PRELIMINARY OFFICIAL STATEMENT DATED MAY 3, 2024

This document is "deemed final" by the Issuer as of its date for purposes of, and except for certain omissions permitted by, SEC Rule 15c2-12(b)(1).

New Issue - Book-Entry Only

This Official Statement has been prepared by the Division of Bond Finance to provide information about the 2024A Bonds and the 2024B Bonds (the "2024A&B Bonds"). Selected information is presented on this cover page for the convenience of the reader. To make an informed decision, a prospective investor should read this Official Statement in its entirety. Unless otherwise indicated, capitalized terms have the meanings given in Appendices A, B, and C.

$326,585,000*
STATE OF FLORIDA
Board of Governors
Florida State University Athletics Association Revenue Bonds

Consisting of

$291,585,000 Series 2024A and
$35,000,000 Series 2024B (Taxable)

Dated: Date of Delivery **Due:** October 1, as shown on the inside front cover

Bond Ratings	AA- (stable outlook) | Fitch Ratings Aa3 (stable outlook) | Moody's Ratings
Tax Status	In the opinion of Bond Counsel, assuming compliance with applicable covenants, under existing statutes, regulations, and judicial decisions, the interest on the 2024A Bonds will be excluded from gross income for federal income tax purposes of the holders thereof and will not be an item of tax preference for purposes of the alternative minimum tax; however, the interest on the 2024A Bonds may be included in the "adjusted financial statement income" of certain "applicable corporations" that are subject to the 15-percent alternative minimum tax under section 55 of the Internal Revenue Code of 1986, as amended. The 2024A Bonds and the income thereon are not subject to taxation under the laws of the State of Florida, except estate taxes and taxes under Chapter 220, Florida Statutes, as amended. INTEREST ON THE 2024B BONDS IS NOT EXCLUDED FROM GROSS INCOME FOR FEDERAL INCOME TAX PURPOSES. See "TAX MATTERS" herein for a description of other tax consequences to holders of the 2024A&B Bonds.
Redemption	Certain of the 2024A Bonds are subject to optional redemption as provided herein. The 2024A&B Bonds may be subject to mandatory redemption, contingent upon the exercise of the Term Bonds option. See "REDEMPTION PROVISIONS" herein for more complete information
Security	The 2024A&B Bonds will be secured by and payable from a first lien on the Pledged Revenues. The Pledged Revenues consist of certain annual revenues generated by the University's Athletics Department, less a limited amount of revenues pledged to Prior Lien Obligations, plus gross revenues generated by Seminole Boosters consisting of annual membership fees and capital gifts and donations that are received within five years of issuance. See "SECURITY FOR THE 2024A&B BONDS" herein for more detailed information. The 2024A&B Bonds will not be secured by a Reserve Account. The 2024A&B Bonds are not secured by the full faith and credit of the State of Florida or the University.
Lien Priority	The lien of the 2024A&B Bonds is a first lien on the Pledged Revenues, which are defined to exclude a limited amount pledged to the Prior Lien Obligations. See "SECURITY FOR THE 2024A&B BONDS – Prior Lien Obligations" herein for more complete information on specified amounts committed to the Prior Lien Obligations. The 2024A&B Bonds will be on a parity with any subsequently issued Additional Bonds.
Additional Bonds	Additional Bonds payable on a parity with the 2024A&B Bonds may be issued if the average Pledged Revenues, excluding Capital Gifts and Donations Revenue, for the two immediately preceding Fiscal Years, as adjusted, are at least 150% of the Annual Debt Service Requirement in the current Fiscal Year and each Fiscal Year thereafter through the final maturity of the Bonds then Outstanding and the Additional Bonds proposed to be issued. This description of the requirements for the issuance of the Additional Bonds is only a summary of the complete requirements. See "SECURITY FOR THE 2024A& BONDS – Additional Bonds" herein for more complete information.
Purpose	Proceeds will be used to finance a portion of the 2024 Project, fund capitalized interest on the 2024A Bonds, and to pay costs of issuance of the 2024A&B Bonds.
Interest Payment Dates	April 1 and October 1, commencing October 1, 2024.
Record Dates	March 15 and September 15.
Form/ Denomination	The 2024A&B Bonds will initially be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). Individual purchases will be made in book-entry form only through Direct Participants (defined herein) in denominations of $1,000 and integral multiples thereof. Purchasers of the 2024A&B Bonds will not receive physical delivery of the 2024A&B Bonds. See "DESCRIPTION OF THE 2024A&B BONDS" herein.
Closing/Settlement	It is anticipated that the 2024A&B Bonds will be available for delivery through the facilities of DTC in New York, New York approximately three weeks from the date bids are received.
Bond Registrar/ Paying Agent	U.S. Bank Trust Company, National Association, Orlando, Florida.
Bond Counsel	Bryant Miller Olive P.A., Tallahassee, Florida.
Issuer Contact/Website	Division of Bond Finance, (850) 488-4782, bond@sbafla.com, website: https://bondfinance.sbafla.com
Maturity Structure	The 2024A&B Bonds will mature on the dates and bear interest at the rates set forth on the inside front cover.

* Preliminary, subject to change

MATURITY STRUCTURE

$291,585,000*
Series 2024A Bonds

Initial CUSIP©	Due Date	Principal Amount*	Interest Rate	Price or Yield	First Optional Redemption Date and Price
	October 1, