College

Consolidated Statements of Activities (continued)
Year Ended June 30, 2023

	2023		
	Without Donor Restrictions	**With Donor Restrictions**	**Total**
Operating revenue:			
Tuition and fees, excluding student aid	$ 46,763,365	$ –	$ 46,763,365
Government grants and contracts	830,826	11,948,796	12,779,622
Private gifts and grants	4,003,174	38,855,225	42,858,399
Investment income, net	4,147,666	1,111,738	5,259,404
Realized and unrealized gains (losses) on investments, net	(22,406)	–	(22,406)
Endowment spending in accordance with the College's spending rule *(Note 4)*	7,079,532	16,547,384	23,626,916
Sales and services of auxiliary enterprises	27,956,667	–	27,956,667
Other	1,882,976	–	1,882,976
Net assets released from restrictions *(Note 7)*	48,892,489	(48,892,489)	–
Total operating revenue	141,534,289	19,570,654	161,104,943
Operating expenses *(Note 11):*			
Instruction	42,207,733	–	42,207,733
Research	4,530,676	–	4,530,676
Public service	178,711	–	178,711
Academic support	14,590,170	–	14,590,170
Student services	14,868,515	–	14,868,515
Institutional support	31,806,756	–	31,806,756
Auxiliary enterprises	25,628,691	–	25,628,691
Total operating expenses	133,811,252	–	133,811,252
Change in net assets from operating activities	7,723,037	19,570,654	27,293,691
Nonoperating activities:			
Contributions	172,041	11,811,357	11,983,398
Investment loss, net	(2,256,922)	984,507	(1,272,415)
Realized and unrealized (losses) on investments, net	10,461,306	26,799,765	37,261,071
Endowment spending in accordance with the College's spending rule *(Note 4)*	(7,079,334)	(16,542,938)	(23,622,272)
Capital campaign expenditures	(2,106,166)	–	(2,106,166)
Other nonoperating income (loss)	(7,637)	42,296	34,659
Change in net assets from nonoperating activities	(816,712)	23,094,987	22,278,275
Change in net assets	6,906,325	42,665,641	49,571,966
Net assets at beginning of year	206,934,081	542,376,605	749,310,686
Net assets at end of year	$ 213,840,406	$ 585,042,246	$ 798,882,652

See accompanying notes to financial statements.

Spelman College

Consolidated Statements of Cash Flows

	June 30 2024	June 30 2023
Cash flows from operating activities		
Change in net assets	**$ 128,935,043**	$ 49,571,966
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Depreciation	**5,545,149**	5,912,250
Amortization of bond issuance costs	**64,860**	64,860
Amortization of bond premium	**(613,579)**	(702,611)
In-kind contribution of property and other	**(20,750)**	(37,051)
Net realized and unrealized gains (losses) on investments	**(43,385,810)**	(37,261,071)
Private gifts and grants restricted for long-term investment	**(23,220,778)**	(23,548,231)
(Increase) decrease in student accounts receivable	**332,672**	257,535
Decrease (increase) in grants and other receivables	**(511,536)**	(1,051,343)
Decrease (increase) in contributions receivable, net	**(68,459,848)**	(4,879,061)
(Increase) decrease in other assets	**(411,894)**	(11,897)
Increase (decrease) in accounts payable and accrued expenses, and accrued compensation and related expenses	**(1,607,792)**	3,105,676
Increase (decrease) in deferred revenue	**(197,162)**	105,251
Net cash (used in) operating activities	**(3,551,425)**	(8,473,727)
Cash flows from investing activities		
Purchases and acquisitions of property and equipment	**(56,619,337)**	(31,273,527)
Disposal of property and equipment	**79,364**	–
Proceeds from sales of investments	**328,411,074**	419,423,750
Purchases of investments	**(320,327,934)**	(398,392,153)
Net cash (used in) investing activities	**(48,456,833)**	(10,241,930)
Cash flows from Financing activities		
Principal repayments on bonds and notes payable	**(4,820,000)**	(4,630,000)
Increase (decrease) in advances from federal government	**781,520**	(229,592)
Proceeds from private gifts and grants restricted for long-term investment	**23,220,778**	23,548,231
Net cash provided by financing activities	**19,182,298**	18,688,639
(Decrease) Increase in cash and cash equivalents and restricted cash	**(32,825,960)**	(27,018)
Cash and cash equivalents and restricted cash at beginning of year	**127,841,957**	127,868,975
Cash and cash equivalents and restricted cash at end of year	**$ 95,015,997**	$ 127,841,957
Supplemental disclosures:		
Cash paid for interest	**$ 2,294,581**	$ 1,917,714
Non-cash change in right of use asset and liability	**(583,094)**	425,282
In-kind gift – property and other	**20,750**	37,051
Property and equipment included in accounts payable	**625,255**	1,263,571

See accompanying notes to financial statements.

1. Summary of Significant Accounting Policies

(a) General

Spelman College (the College) is a private, nonprofit institution of higher education located in Atlanta, Georgia. The College provides education and training services for students at the undergraduate level and performs research, training, and other services under grants, contracts, and similar agreements with sponsoring organizations and governmental agencies.

(b) Basis of Presentation

The consolidated financial statements of the College have been prepared on the accrual basis in conformity with U.S. generally accepted accounting principles.

The consolidated financial statements of the College include all the related entities over which the College exercises control and has an economic interest. All intercompany accounts and transactions have been eliminated from the consolidated financial statements.

The College's net assets and revenue, expenses, gains, and losses are classified based on the existence or absence of donor imposed restrictions.

Accordingly, the net assets of the College and changes therein are classified and reported as follows:

Without donor restrictions – Net assets that are not subject to donor-imposed stipulations.

With donor restrictions – Net assets subject to donor-imposed stipulations that may or will be met either by actions of the College pursuant to those restrictions and/or the passage of time.

Revenue from sources other than contributions is reported as increases in net assets without donor restrictions. Contributions are reported as increases in the appropriate net asset category. Contributions of assets other than cash and cash equivalents are initially recorded at their estimated fair value at the date of the gift, as determined by independent appraisal or other valuation methods as deemed appropriate by management. In the consolidated statements of activities, contributions with donor restrictions received in the same year in which the donor restrictions are satisfied are recorded as revenue with donor restrictions and as net assets released from restrictions. Contributions to be received after one year are discounted at a rate commensurate with the risks involved. Amortization of the discount is recorded as additional contribution revenue and classified in accordance with donor imposed restrictions, if any, on the contribution.

1. Summary of Significant Accounting Policies (continued)

Expenses are reported as decreases in net assets without donor restrictions. Net realized and unrealized gains and losses on investments are reported as increases or decreases in net assets without donor restrictions unless their use is restricted by explicit donor stipulations or by law. The expiration of donor restrictions (i.e., the donor stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as reclassifications from net assets with donor restrictions to net assets without donor restrictions. Donor restrictions on gifts to acquire long lived assets are considered met in the period in which the assets are acquired and placed in service and are reported as reclassifications from net assets with donor restrictions to net assets without donor restrictions.

(c) Investments

Investments consist of marketable securities, privately held limited partnerships, and real estate.

Marketable securities are stated at fair value based on quoted market prices. The net realized and unrealized gains/(losses) on investments are reflected in the statements of activities. Net realized and unrealized losses are allocated to, the appropriate net asset class based upon donor restrictions.

Investments in private limited partnership interests are valued using the most current information provided by the general partner. The change in net assets related to limited partnership interests is presented as net realized and unrealized gains/(losses) based upon the estimated fair value of each partnership as determined by the general partner. General partners typically value privately held companies at cost as adjusted based on recent arm's length transactions. Real estate partnerships and funds are valued based on appraisals of properties held and are conducted by third party appraisers retained by the general partner or investment manager. General partners of funds invested in marketable securities provide values based on quoted market prices and exchange rates for publicly held securities and valuation estimates of derivative instruments. Investment managers are authorized to employ derivative instruments, including swaps, futures, forwards, and options. These derivatives are generally used for managing interest rate or foreign currency risk, or to attain or hedge a specific financial market position. The College does not have direct investments in such instruments. Management reviews and evaluates valuation information provided by general partners and investment managers, and management believes such values are reasonable estimates of fair value.

The College's investments include various types of investment securities and investment vehicles, which are exposed to various risks, such as liquidity, interest rate, currency, market, and credit risks.

1. Summary of Significant Accounting Policies (continued)

Liquidity risk represents the possibility that the College may be unable to rapidly adjust the size of its portfolio holdings in times of high volatility and financial stress at a reasonable price. If the College was compelled to dispose of a liquid or illiquid investment at an inopportune time, it may be required to do so at a substantial discount to fair value.

The College invests in alternative investments, which can be highly illiquid. Under adverse market or economic conditions, the secondary market for certain of these alternative investments could contract. As a result, the College could find it more difficult to sell these securities or may only be able to sell the securities at prices lower than if such securities were more widely traded. The College's interests in alternative investments are generally reported at the net asset value (NAV) reported by the fund managers, which is used as a practical expedient to estimate the fair value of the College's interest therein, unless it is probable that all or a portion of the investment will be sold for an amount different from NAV. As of June 30, 2024 and 2023, the College had no plans or intentions to sell investments at amounts different from NAV.

The College holds investments denominated in currencies other than the U.S. dollar. Thus, there is exposure to currency risk because the value of the investments denominated in other currencies may fluctuate due to changes in currency exchange rates, and this can have an adverse effect on the reported value of assets and liabilities denominated in currencies other than the U.S. dollar.

The College's investment portfolio is subject to interest rate and credit risks for certain securities whose valuation would be impacted by changes in interest rates. The portfolio is also subject to the risk where the issuer of a security is not able to pay interest or repay principal when it is due.

The value of securities held by the College may decline in response to certain economic events, including those events impacting entities whose securities are owned and included in the investment portfolio. Those events impacting valuation may include (but are not limited to) economic changes, global pandemics, market fluctuations, regulatory changes, global and political instability, currency, interest rate, and commodity price fluctuations. The College attempts to manage these risks through diversification, ongoing due diligence of fund managers, and monitoring of economic conditions.

Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the College's consolidated financial statements.

1. Summary of Significant Accounting Policies (continued)

(d) Property and Equipment

Property and equipment are stated at cost at date of acquisition or at estimated fair value at date of donation, less accumulated depreciation.

Depreciation of property and equipment is provided over the estimated useful lives of the respective assets on a straight line basis. A summary of depreciable lives is as follows:

Land improvements	25 years
Buildings	50 years
Furniture and equipment	5-7 years

Property and equipment may be capitalized if it is owned or considered owned by the College, held for operations (not resale), has a useful life that exceeds one year, and meets the capitalization threshold.

(e) Advances From Federal Government for Student Loans

The College owns a one tenth interest in its Federal Perkins Loan fund used to advance loans to students. The remaining nine tenths is distributable to the federal government upon liquidation of the federal loan program and is recorded as a liability in the accompanying consolidated statements of financial position.

(f) Income Tax Status

The College is recognized as an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code (the Code) as an organization described in Section 501(c)(3), whereby only unrelated business income, as defined by Section 512(a) of the Code, is subject to federal income tax. The College reviews its tax positions annually and has determined that there are no material uncertain tax positions that require recognition in the consolidated financial statements at June 30, 2024 or 2023.

(g) Atlanta University Center Consortium, Inc.

The College records as expense an allocated share of expenditures made through Atlanta University Center Consortium, Inc., an affiliated organization, for the benefit of the four affiliated institutions.

1. Summary of Significant Accounting Policies (continued)

(h) Cash Equivalents

Cash equivalents consist primarily of money market accounts, commercial paper, and any other short term investments with original maturities of three months or less. Cash and cash equivalents that are part of the pooled investments are shown within investments as these funds are generally held for reinvestment.

(i) Tuition and Fees

Under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 606, *Revenue From Contracts with Customers*, revenue is recognized when control of the promised goods or services is transferred in an amount that reflects the consideration the College expects to be entitled in exchange for those goods or services (i.e., the transaction price). The College's operating revenue is primarily derived from undergraduate academic programs provided to students.

Student tuition and fee revenue is recognized in the reporting period in which the academic programs are delivered. Tuition is charged at different rates depending on the enrollment status of the student. As part of a student's course of instruction, certain fees, such as technology fees, are billed to students. Tuition and fees are earned over the applicable academic term and are not considered separate performance obligations. Educational activities related to non-credit bearing instruction is recognized as tuition over the related period.

Tuition and fees received in advance of services to be rendered are categorized as deferred revenue in the accompanying consolidated statements of financial position. Educational aid is awarded to students to defray the costs of the academic programs, which reduce the amount of revenue recognized. Scholarships awarded to students were $28,161,340 in 2024 and $24,892,772 in 2023. For the year ended June 30, 2024, the revenue from tuition and fees reflects aggregate reductions from student aid of $28 million against charges for which the amounts at published rates were approximately $80 million. For the year ended June 30, 2023, the revenue from tuition and fees reflects the aggregate reduction from student aid of $25 million against charges for which the amount at published rates were approximately $72 million.

1. Summary of Significant Accounting Policies (continued)

(j) Auxiliary Enterprise Revenue

Auxiliary Enterprise services exist to furnish goods or services to students, faculty, staff, or incidentally to the general public. Fees charged for auxiliary services are priced to offset the cost of the goods or services provided. The distinguishing characteristic of auxiliary services is that they are managed as an essential self-supporting activity. Revenues and expenses from auxiliary enterprises are reported as changes in net assets without donor restrictions.

Auxiliary enterprise revenue primarily includes activities for student housing and dining facilities, the campus bookstore, and parking services. Performance obligations for housing and dining services are delivered over the academic terms. Consequently, associated revenues are earned and recognized over the course of each term as the services are delivered.

(k) Use of Estimates

Management of the College has made certain estimates and assumptions relating to the reporting of the allowance for uncollectible student receivables and contributions receivable, useful lives of property and equipment, investments without readily determinable fair values, and accrued expenses to prepare the financial statements in conformity with U.S. generally accepted accounting principles. Actual results could differ from those estimates.

(l) Bond Issuance Costs

Bond issuance costs related to the registration and issuance of bonds are carried at cost, less accumulated amortization, and are being amortized over the life of the related bonds. Unamortized bond issuance costs are recorded as a direct deduction from bonds on the accompanying statements of financial position.

(m) Leases

Operating leases as a lessee are included in operating lease right-of-use assets and operating lease liabilities on the consolidated statements of financial position. Right-of-use assets represent the College’s right to use an underlying asset for the lease term. Obligations under right of use leases represent the College’s liability to make lease payments arising from the lease. Operating right-of-use assets and related obligations are recognized at commencement date based on the present value of lease payments over the lease term discounted using an appropriate incremental borrowing rate.

1. Summary of Significant Accounting Policies (continued)

The commencement date is when the College either takes possession of the asset, or when the asset is available for use. The incremental borrowing rate is based on the information available at commencement date in determining the present value of lease payments. The value of an option to extend or terminate a lease is reflected to the extent it is reasonably certain management will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

(n) Recently Issued Accounting Standards

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments- Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* (ASU 2016-13) which replaced the incurred loss methodology with an expected loss methodology. FASB ASU 2016-13, Topic 326, was effective for periods beginning after December 15, 2022. The standard introduced a new model to account for credit losses and provide financial statement users with more transparent information about an entity’s expected credit losses on financial assets. The measurement of expected credit losses under the standard applies to all financial assets measured at amortized cost, including loans receivable, and excludes contributions receivable.

As of June 30, 2024 the College held various financial assets, including receivables. The College adopted ASU 2016-02 on July 1, 2023. The College assessed expected credit losses on financial assets held by our institution noting no material change in the accounting for allowance for credit losses in the consolidated financial statements.

2. Contributions Receivable, Net

Contributions receivable as of June 30, 2024 and 2023, are summarized as follows:

	2024	2023
Unconditional promises expected to be collected in:		
Less than one year	**$ 49,699,549**	$ 17,780,157
One year to five years	**75,602,450**	24,379,384
	125,301,999	42,159,541
Less: allowance for uncollectible contributions	**(6,265,106)**	(2,107,986)
Less: unamortized discount	**(16,450,737)**	(5,925,247)
	$ 102,586,156	$ 34,126,308

Contributions are discounted at rates ranging from 7.73% to 2.19% for the years ended June 30, 2024 and 2023, commensurate with the risks involved. Amortization of the discount is recorded as additional contribution revenue and classified in accordance with the related donor-imposed restrictions. The College's allowance for uncollectible contributions is estimated by using past collection history as an indication of future collections. At June 30, 2024, and 2023, the College's two largest outstanding donor pledge balances represented 69% and 23%, respectively, of the College's gross contributions receivable.

The College has conditional contributions, not recorded, for the promotion of higher education and research of approximately $24.9 million. As of June 30, 2024, conditional contributions are broken out as follows: National Science Foundation grants of $15.0 million, Title III of $3.8 million, Department of Education grants of $2.7M, Department of Commerce of $2.0 million, NASA $0.5 million and other of $0.9 million. As of June 30, 2023, conditional contributions were National Science Foundation grants of $5.0 million, Title III of $5.0 million, Department of Education $3.2 million, Department of Defense of $1.0 million, and other of $1.0 million.

3. Investments

The fair value of investments is summarized as follows on June 30, 2024 and 2023:

	2024	2023	2024 Unfunded Capital Commitments	2023 Unfunded Capital Commitments
Short-term investments	**$ 30,162,394**	$ 32,785,522	**$ –**	$ –
U.S. equity	**96,473,166**	51,852,297	**–**	–
Non-U.S. equity:				
Developed markets	**73,050,937**	11,713,500	**–**	–
Emerging markets	**6,337,619**	78,353,243	**–**	–
	79,388,556	90,066,743	**–**	–
Marketable alternatives	**81,081,958**	128,048,140	**–**	–
Real assets:				
Natural resources	**5,516,810**	5,935,061	**1,660,113**	1,930,113
Real estate	**6,250,788**	5,964,449	**1,085,520**	1,271,259
	11,767,598	11,899,510	**2,745,633**	3,201,372
Private equity:				
Private and venture capital	**178,694,585**	168,293,876	**66,495,256**	79,364,506
Distressed	**29,839,372**	18,073,213	**6,450,880**	1,362,871
	208,533,956	186,367,089	**72,946,136**	80,727,377
Fixed income	**41,869,056**	12,954,713	**–**	1,093,214
Total investments, at fair value	**$ 549,276,684**	$ 513,974,014	**$ 75,691,769**	$ 85,021,963

The College has investments in certain partnerships and is obligated under the related partnership agreements to invest capital amounts in private equity vehicles. The College estimates that the additional capital amounts will be paid over the next five years depending on timing of potential investment opportunities identified by investment fund managers.

3. Investments (continued)

The following is a summary of the liquidation terms of investments as of June 30, 2024 and 2023:

	2024							
	Redemption Period							
	Daily	**Monthly**	**Quarterly**	**Semi-annually**	**Annually**	**Illiquid**	**Total**	**Day(s) Notice**
Short-term investments (a)	**$ 30,162,394**	**$ –**	**$ –**	**$ –**	**$ –**	**$ –**	**$ 30,162,394**	**1**
U.S. equity (b)	**9,521,892**	**8,862,915**	**75,924,350**	**–**	**–**	**2,164,009**	**96,473,166**	**1–90**
Non-U.S. equity (b)	**22,575,954**	**31,210,413**	**4,943,949**	**–**	**20,658,238**	**–**	**79,388,556**	**60–120**
Marketable alternatives (c)	**–**	**5,178,339**	**38,236,189**	**5,063,489**	**32,603,942**	**–**	**81,081,958**	**30–90**
Real assets (d)	**–**	**–**	**–**	**–**	**–**	**11,767,598**	**11,767,598**	**–**
Private equity (e)	**–**	**–**	**–**	**–**	**–**	**208,533,956**	**208,533,956**	**–**
Fixed income (f)	**41,869,056**	**–**	**–**	**–**	**–**	**–**	**41,839,056**	**3–90**
	$104,129,296	**$45,251,667**	**$119,104,489**	**$ 5,063,489**	**$53,262,180**	**$222,465,563**	**$549,276,684**	

	2023							
	Redemption Period							
	Daily	**Monthly**	**Quarterly**	**Semi-annually**	**Annually**	**Illiquid**	**Total**	**Day(s) Notice**
Short-term investments (a)	$32,785,522	$ –	$ –	$ –	$ –	$ –	$32,785,522	1
U.S. equity (b)	–	561,222	42,259,713	–	9,031,362	–	51,852,297	1–90
Non-U.S. equity (b)	5,224,877	20,252,120	5,044,663	–	15,544,663	44,000,420	90,066,743	60–120
Marketable alternatives (c)	–	5,905,340	83,075,652	–	39,067,148	–	128,048,140	30–90
Real assets (d)	–	–	–	–	–	11,899,510	11,899,510	–
Private equity (e)	–	–	–	–	–	186,367,089	186,367,089	–
Fixed income (f)	–	–	–	–	–	12,954,713	12,954,713	3–90
	$38,010,399	$26,718,682	$130,380,028	$ –	$63,643,173	$255,221,732	$513,974,014	

(a) This category includes assets that are cash or cash equivalents.

(b) This category includes investments in funds that take long positions in publicly traded equity securities. Approximately 50% of these investments are in U.S. companies and 50% are in non -U.S. companies. A range of styles, market caps, and geographic focuses is included. The public nature of the securities makes this category very liquid.

(c) This category includes investments U.S. corporate and government bonds as well as hedge funds that take long and short positions largely in equity securities, credit securities, and event -driven situations. Managers vary in style, market cap focus, geographic focus, sectors of focus, and types of securities, with some having considerable flexibility in each of these areas. The funds also vary in net long/short positioning with most equity funds generally maintaining a low net and little or no leverage. Most credit funds generally maintain a moderate net long position and little or no leverage.

(d) This category includes investments in real estate equity funds and commodity funds that take ownership of properties ranging from office, retail, multifamily, land, hotel, and various other commodities. These are investments that cannot be redeemed since the investment is distributed as the underlying investments are liquidated, which generally takes 4–10 years. There are currently no plans to sell any of these investments prior to their liquidation so the assets are carried at NAV as estimated by the investment fund manager.

3. Investments (continued)

(e) This category includes investments in private equity funds that provide growth equity or take full ownership of the companies in which they invest. Private equity funds take significant ownership positions in start-up or early-stage companies largely in the technology or healthcare spaces. These are private investments that cannot be redeemed since the investment is distributed as the underlying investments are liquidated, which generally takes 4–8 years. There are currently no plans to sell any of these investments prior to their liquidation, so the assets are carried at NAV as estimated by the investment fund manager.

(f) This category includes investments in funds that take long positions in publicly traded fixed income securities. Derivatives may be used to replicate securities or change the positioning of the portfolio without the need to buy or sell securities. The public nature of the securities makes this category very liquid.

As of June 30, 2024, and 2023, the College has approximately $410,575,000 and $386,000,000, respectively, of investments that are reported at estimated fair value based on NAV of the funds. Unless it is probable that all or a portion of the investment will be sold for an amount different from NAV, the College has applied a practical expedient and concluded that the NAV reported by the underlying fund approximates the fair value of these investments. Management estimates of fair value are based upon information provided by general partners and investment managers. On June 30, 2024, and 2023, the College had $2,164,000 and $0, respectively, in investments with redemption lock up provisions.

4. Endowment Net Assets

The College's endowment consists of approximately 380 individual funds established for a variety of purposes, including both donor restricted endowment funds and funds designated by the Board of Trustees to function as endowments. Net assets associated with endowment funds, including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor imposed restrictions.

(a) Interpretation of Relevant Law

The Board of Trustees of the College has interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA or the Act), as adopted in Georgia, as providing among other things, expanded spending flexibility by allowing, subject to a standard of prudence, an institution to spend from an endowment fund without regard to the book value of the corpus of the fund. This flexibility under UPMIFA allows an expenditure that lowers the value of the corpus of a donor restricted endowment fund below its historic dollar value.

4. Endowment Net Assets (continued)

In accordance with the Act, the College considers the following factors in deciding to appropriate or accumulate donor-restricted endowment funds:

1. The duration and preservation of the fund
2. The purposes of the College and the donor-restricted endowment fund
3. General economic conditions
4. The possible effect of inflation and deflation
5. The expected total return from income and the appreciation of investments
6. Other resources of the College
7. The investment policies of the College

Endowment net assets consisted of the following at June 30, 2024 and 2023:

	2024		
	Without Donor Restrictions	**With Donor Restrictions**	**Total**
Donor-restricted endowment funds:			
Other funds	**$ –**	**$ 492,345,951**	**$ 492,345,951**
Board-designated endowment funds	**84,689,320**	**–**	**84,689,320**
Total endowed net assets	**$ 84,689,320**	**$ 492,345,951**	**$ 577,035,271**

	2023		
	Without Donor Restrictions	**With Donor Restrictions**	**Total**
Donor-restricted endowment funds:			
Other funds	$ –	$ 398,124,087	$ 398,124,087
Board-designated endowment funds	80,648,890	–	80,648,890
Total endowed net assets	$ 80,648,890	$ 398,124,087	$ 478,772,977

4. Endowment Net Assets (continued)

Endowments are to be utilized for the following purposes as of June 30, 2024:

	Without Donor Restrictions	With Donor Restrictions	Total
Faculty support	**$ –**	**$ 69,359,271**	**$ 69,359,271**
Program support	**–**	**44,819,741**	**44,819,741**
Scholarship support	**–**	**294,160,756**	**294,160,756**
Research	**–**	**17,886**	**17,886**
Operating	**84,689,320**	**82,282,190**	**166,971,510**
Other	**–**	**1,706,107**	**1,706,107**
Total	**$ 84,689,320**	**$ 492,345,951**	**$ 577,035,271**

Endowments are to be used for the following purposes as of June 30, 2023:

	Without Donor Restrictions	With Donor Restrictions	Total
Faculty support	$ –	$ 65,055,576	$ 65,055,576
Program support	–	42,520,859	42,520,859
Scholarship support	–	210,559,868	210,559,868
Research	–	17,061	17,061
Operating	80,648,890	77,354,945	158,003,835
Other	–	2,615,778	2,615,778
Total	$ 80,648,890	$ 398,124,087	$ 478,772,977

4. Endowment Net Assets (continued)

Changes in endowment net assets for the years ended June 30, 2024 and 2023, were as follows:

	2024		
	Net Assets Without Donor Restrictions	**Net Assets With Donor Restrictions**	**Total**
Endowment net assets, June 30, 2023	**$ 80,648,890**	**$ 398,124,087**	**$ 478,772,977**
Investment return:			
Investment income, net	**914,197**	**4,500,544**	**5,414,741**
Net appreciation	**10,742,636**	**31,569,773**	**42,312,409**
Total investment return	**11,656,833**	**36,070,317**	**47,727,150**
Contributions	**1,000,000**	**75,601,321**	**76,601,321**
Appropriation of endowment assets for:			
Operations	**(6,832,417)**	**(17,323,869)**	**(24,156,286)**
Support of the College's investments office	**–**	**–**	**–**
Appropriation of endowment assets for campaign support	**(1,883,986)**	**–**	**(1,883,986)**
Transfers – other	**100,000**	**(125,905)**	**(25,905)**
Endowment net asset, June 30, 2024	**$ 84,689,320**	**$ 492,345,951**	**$ 577,035,271**

	2023		
	Net Assets Without Donor Restrictions	**Net Assets With Donor Restrictions**	**Total**
Endowment net assets, June 30, 2022	$ 79,212,353	$ 384,186,498	$ 463,398,851
Investment return:			
Investment gain, net	160,728	984,507	1,145,235
Net appreciation	10,461,306	27,125,554	37,586,860
Total investment return	10,622,034	28,110,061	38,732,095
Contributions	–	2,379,086	2,379,086
Appropriation of endowment assets for:			
Operations	(7,079,334)	(16,542,938)	(23,622,272)
Appropriation of endowment assets for campaign support	(2,106,166)	–	(2,106,166)
Other expense	–	(8,621)	(8,621)
Endowment net asset, June 30, 2023	$ 80,648,890	$ 398,124,087	$ 478,772,977

4. Endowment Net Assets (continued)

(b) Underwater Funds

From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the level that the donor or the Act requires the College to retain as a fund of perpetual duration. Deficiencies of this nature that are reported in net assets with donor restrictions are $464,924 and $2,964,227 as of June 30, 2024 and 2023. These deficiencies typically result from unfavorable market fluctuations that occur shortly after the investment of new contributions with donor restrictions and continued appropriation for certain programs that are deemed prudent by the Board of Trustees.

(c) Return Objectives and Risk Parameters

The College has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor restricted funds that the College must hold in perpetuity or for a donor specified period, as well as board designated funds. Under this policy, as approved by the Board of Trustees, the endowment assets are invested in a manner that is intended to produce results that exceed the price and yield results of a benchmark while assuming a moderate level of investment risk. The College expects its endowment funds, over three to five years, to provide an average annual real rate of return of approximately 5% to 6% annually. Actual returns in any given year may vary from this amount.

(d) Strategies Employed for Achieving Objectives

To satisfy its long term rate of return objectives, the College relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The College targets a diversified asset allocation that places emphasis on investments in equities, fixed income, hedge funds, and alternative assets (distressed, real estate, venture capital, and private equities) to achieve its long term objectives within prudent risk parameters.

4. Endowment Net Assets (continued)

(e) Spending Policy

The College utilizes the total return concept (income yield and appreciation) in the management of its endowment. The College has implemented a spending policy designed to stabilize annual spending levels and preserve the real value of the endowment over time. In accordance with the College's policy, a predetermined endowment spending rate, consistent with the College's total return objective, has been established. Should the actual return be insufficient to support this policy, the balance is provided from net accumulated appreciation. Should the return exceed the amounts withdrawn in accordance with the spending policy, the balance is reinvested in the endowment.

The College has a policy of appropriating for distribution each year 4.70% of a weighted average of its endowment funds values as of September 30 for each of the four fiscal years preceding the fiscal year in which the distribution is planned. In establishing these policies, the College considered the expected return on its endowment. Accordingly, the College expects the current spending policy to allow its endowment to maintain its purchasing power by growing at a rate at least equal to planned payouts. Additional real growth will be provided through new gifts and any excess investment return. The College withdrew an additional 0.37% and 0.42% of the fair value of the endowment as of the beginning of the year for each of the years ended June 30, 2024 and 2023, respectively, in order to support its capital campaign. The actual spending rate used to support the College's operating budget for the years ended June 30, 2024 and 2023, calculated as a percentage of the fair value of the endowment as of the beginning of the year, was 5.22% and 5.35%, respectively.

5. Property and Equipment

Property and equipment as of June 30, 2024 and 2023, consist of the following:

	2024	2023
Land	**$ 14,687,722**	$ 14,687,722
Land improvements	**22,280,251**	22,280,251
Buildings	**208,618,387**	208,618,387
Furniture and equipment	**39,589,781**	36,824,846
Robert W. Woodruff Library at the Atlanta University Center Consortium, Inc.	**547,000**	547,000
Construction in progress	**102,597,918**	48,197,625
	388,298,350	331,155,831
Less accumulated depreciation	**148,784,645**	143,239,496
	$ 239,536,414	$ 187,916,335

Depreciation expense totaled $5,545,149 and $5,912,250 in 2024 and 2023, respectively.

6. Bonds Payable

Bonds payable as of June 30, 2024 and 2023, consist of the following:

	Interest Rates	Maturity (Serially)	Original Issue	Outstanding as of June 30 2024	Outstanding as of June 30 2023
Development Authority of Fulton County:					
Fixed rate:					
Revenue Bonds of 2012	2.00%–5.00%	2029	$ 25,145,000	**$ 1,170,000**	$ 1,770,000
Revenue Bonds of 2012	4.00%	2029	725,000	**345,000**	345,000
Revenue Bonds of 2015	3.25%–5.00%	2032	52,080,000	**42,215,000**	46,435,000
				43,730,000	48,550,000
Unamortized premium				**2,065,462**	2,679,040
Bond issuance costs				**(431,434)**	(496,293)
Total bonds payable				**$ 45,364,028**	$ 50,732,747

6. Bonds Payable (continued)

Under the terms of the agreements related thereto, the Revenue Bonds of 2012 (the 2012 bonds) are unsecured general obligations of the College. The proceeds of the 2012 bonds were for the purpose of advance refunding a portion of the 2003 bonds and refunding the outstanding principal balances of the 2005 and 2008 notes payable to a commercial bank. Approximately $18,559,000 of the proceeds from the issuance of the 2012 bonds was placed in escrow in order to refund $17,010,000 of the 2003 bonds on June 1, 2012.

Under the terms of the agreements related thereto, the Revenue Bonds of 2015 (the 2015 bonds) are unsecured general obligations of the College. The proceeds of the 2015 bonds were for the purpose of advance refunding a portion of the 2007 bonds. Approximately $59,683,000 of the proceeds from the issuance of the 2015 bonds was placed in escrow in order to refund $53,820,000 of the 2007 bonds based on an amended maturity date of June 1, 2017.

The maturity schedule for bonds payable as of June 30, 2024, is as follows:

	Revenue Bonds of 2012	**Revenue Bonds of 2015**	**Total**
Year ending June 30:			
2025	$ 465,000	$ 4,430,000	$ 4,895,000
2026	325,000	4,655,000	4,980,000
2027	315,000	4,890,000	5,205,000
2028	305,000	5,135,000	5,440,000
2029	105,000	5,385,000	5,490,000
Thereafter		17,720,000	17,720,000
Total	$ 1,515,000	$ 42,215,000	$ 43,730,000

Interest expense related to bonds payable was $1,681,002 and $1,812,179 for the years ended June 30, 2024 and 2023, respectively.

7. Net Assets Released From Restrictions

Net assets were released from donor imposed restrictions by incurring expenses satisfying the restricted purposes or by occurrence of other events specified by donors for the years ended June 30, 2024 and 2023, as follows:

	2024	2023
Operating:		
Scholarships and fellowships	**$ 23,273,573**	$ 21,538,299
Instruction	**13,796,400**	11,086,928
Research	**3,954,059**	3,188,233
Public service	**50,923**	4,610
Academic support	**4,243,285**	3,572,818
Student services	**2,545,312**	2,032,241
Institutional support	**3,103,584**	3,644,063
Auxiliary enterprises	**267,752**	302,535
Other	**3,747,589**	3,522,762
	54,982,477	48,892,489
Nonoperating:		
Construction	**4,734,984**	–
	$ 59,717,461	$ 48,892,489

8. Net Assets

Net assets with donor restrictions as of June 30, 2024 and 2023, were available for the following purposes:

	2024	2023
Scholarships and fellowships	**$ 177,563,167**	$ 166,876,585
Programs and other operating purposes	**191,081,049**	176,419,326
Contributions and purchase of property and equipment	**89,619,032**	82,080,701
Endowment investment and other	**235,266,954**	159,665,634
	$ 693,530,202	$ 585,042,246

9. Fair Value

The College's estimates of fair value for financial assets and liabilities are based on the framework established in ASC Topic 820, *Fair Value Measurement*. This guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1 inputs – Unadjusted quoted prices for identical assets or liabilities in active markets that are accessible at the measurement date.

- Level 2 inputs – Quoted prices for instruments that are identical or similar in markets that are not active and model-derived valuations for which all significant inputs are observable, either directly or indirectly, in active markets.

- Level 3 inputs – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Investments made directly by the College whose values are based on quoted market prices in active markets, and are therefore classified within Level 1, include actively traded common and preferred stock, U.S. government fixed income instruments, and non U.S. government fixed income instruments. Level 1 investments may also include listed mutual funds, exchange traded funds, and money market funds.

In accordance with ASC Subtopic 820 10, *Fair Value Measurement–Overall*, certain investments that are measured at fair value using NAV as a practical expedient to fair value have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the accompanying consolidated statements of financial position.

9. Fair Value (continued)

The following tables present, for each level within the fair value hierarchy, the College's recurring and nonrecurring fair value measurements for assets as of June 30, 2024 and 2023:

	June 30, 2024				
	Level 1	**Level 2**	**Level 3**	**Investments Measured at NAV**	**Total**
Short-term investments	**$ 30,162,394**	**$ –**	**$ –**	**$ –**	**$ 30,162,394**
U.S. equity	**5,215,209**	**–**	**–**	**91,257,957**	**96,473,166**
Non-U.S. equity	**22,575,954**	**–**	**–**	**56,812,602**	**79,388,556**
Marketable alternatives	**32,628,628**	**–**	**–**	**48,453,330**	**81,081,958**
Real assets	**–**	**–**	**6,250,788**	**5,516,810**	**11,767,598**
Private equity	**–**	**–**	**–**	**208,533,956**	**208,533,956**
Fixed income	**41,869,056**	**–**	**–**	**–**	**41,869,056**
Total investments	**$ 132,451,241**	**$ –**	**$ 6,250,788**	**$ 410,574,655**	**$ 549,276,684**

	June 30, 2023				
	Level 1	**Level 2**	**Level 3**	**Investments Measured at NAV**	**Total**
Short-term investments	$ 32,785,522	$ –	$ –	$ –	$ 32,785,522
U.S. equity	561,222	–	–	51,291,076	51,852,298
Non-U.S. equity	49,225,298	–	–	40,841,445	90,066,743
Marketable alternatives	53,316,822	–	–	74,731,318	128,048,140
Real assets	–	–	5,939,844	5,959,666	11,899,510
Private equity	–	–	–	186,367,088	186,367,088
Fixed income	–	–	–	12,954,713	12,954,713
Total investments	$ 135,888,864	$ –	$ 5,939,844	$ 372,145,306	$ 513,974,014

The carrying amounts of cash and cash equivalents, student accounts receivable, grants, and other receivables approximate fair value because of the terms and relatively short maturity of these financial instruments. Investments are reported at fair value as of the date of the financial statements.

9. Fair Value (continued)

Contributions receivable for current year gifts are initially measured at fair value in the year the receivable is recorded based on the present value of future cash flows discounted at a rate commensurate with risks involved, which is an application of the income approach.

A reasonable estimate of the fair value of advances from the federal government and student loans could not be made because the notes receivable are not salable and can only be assigned to the federal government or its designees. The carrying value of institutional student notes receivable approximates fair value.

The carrying amounts of accounts payable, accrued compensation and related expenses, and other related accruals approximate fair value because of the relatively short maturity of these financial instruments.

10. Leases-Right of Use

The College has several noncancelable operating leases for machinery and equipment with expiration dates through 2029. As of June 30, 2024, the College's right of use assets and corresponding liability was $1,317,925 represented the present value of the remaining lease payments. The payments were discounted using the College's weighted average borrowing rate of 3.35% and weighted average remaining lease term of 3.5 years. As a practical expedient, in accordance with ASC 842, the College elected not to separate non-lease components from the lease component and instead accounted for each separate lease component and the non-lease components associated with that lease component as a single lease component.

Future minimum lease payments for years ending June 30 are as follows:

2025	$ 567,003
2026	416,451
2027	220,971
2028	190,878
2029	13,976
Less present value discount	(91,354)
Present value of lease liabilities	$ 1,317,925

11. Expenses

Expenses are reported in the accompanying consolidated statements of activities in categories recommended by the National Association of College and University Business Officers. The College's primary program service is instruction. Expenses reported as academic support, student services, institutional support, and auxiliary enterprises are incurred in support of this primary program service. Institutional support includes fund raising expenses approximating $3,600,000 and $3,800,000 for the years ended June 30, 2024, and 2023, respectively.

The College allocates operation and maintenance of plant, interest and depreciation to the program and support expenses reported in the accompanying consolidated statements of activities based on square footage. Other expenses attributable to more than one category are based primarily on time and effort allocation techniques.

The following tables report the amount of these expenses included in the accompanying consolidated statements of activities for the year ended June 30, 2024, and 2023:

	2024				
Functional Category	**Compensation and Benefits**	**Interest and Depreciation**	**Services and Other**	**Operation and Maintenance of Plant**	**Total Expenses**
Instruction	**$ 31,385,467**	**$ –**	**$ 9,786,766**	**$ 5,678,927**	**$ 46,851,160**
Research	**3,860,066**	**–**	**2,000,439**	**–**	**5,860,505**
Public service	**240,033**	**–**	**36,234**	**–**	**276,267**
Academic support	**7,831,342**	**–**	**6,476,094**	**615,940**	**14,923,376**
Student services	**10,884,056**	**–**	**3,322,615**	**2,781,113**	**16,987,785**
Auxiliary services	**3,187,703**	**6,146,653**	**16,665,759**	**633,521**	**26,634,636**
Institutional support	**16,902,717**	**1,078,057**	**8,960,263**	**2,948,459**	**29,890,496**
	$ 74,291,384	**$ 7,226,710**	**$ 47,248,170**	**$ 12,657,960**	**$ 141,424,225**

11. Expenses (continued)

	2023				
Functional Category	**Compensation and Benefits**	**Interest and Depreciation**	**Services and Other**	**Operation and Maintenance of Plant**	**Total Expenses**
Instruction	$ 28,458,324	$ –	$ 8,822,594	$ 4,926,815	$ 42,207,733
Research	3,296,067	–	1,234,609	–	4,530,676
Public service	173,020	–	5,691	–	178,711
Academic support	5,972,385	–	8,041,509	576,276	14,590,170
Student services	9,246,756	–	3,019,734	2,602,025	14,868,515
Auxiliary enterprises	3,917,096	7,023,140	14,137,647	550,808	25,628,691
Institutional support	16,202,111	339,121	12,512,000	2,753,524	31,806,756
	$ 67,265,759	$ 7,362,261	$ 47,773,784	$ 11,409,448	$ 133,811,252

12. Liquidity and Availability of Financial Assets

The College's financial assets available for general expenditure within one year of June 30, 2024, are as follows:

	2024	**2023**
Total assets	**$ 993,511,573**	$ 870,926,521
Less non-financial assets and assets not available for general expenditure:		
Contributions receivable	**59,948,057**	32,623,221
Endowment funds	**577,035,271**	478,772,977
Property and equipment	**239,536,414**	187,916,335
Operating right-of-use	**1,317,925**	1,901,019
Other assets	**1,555,059**	1,122,414
Total financial assets available to meet general expenditures within one year	**$ 114,118,847**	$ 168,590,555

12. Liquidity and Availability of Financial Assets (continued)

The College's working capital and cash flow to fund general expenditures have seasonal variations related to the timing of tuition billings, receipt of gifts, pledge payments, and transfers from the endowment. To manage its resources, the College utilizes a combination of investment strategies to align its cash flows with anticipated outflows in accordance with policies approved by the Board of Trustees. The College's endowment funds consist of donor restricted endowments and board designated endowment funds. Board designated endowments were $84.7 million and $80.6 million as of June 30, 2024 and 2023, respectively. Although the College does not intend to spend from its board designated endowment funds, other than amounts appropriated for general expenditure as part of its annual budget approval and appropriation processes, amounts from its board designated endowment funds could be made available if necessary and are considered available for general expenditure.

13. Expendable Net Assets

Expendable net assets can be used to fund capitalized assets. The calculation of expendable net assets as of June 30, 2024 and June 30, 2023, consists of the following:

	2024	2023
Net assets without donor restrictions	**$ 234,287,493**	$ 213,840,406
Net assets with donor restrictions	**693,530,202**	585,042,246
Long term debt	**45,364,028**	50,732,747
Less:		
Net assets restricted in perpetuity	**235,266,954**	159,665,633
Net property and equipment	**239,536,414**	187,916,335
	$ 498,378,355	$ 502,033,431

14. Pension Plan

The College has a defined contribution retirement plan with Teacher's Insurance and Annuity Association and College Retirement Equities Fund, which covers substantially all full-time employees at the time of employment. Employees are fully vested in the College's contributions after completing three full years of service.

14. Pension Plan (continued)

Total pension expense under this plan approximated $2,641,000 and $2,720,000 for the years ended June 30, 2024 and 2023, respectively.

15. Commitments and Contingencies

(a) Federal Compliance Audits

Certain federally funded financial aid programs are routinely subject to compliance audit. The reports on these audits, which are conducted pursuant to specific regulatory requirements by the independent auditors for the College, are required to be submitted to both the College and the U.S. Department of Education. Such agency has the authority to determine liabilities, as well as to limit, suspend, or terminate federal student aid program

These audits could result in claims against the resources of the College. No provision has been recorded for any liabilities that may arise from such audits, since the amounts, if any, cannot be determined at this date. Management believes that any such amounts would not have a material adverse effect on its consolidated financial position on June 30, 2024.

(b) Litigation

The College is a defendant in various litigation considered to be in the normal course of business. Although the final results of any litigation cannot be predicted with certainty, the College believes the outcome of pending litigation will not have a material adverse effect on its consolidated financial position, changes in net assets, or cash flows.

16. Related Parties

As of June 30, 2024 and 2023 the College had unsecured contributions receivable due from non-compensated members of the Board of Trustees in the amounts of $88,970,003 and $1,000,000 respectively. Cash received for contributions made by members of the College's Board of Trustees totaled $13,918,231 and $2,967,918, during the year ended June 30, 2024 and 2023 respectively.

17. Subsequent Events

The College evaluated subsequent events from the financial reporting date of June 30, 2024 through November 18, 2024, which is the date the College's financial statements were available to be issued and determined that there were no significant events requiring recognition or disclosure.

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APPENDIX C

FORM OF OPINION OF BOND COUNSEL

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MURRAY BARNES FINISTER LLP

3525 PIEDMONT ROAD • 5 PIEDMONT CENTER • SUITE 515 • ATLANTA, GEORGIA 30305

_______________, 2025

Development Authority of Fulton County
Atlanta, Georgia

Raymond James & Associates, Inc.
Atlanta, Georgia

The Bank of New York Mellon Trust Company, N.A.
Jacksonville, Florida

Re: $_____________ Development Authority of Fulton County Revenue Bonds (Spelman College), Series 2025

To the Addressees:

We have acted as Bond Counsel in connection with the issuance by the Development Authority of Fulton County (the "***Authority***"), a body corporate and politic of the State of Georgia created and existing under the Development Authorities Law (O.C.G.A. Section 36-62-1 *et seq*.), as amended (the "***Act***") and an activating resolution of the Board of Commissioners of Fulton County adopted on May 16, 1973, as amended, of its $______________ in aggregate principal amount Revenue Bonds (Spelman College), Series 2025 (the "***Series 2025 Bonds***"). We have examined the law and such certified proceedings and other papers as we have deemed necessary to render this opinion, including a copy of the validation proceeding concluded in the Superior Court of Fulton County, Georgia, with respect to the Series 2025 Bonds and certain other obligations. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to original documents of all copies submitted to us as certified, conformed or photographic copies, and as to certificates of public officials, we have assumed the same to have been properly given and to be accurate.

The Series 2025 Bonds are being issued pursuant to a resolution of the Authority adopted on January 28, 2025, as supplemented on _____________, 2025 (as supplemented, the "***Resolution***") and a Trust Indenture, dated as of March 1, 2025 (the "***Original Indenture***"), as supplemented from time to time, including by the First Supplemental Trust Indenture, dated as of March 1, 2025 (the "***First Supplemental Indenture***," and the Original Indenture, as supplemented, the "***Indenture***"), each between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (the "***Trustee***").

The Series 2025 Bonds are being issued for the purpose of (a) refunding all or a portion of the Development Authority of Fulton County Spelman College Revenue Refunding Bonds, Series 2012 issued in the original aggregate principal amount of $25,870,000 (the "***Series 2012 Bonds***"); (b) refunding all or a portion of the Development Authority of Fulton County Spelman College Revenue Refunding Bonds, Series 2015, issued in the original aggregate principal amount of $52,080,000 (together with the Series 2012 Bonds, the "***Refunded Bonds***"); and (c) paying all or a portion of the costs of issuing the Series 2025 Bonds.

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The Authority has agreed to issue the Series 2025 Bonds and loan the proceeds of the sale thereof to Spelman College, a Georgia nonprofit corporation ("***Spelman***"), for the purposes described above pursuant to a Loan Agreement, dated as of March 1, 2025 (the "***Original Agreement***"), as supplemented from time to time, including by the First Supplemental Loan Agreement, dated as of March 1, 2025 (the "***First Supplemental Agreement***," and the Original Agreement, as supplemented, the "***Agreement***"), each between the Authority and Spelman. Spelman is required under the terms of the Agreement to make payments that correspond in time and amount with the payment of principal of and interest on the Series 2025 Bonds and other additional obligations issued in the future under the Indenture as described below (the "***Parity Bonds***"), and such payments will be made by Spelman for the account of the Authority directly to the Trustee and applied for such purpose. Spelman's obligation to make the payments required under the Agreement is a general unsecured obligation of Spelman that is not limited to any particular source of funds or revenues.

Under the Indenture, the Authority has assigned to the Trustee and pledged to the payment of the Series 2025 Bonds, the trust estate (the "***Trust Estate***") which includes (i) all right, title and interest of the Authority in the Agreement (except for the rights of the Authority to payment of its fees and expenses, to indemnification and as otherwise expressly set forth in the Agreement) and (ii) all right, title and interest of the Authority in and to certain moneys and securities from time to time held by the Trustee under the terms of the Indenture. The Indenture permits the issuance in the future of Parity Bonds which rank as to lien on the Trust Estate on a parity with the lien of the Series 2025 Bonds upon compliance with certain conditions as provided in the Indenture, including an amendment or supplement to the Agreement extending Spelman's general unsecured obligation to pay amounts due on such Parity Bonds.

As to questions of fact material to our opinion, we have relied upon (i) representations of the Authority and Spelman, (ii) certified proceedings and other certifications of public officials furnished to us, and (iii) certifications by officials of Spelman relating to, among other things, the use of the proceeds of the Series 2025 Bonds, the Refunded Bonds and the obligations refunded thereby, the design, scope, function, cost and reasonably expected weighted average economic life of the facilities financed or refinanced with the proceeds of the Series 2025 Bonds, the purpose for which Spelman is organized and the nature of its activities, and the status of Spelman as an entity described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "***Code***"), and the amount of use of the facilities financed or refinanced with the Series 2025 Bonds, in an "unrelated trade or business" within the meaning of Section 513 of the Code, contained in certifications of Spelman, dated the date of this opinion, without undertaking to verify the same by independent investigation.

As to (a) the sufficiency of moneys received from the obligations of the United States of America, together with cash, held in trust by the Escrow Agent (hereinafter defined) to provide for the payment of the principal of and interest on the Refunded Bonds up to and including their redemption date and to redeem the Refunded Bonds on their redemption date and (b) the mathematical accuracy of the computation of the yield on the Series 2025 Bonds and the yield on the escrow established under the Escrow Deposit Agreement, dated as of March __, 2025 (the "Escrow Agreement"), among the Authority, Spelman and The Bank of New York Mellon Trust Company, N.A, as escrow agent (the "Escrow Agent") and as trustee and paying agent for the Refunded Bonds, we express no opinion, and refer you to the verification report, dated the date of this opinion, of Terminus Municipal Advisors, LLC.

We express no opinion herein as to the accuracy, completeness or sufficiency of the Official Statement, dated _____________, 2025, relating to the Series 2025 Bonds, or any other offering material relating to the Series 2025 Bonds, and we express no opinion as to compliance by the Authority or Raymond James & Associates, Inc. with any federal or state statute, rule or regulation which may be applicable to the offer or sale of the Series 2025 Bonds.

We express no opinion herein as to (i) the existence, corporate status or good standing of Spelman, (ii) the corporate authority of Spelman to enter into the Original Agreement or the First Supplemental Agreement or any other agreement executed by Spelman in connection with the issuance or sale of the Series 2025 Bonds, (iii) the authorization, execution or delivery by Spelman of the Original Agreement or the First Supplemental Agreement, or the enforceability against Spelman of the Agreement, or (iv) the status of Spelman as an entity described in Section 501(c)(3) of the Code.

Based upon our examination, we are of the opinion, as of the date hereof and under existing law as follows:

1. The Authority is a duly created and validly existing public body corporate and politic of the State of Georgia with full power and authority (a) to issue and sell the Series 2025 Bonds, (b) to loan the proceeds from the sale of the Series 2025 Bonds to Spelman for the purposes described in the Agreement and (c) to execute and deliver the Original Indenture, the First Supplemental Indenture, the Original Agreement and the First Supplemental Agreement and to perform its obligations under the Indenture and the Agreement.

2. The Original Indenture, the First Supplemental Indenture, the Original Agreement and the First Supplemental Agreement have been duly authorized, executed and delivered by the Authority, and the Indenture and the Agreement constitute valid and binding obligations of the Authority enforceable against the Authority in accordance with their respective terms. The Indenture creates a valid security interest in or lien on the Trust Estate. We have not undertaken to file any continuation statements with respect to the security interest created under the Indenture.

3. The Series 2025 Bonds have been duly authorized, validated, executed and delivered by the Authority, and are valid and binding limited obligations of the Authority, secured by the Indenture and payable by the Authority solely from the Trust Estate.

4. Under existing statutes, rulings and court decisions, and under applicable regulations, the interest on the Series 2025 Bonds is not includable in gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative

minimum tax. We express no opinion regarding any other federal tax consequences caused by the receipt or accrual of interest on, or ownership of, the Series 2025 Bonds. In rendering this opinion, we have assumed continuing compliance by the Authority and Spelman with their respective covenants regarding certain requirements of the Code that must be satisfied subsequent to the issuance of the Series 2025 Bonds in order that the interest on the Series 2025 Bonds be, and continue to be, excluded from gross income for federal income tax purposes. Failure to comply with such covenants could cause interest on the Series 2025 Bonds to be included in federal gross income retroactive to the date of issuance of the Series 2025 Bonds.

5. Under existing statutes, the interest on the Series 2025 Bonds is exempt from all present State of Georgia income taxation.

The rights of the owners of the Series 2025 Bonds and the enforceability of the Series 2025 Bonds, the Agreement and the Indenture may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditor's rights generally and principles of equity applicable to the availability of specific performance or other equitable relief.

We are members of the State Bar of Georgia. Our opinions herein are limited to the laws of the State of Georgia and any applicable federal laws of the United States. This opinion is limited to the matters expressly set forth above, and no opinion is implied or may be inferred beyond the matters so stated. This opinion is intended solely for the use of the addressees and their permitted successors and/or assigns and may not be relied upon for any other purpose or furnished to any other person for any purpose without our prior written consent. We expressly disclaim any duty to update this opinion in the future for any changes of fact or law that may affect any of the opinions expressed herein.

Very truly yours,

MURRAY BARNES FINISTER LLP

By:____
A Partner

APPENDIX D

FORM OF CONTINUING DISCLOSURE CERTIFICATE

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CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement (this "**Disclosure Agreement**") is executed and delivered by Spelman College ("**Spelman**"), a Georgia nonprofit corporation, as the obligated person on behalf of the Development Authority of Fulton County (the "**Authority**"), and by Digital Assurance Certification, LLC, as the initial Dissemination Agent (the "**Dissemination Agent**") pursuant to this Disclosure Agreement. The Authority has issued **[$___________]** aggregate principal amount of the Authority's Revenue Bonds (Spelman College), Series 2025 (the "**Series 2025 Bonds**"), pursuant to the Trust Indenture, dated as of March 1, 2025, as supplemented, including by a First Supplemental Trust Indenture, dated as of March 1, 2025 (as supplemented, the "**Indenture**"), each between the Authority and The Bank of New York Melon Trust Company, N.A., as trustee (the "**Trustee**").

The proceeds of the Series 2025 Bonds are being loaned to Spelman pursuant to a Loan Agreement, dated as of March 1, 2025, as supplemented, including by a First Supplemental Loan Agreement, dated as of March 1, 2025 (as supplemented, the "**Loan Agreement**"), each between the Authority and Spelman. Spelman and the Dissemination Agent each hereby covenant and agree as follows:

SECTION 1. <u>Purpose of the Disclosure Agreement</u>. This Disclosure Agreement is being executed and delivered by Spelman and the Dissemination Agent for the benefit of the Beneficial Owners of the Series 2025 Bonds and in order to assist the Participating Underwriter in complying with the Rule (defined below). Spelman and the Dissemination Agent acknowledge that the Authority has undertaken no responsibility with respect to any reports, notices or disclosures provided or required under this Disclosure Agreement, and has no liability to any person, including any Beneficial Owner, with respect to the Rule.

SECTION 2. <u>Definitions</u>. In addition to the definitions set forth in the Indenture which apply to any capitalized term used in this Disclosure Agreement unless otherwise defined in this Disclosure Agreement, the following capitalized terms shall have the following meanings:

"**Annual Report**" shall mean any Annual Report provided by Spelman pursuant to, and as described in, Sections 3 and 4 of this Disclosure Agreement.

"Beneficial Owner" shall mean any person who (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Series 2025 Bonds (including persons holding Series 2025 Bonds through nominees, depositories or other intermediaries) or (b) is treated as the owner of any Series 2025 Bonds for federal income tax purposes.

"**Dissemination Agent**" shall mean initially Digital Assurance Certification, LLC ("**DAC**"), or any successor Dissemination Agent designated in writing by Spelman and that has filed with Spelman a written acceptance of such designation.

"**EMMA**" shall mean the Electronic Municipal Market Access system as described in 1934 Act Release No. 59062 and maintained by the MSRB for the purposes of the Rule as further described herein.

"**Financial Obligation**" shall mean a (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (c) guarantee of (a) or (b) of this definition. The term "Financial Obligation" shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

"**Fiscal Year**" shall mean any period of 12 consecutive months adopted by Spelman as the fiscal year for financial reporting purposes and shall initially mean the period beginning on July 1 of each calendar year and ending on June 30 of the next calendar year.

"**Listed Events**" shall mean any of the events listed in Section 5(a) of this Disclosure Agreement.

"**MSRB**" shall mean the Municipal Securities Rulemaking Board or any successor thereto.

"**Official Statement**" shall mean the Official Statement of Spelman relating to the Series 2025 Bonds.

"**Participating Underwriter**" shall mean, with respect to the Series 2025 Bonds, Raymond James & Associates, Inc.

"**Rule**" shall mean Rule 15c2-12(b)(5) adopted by the SEC under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"**SEC**" means the United States Securities and Exchange Commission.

"State" shall mean the State of Georgia.

SECTION 3. Provision of Annual Reports.

(a) Spelman shall, or shall cause the Dissemination Agent, (if any) to, not later than the last day of the second fiscal quarter after the end of each Fiscal Year (the "**Reporting Date**"), commencing with Fiscal Year 2025, provide to the MSRB in an electronic format as prescribed by the MSRB (which, as of the date hereof, is EMMA) an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Agreement. If the Reporting Date is a Saturday, Sunday or holiday, the Reporting Date shall be the first business day thereafter. On or before the Reporting Date, Spelman shall provide the Annual Report to the Dissemination Agent (if any). In each case, the Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Agreement; provided that the audited financial statements of Spelman may be submitted separately from the balance of the Annual Report (*i.e.*, in the event that the audited financial statements have not been completed by the Reporting Date). In such event, Spelman's audited financial statements will be submitted promptly upon their availability. In the event that Spelman's audited financial statements are not available at the time of the Reporting Date and will be submitted at a later date, Spelman shall include the unaudited financial statements (excluding notes) of Spelman in the information provided to the MSRB in its Annual Report and Spelman shall indicate in the Annual Report the date on which the audited financial statements will be submitted. The audited financial statements of Spelman, when available, will be provided to the MSRB in an electronic format as prescribed by the MSRB (which, as of the date hereof, is EMMA).

(b) Spelman or the Dissemination Agent (if any) shall also:

(i) determine each year prior to the Reporting Date the appropriate electronic format prescribed by the MSRB for filing with the MSRB, the proper form of such filing and the proper location for such filing (which, as of the date hereof, is EMMA);

(ii) if the Annual Report is not distributed/filed (or the audited financial statements which were to be separately submitted) by the date required in subsection (a), send a notice to the MSRB in electronic format prescribed by the MSRB (which as of the date hereof is EMMA) in substantially the form attached hereto as Exhibit A; and

(iii) if the Dissemination Agent is other than Spelman, within ten (10) days after the Annual Report is filed with the MSRB in an electronic format prescribed by the MSRB (which as of the date hereof is EMMA) file a report with Spelman certifying that the Annual Report has been provided pursuant to this Disclosure Agreement and the date provided.

SECTION 4. Content of Annual Reports. Spelman's Annual Report shall contain or incorporate by reference the following:

(a) the audited financial statements of Spelman for the preceding Fiscal Year, which shall be prepared in accordance with generally accepted accounting principles, as in effect from time to time, and which shall be accompanied by an opinion letter, if available at the time of submission of the Annual Report to the MSRB pursuant to Section 3(a) hereof, resulting from an audit conducted by an independent certified public accountant or firm of independent certified public accountants in conformity with generally accepted auditing standards;

(b) to the extent not included in the audited financial statements (including the notes thereto) of Spelman, if generally accepted accounting principles have changed since the last Annual Report submitted pursuant to Section 3(a) hereof and if such changes are material to Spelman, a narrative explanation describing the impact of such changes on Spelman;

(c) if the Fiscal Year has changed, a statement indicating Spelman's new Fiscal Year; and

(d) information for the preceding Fiscal Year regarding the following categories of financial information and operating data of Spelman, as originally set forth under such headings in Appendix A to the Official Statement, to the extent not included in the audited financial statements (including the notes thereto) of Spelman furnished pursuant to paragraph (a) above: (i) student headcount and FTE enrollment as set forth in the table entitled "STUDENTS – Enrollment"; (ii) first-year students admissions as set forth under the heading "STUDENTS – Admissions"; (iii) tuition, fees and room & board as set forth under the heading "STUDENTS – Tuition, Fees and Room & Board"; and (iv) classification of the fair value of endowment funds by types as set forth in the table under the heading "OTHER FINANCIAL MATTERS – Endowments and Similar Funds."

Any or all of the items listed above may be incorporated by reference from other documents, including official statements of debt issues with respect to which Spelman is an "obligated person" (as defined by the Rule), which have been submitted to the MSRB or the SEC. If the document incorporated by reference is a final official statement, it must be available from the MSRB in an electronic format prescribed by the MSRB (which, as of the date hereof, is EMMA). Spelman shall clearly identify each such other document so incorporated by reference.

SECTION 5. Reporting of Significant Events.

(a) Within ten (10) business days of the occurrence of one of the following Listed Events, Spelman or the Dissemination Agent (if any) shall file a notice of such occurrence with the MSRB in an electronic format prescribed by the MSRB (which, as of the date hereof, is EMMA):

(i) Principal and interest payment delinquencies.

(ii) Non-payment related defaults, if material.

(iii) Unscheduled draws on debt service reserves reflecting financial difficulties.

(iv) Unscheduled draws on credit enhancements reflecting financial difficulties.

(v) Substitution of credit or liquidity providers, or their failure to perform.

(vi) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, or a Notice of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Series 2025 Bonds, or other events affecting the tax status of the Series 2025 Bonds.

(vii) Modification to rights of the Beneficial Owners of the Series 2025 Bonds, if material.

(viii) Bond calls, if material, and tender offers.

(ix) Defeasances.

(x) Release, substitution or sale of property securing repayment of the Series 2025 Bonds, if material.

(xi) Rating changes.

(xii) Bankruptcy, insolvency, receivership or similar event of Spelman, including any of the following: the appointment of a receiver, fiscal agent or similar officer for Spelman in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or government authority has assumed jurisdiction over substantially all of the assets or business of Spelman, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of Spelman.

(xiii) Consummation of a merger, consolidation, acquisition involving an obligated person, or sale of all or substantially all of the assets of an obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material.

(xiv) Appointment of a successor or additional trustee or the change in name of a trustee, if material.

(xv) Incurrence of a Financial Obligation of Spelman, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of Spelman, any of which affect security holders, if material.

(xvi) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of Spelman, any of which reflect financial difficulties.

(b) The content of any notice of the occurrence of a Listed Event shall be determined by Spelman and shall be in substantially the form attached hereto as Exhibit B.

SECTION 6. Termination of Reporting Obligation. Spelman's obligations under this Disclosure Agreement shall terminate upon the legal defeasance, prior redemption, or payment in full of all of the Series 2025 Bonds. If Spelman's obligations are assumed in full by some other entity, such person shall be responsible for compliance with this Disclosure Agreement in the same manner as if it were Spelman.

SECTION 7. Dissemination Agent. Spelman may, from time to time, appoint a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Agreement, and Spelman may, from time to time, discharge the Dissemination Agent, with or without appointing a successor Dissemination Agent. Spelman has engaged DAC as the initial Dissemination Agent to assist it in carrying out its obligations under this Disclosure Agreement.

The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Agreement. The Dissemination Agent's obligation to deliver the information at the times and with the contents described herein shall be limited to the extent Spelman has provided such information to the Dissemination Agent as required by this Disclosure Agreement. The Dissemination Agent shall have no duty with respect to the content of any disclosures or notice made pursuant to the terms hereof. The Dissemination Agent shall have no duty or obligation to review or verify any information, disclosures or notices provided to it by Spelman and shall not be deemed to be acting in any fiduciary capacity for Spelman, the Beneficial Owners or any other party. The Dissemination Agent shall have no responsibility for Spelman's failure to report to the Dissemination Agent a Listed Event or a duty to determine the materiality thereof. The Dissemination Agent shall have no duty to determine, or liability for failing to determine, whether Spelman has complied with this Disclosure Agreement. The Dissemination Agent may conclusively rely upon certifications of Spelman at all times.

Spelman agrees to indemnify and hold harmless the Dissemination Agent, its officers, directors, employees and agents (collectively, the "**Dissemination Agent Parties**"), against any loss, expense and liabilities which they may incur arising out of or in the exercise or performance of their duties hereunder, including the costs and expenses (including attorney fees) of defending against any claim of liability, but excluding loss, expense or liabilities due to the Dissemination Agent Parties' gross negligence or willful misconduct.

SECTION 8. Amendment; Waiver. This Disclosure Agreement may be amended only upon receipt of an opinion to Spelman rendered by independent counsel experienced in securities law matters to the effect that the amendment does not violate the provisions of the Rule.

In the event that this Disclosure Agreement is amended or any provision of this Disclosure Agreement is waived, the first Annual Report containing any amended, or omitting any waived, operating data or financial information shall explain, in narrative form, the reasons for the amendment or waiver and the impact of the change in the type of operating data or financial information being provided in the Annual Report. If the amendment or waiver relates to the accounting principles to be followed in preparing financial statements, the Annual Report for the year in which the change is made shall present a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. The comparison shall include a qualitative discussion of the differences in the accounting principles and impact of the change in the accounting principles on the presentation of the financial information. To the extent reasonably feasible, the comparison must also be qualitative. A notice of the change in the accounting principles shall be filed with the MSRB in an electronic format as prescribed by the MSRB (which, as of the date hereof, is EMMA) on or before the effective date of any such amendment or waiver.

SECTION 9. Additional Information. Nothing in this Disclosure Agreement shall be deemed to prevent Spelman from disseminating any other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Agreement. If Spelman chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Agreement, Spelman shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 10. Default. In the event of a failure of Spelman to comply with any provision of this Disclosure Agreement, any Beneficial Owner may take such actions, to the extent and in such manner as may be allowed by applicable law, as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause Spelman to comply with its obligations under this Disclosure Agreement. A default under this Disclosure Agreement will not be deemed an "Event of Default" under the Indenture or the Loan Agreement, and the sole remedy under this Disclosure Agreement in the event of any failure of Spelman to comply with this Disclosure Agreement will be an action to compel performance. A court may in its discretion decide not to order the specific performance of the covenants contained in this Disclosure Agreement.

SECTION 11. Beneficiaries. This Disclosure Agreement shall inure solely to the benefit of Spelman, the Authority, the Trustee, the Participating Underwriter, and the Beneficial Owners and shall create no rights in any other person or entity.

SECTION 12. Notices. Any notices or communications to or among any of the parties to this Disclosure Agreement may be given as follows:

To Spelman:	Spelman College 350 Spelman Lane SW Atlanta, Georgia 30314-4399 Attention: Chief Financial Officer Telephone: (404) 727-2827
To the Dissemination Agent:	Digital Assurance Corporation, LLC 390 North Orange Avenue, Suite 1750 Orlando, Florida 32801 Telephone: (404) 270-5073 Email: www.dacbond.com

Any person may, by written notice to the other persons listed above, designate a different address or telephone number(s) to which subsequent notices or communications should be sent.

SECTION 13. Counterparts. This Disclosure Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

SECTION 14. Governing Law. This Disclosure Agreement shall be governed by and construed in accordance with the laws of the State of Georgia.

SECTION 15. **<u>Severability</u>.** In case any one or more of the provisions of this Disclosure Agreement shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Disclosure Agreement, but this Disclosure Agreement shall be considered and enforced as if such illegal or invalid provision had not been contained herein.

Date: March ___, 2025

DIGITAL ASSURANCE CERTIFICATION, LLC as Dissemination Agent

By:____
Senior Vice President

Date: March ___, 2025

SPELMAN COLLEGE

By:____
Chief Financial Officer

EXHIBIT A

NOTICE TO MSRB OF FAILURE TO FILE ANNUAL REPORT

Name of Obligated Person:	Spelman College
Name of Issuer:	Development Authority of Fulton County
Name of Bond Issue:	**[$___________]** Development Authority of Fulton County Revenue Bonds (Spelman College), Series 2025
Date of Issuance:	March __, 2025

NOTICE IS HEREBY GIVEN that Spelman College has not provided an Annual Report with respect to the above-named Series 2025 Bonds as required by Section 3(a) of the Continuing Disclosure Agreement dated ____________, 2025. Spelman anticipates that the Annual Report will be filed by ______________.

Dated: ___________________

SPELMAN COLLEGE

By:_________________________________
Title:_______________________________

EXHIBIT B

NOTICE TO MSRB

Relating to

[$___________] Development Authority of Fulton County
Revenue Bonds (Spelman College), Series 2025

CUSIP NUMBERS[2]

NOTICE IS HEREBY GIVEN that [insert the Listed Event] has occurred. [Describe circumstances leading up to the event, action being taken and anticipated impact.]

This notice is based on the best information available at the time of dissemination and is not guaranteed as to accuracy or completeness. Any questions regarding this notice should be directed to [insert instructions for presenting securities, if applicable].

[Notice of the Listed Events described in Section 5(a)(ix) shall include the following:

Spelman College ("Spelman") hereby expressly reserves the right to direct the Development Authority of Fulton County (the "Authority") to redeem such refunded or defeased bonds prior to their stated maturity date in accordance with the optional/extraordinary redemption provisions of said defeased bonds.

OR

Spelman hereby covenants not to exercise any optional or extraordinary redemption provisions under the Indenture; however, the sinking fund provision will survive the defeasance.

AND

The Series 2025 Bonds have been defeased to [maturity/the first call date, which is __________]. This notice does not constitute a notice of redemption and no bonds should be delivered to Spelman, the Authority or the Trustee as a result of this mailing. A Notice of Redemption instructing you where to submit your bonds for payment will be mailed _______ to _______ days prior to the redemption date.]

Dated:_____________________

SPELMAN COLLEGE

By:____________________________________
Title:__________________________________

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[2]No representation is made as to the correctness of the CUSIP number either as printed on the bonds or as contained herein, and reliance may only be placed on other bond identification contained herein.

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APPENDIX E

CERTAIN DEFINITIONS

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CERTAIN DEFINITIONS

The following words and terms defined in the Indenture shall have the following meanings in this Official Statement when used in connection with the Series 2025 Bonds:

"**Act**" means the Development Authorities Law (O.C.G.A. Section 36-62-1, *et seq.*), as amended.

"**Beneficial Owner**" means the owner of a beneficial interest in a Series 2025 Bond under a book-entry system established pursuant to the Indenture.

"**Bond Register**" means the registration books of the Authority kept by the Trustee to evidence the registration and transfer of Series 2025 Bonds.

"**Bond Registrar**" means the Trustee when acting as such and any other bank or trust company designated and at the time serving as bond registrar under the Indenture.

"**Bonds**" means the Series 2025 Bonds and the Parity Bonds.

"**Business Day**" means a day (a) other than a day on which banks located in the City of New York, New York or the cities in which the Principal Office of the Trustee, the Remarketing Agent or the Liquidity Facility Provider (if there is a Remarketing Agent or Liquidity Facility Provider relating to the Series 2025 Bonds) are located, are required or authorized by law or executive order to close, and (b) on which the New York Stock Exchange is not closed.

"**Credit Facility**" means, as to any particular series of Bonds, a municipal bond insurance policy, letter of credit or other similar facility (other than an obligation of the College) providing assurance for the payment of principal and interest on the Bonds when due. There is no Credit Facility for the Series 2025 Bonds.

"**Credit Facility Provider**" means, as to any particular series of Bonds, the provider of a Credit Facility relating to such Bonds so long as there is no default by the provider thereof in the payment of amounts due thereunder when due. There is no Credit Facility Provider for the Series 2025 Bonds.

"**Favorable Opinion of Bond Counsel**" means an opinion of nationally recognized bond counsel acceptable to the College to the effect that the action proposed to be taken is authorized or permitted by the Indenture and the Act and will not adversely affect the exclusion of interest on the tax-exempt Bonds from gross income for purposes of federal income taxation under Section 103 of the Internal Revenue Code of 1986, as amended.

"**Holder**" means the person in whose name a Bond is registered on the Bond Register, which shall be DTC so long as DTC is serving as book-entry agent for the Bonds.

"**Interest Payment Date**" means each June 1 or December 1, commencing June 1, 2025.

"**Investment Obligations**" shall mean any one or more of the following investments, if and to the extent the same are then legal investments under the applicable laws of the State for moneys proposed to be invested therein:

(a) the local government investment pool created in Chapter 83 of Title 36 of the Official Code of Georgia Annotated;

(b) Bonds or obligations of the State or other states, or of counties, municipal corporations, or political subdivisions of the State;

(c) Bonds or other obligations of the United States or of subsidiary corporations of the United States Government which are fully guaranteed by such government;

(d) Obligations of and obligations guaranteed by agencies or instrumentalities of the United States Government, including those issued by the Federal Land Bank, Federal Home Loan Bank, Federal

Intermediate Credit Bank, Bank for Cooperatives, and any other such agency or instrumentality; provided, however, that all such obligations shall have a current credit rating from a nationally recognized rating service of at least one of the three highest rating categories available and have a nationally recognized market;

(e) Bonds or other obligations issued by any public housing agency or municipal corporation in the United States, which such bonds or obligations are fully secured as to the payment of both principal and interest by a pledge of annual contributions under an annual contributions contract or contracts with the United States Government, or project notes issued by any public housing agency, urban renewal agency, or municipal corporation in the United States which are fully secured as to payment of both principal and interest by a requisition, loan, or payment agreement with the United States government;

(f) Certificates of deposit of national or state banks located within the State which have deposits insured by the Federal Deposit Insurance Corporation and certificates of deposit of federal savings and loan associations and state building and loan associations located within the State which have deposits insured by the Savings Association Insurance Fund of the Federal Deposit Insurance Corporation or the Georgia Credit Union Deposit Insurance Corporation, including the certificates of deposit of any bank, savings and loan association, or building and loan association acting as depositary, custodian, or trustee for any such bond proceeds. The portion of such certificates of deposit in excess of the amount insured by the Federal Deposit Insurance Corporation, the Savings Association Insurance Fund of the Federal Deposit Insurance Corporation or the Georgia Credit Union Deposit Insurance Corporation, if any, shall be secured by deposit, with the Federal Reserve Bank of New York, or with any national or state bank or federal savings and loan association or state building and loan or savings and loan association located within the State or with a trust office within the State, of one or more the following securities in an aggregate principal amount equal at least to the amount of such excess; direct and general obligations of the State or other states or of any county or municipal corporation in the State, obligations of the United States or subsidiary corporations referenced in paragraph (c) hereof, obligations of the agencies and instrumentalities of the United States Government referenced in paragraph (d) hereof, or bonds, obligations, or project notes of public housing agencies, urban renewal agencies, or municipalities referenced in paragraph (e) hereof;

(g) Securities of or other interests in any no-load, open-end management type investment company or investment trust registered under the Investment Company Act of 1940, as from time to time amended, or any common trust fund maintained by any bank or trust company which holds such proceeds as trustee or by an affiliate thereof so long as:

(i) the portfolio of such investment company or investment trust or common trust fund is limited to the obligations referenced in paragraph (c) and (d) hereof and repurchase agreements fully collateralized by any such obligations;

(ii) such investment company or investment trust or common trust fund takes delivery of such collateral either directly or through an authorized custodian;

(iii) such investment company or investment trust or common trust fund is managed so as to maintain its shares at a constant net asset value; and

(iv) securities of or other interests in such investment company or investment trust or common trust fund are purchased and redeemed only through the use of national or state banks having corporate trust powers and located within the State; and

(h) Interest-bearing time deposits, repurchase agreements, reverse repurchase agreements, rate guarantee agreements, or other similar banking arrangements with a bank or trust company having capital and surplus aggregating at least $50 million or with any government bond dealer reporting to, trading with, and recognized as a primary dealer by the Federal Reserve Bank of New York having capital aggregating at least $50 million or with any corporation which is subject to registration with the Board of Governors of the Federal Reserve System pursuant to the requirements of the Bank Holding Company Act of 1956, provided that each such interest-bearing time deposit, repurchase agreement, reverse repurchase agreement, rate guarantee agreement, or other similar banking arrangement shall permit the money so placed to be available for use at the time provided with respect to the investment of reinvestment of such moneys; and

(i) Any other investments to the extent at the time permitted by then applicable law for the investment of public funds.

"**Liquidity Facility**" means, as to any particular series of bonds, an agreement or obligation on the part of a Liquidity Facility Provider to pay the Purchase Price of the Bonds on purchase dates applicable thereto. There is no Liquidity Facility in effect for or purchase date applicable to the Series 2025 Bonds.

"**Liquidity Facility Provider**" means, as to any particular series of bonds, any commercial bank, trust company, insurance company or other financial institution that provides a Liquidity Facility then in effect, in its capacity as issuer of that Liquidity Facility. There is no Liquidity Facility Provider in effect for the Series 2025 Bonds.

"**Net Proceeds**" when used with respect to any insurance proceeds or any condemnation award, means the amount remaining after deducting all expenses (including attorneys' fees and disbursements) incurred in the collection of such proceeds or award from the gross proceeds thereof.

"**Parity Bonds**" means additional bonds which, if issued under the Indenture, will rank on a parity as to lien on the Trust Estate established by the Indenture with the lien of the Series 2025 Bonds.

"**Paying Agent**" means the Trustee and any other commercial bank or trust institution organized under the laws of any state of the United States of America or any national banking association designated by the Indenture or any supplemental indenture as paying agent for the Series 2025 Bonds at which the principal of and redemption premium (if any) and interest on such Series 2025 Bonds shall be payable.

"**Principal Office**" means, with respect to any entity performing functions under any bond documents, the principal office of that entity or its affiliate at which those functions are performed.

"**Record Date**" means, with respect to the Series 2025 Bonds, the 15th day immediately preceding an Interest Payment Date or, in the event that an Interest Payment Date shall occur less than 15 days after the first day of a fixed rate period or term rate period, that first day.

"**Trustee**" means The Bank of New York Mellon Trust Company, N.A., a national banking association, and its successors and any entity 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 successor trustee hereunder.

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APPENDIX F

BOOK-ENTRY ONLY SYSTEM

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BOOK-ENTRY ONLY SYSTEM

DTC will act as securities depository for the Series 2025 Bonds. The Series 2025 Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued in the aggregate principal amount of the Series 2025 Bonds and will be deposited with DTC at the office of the Trustee on behalf of DTC utilizing the DTC FAST system of registration.

DTC, the world's largest securities depository, is a limited-purpose trust College 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 College 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 2025 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2025 Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2025 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 2025 Bonds, except in the event that use of the book-entry system for the Series 2025 Bonds is discontinued.

To facilitate subsequent transfers, all of the Series 2025 Bonds deposited by Direct Participants with DTC (or the Trustee on behalf of DTC utilizing the DTC FAST system of registration) 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 the Series 2025 Bonds with DTC (or the Trustee on behalf of DTC utilizing the DTC FAST system of registration) 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 2025 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such the Series 2025 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 2025 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2025 Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of the Series 2025 Bonds may wish to ascertain that the nominee holding the Series 2025 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 Trustee and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Series 2025 Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2025 Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Authority as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2025 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payments of principal of and premium, if any, and interest on the Series 2025 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 Trustee, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with the Series 2025 Bonds 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 or its nominee, the Trustee or the Authority, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of 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 2025 Bonds at any time by giving reasonable notice to the Authority or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

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

NONE OF THE AUTHORITY, THE TRUSTEE OR THE COLLEGE WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO ANY DIRECT PARTICIPANT, INDIRECT PARTICIPANT OR ANY BENEFICIAL OWNER OR ANY OTHER PERSON NOT SHOWN ON THE REGISTRATION BOOKS OF THE TRUSTEE AS BEING A HOLDER WITH RESPECT TO: (1) THE SERIES 2025 BONDS; (2) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT; (3) THE PAYMENT BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL OR REDEMPTION PRICE OF OR INTEREST ON THE SERIES 2025 BONDS; (4) THE DELIVERY BY ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY NOTICE TO ANY BENEFICIAL OWNER WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE INDENTURE TO BE GIVEN TO HOLDERS; (5) THE SELECTION OF THE BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE SERIES 2025 BONDS; OR (6) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS HOLDER.

Each Beneficial Owner for whom a Direct Participant or Indirect Participant acquires an interest in the Series 2025 Bonds, as nominee, may desire to make arrangements with such Direct Participant or Indirect Participant to receive a credit balance in the records of such Direct Participant or Indirect Participant, to have all notices of redemption, elections to tender the Series 2025 Bonds or other communications to or by DTC which may affect such Beneficial Owner forwarded in writing by such Direct Participant or Indirect Participant, and to have notification made of all debt service payments.

Beneficial Owners may be charged a sum sufficient to cover any tax, fee, or other governmental charge that may be imposed in relation to any transfer or exchange of their interests in the Series 2025 Bonds.

The Authority and the College cannot and do not give any assurances that DTC, Direct Participants, Indirect Participants or others will distribute payments of debt service on the Series 2025 Bonds made to DTC or its nominee as the registered owner, or any redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis, or that DTC, Direct Participants or Indirect Participants will serve and act in the manner described in this Official Statement.

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Spelman

College

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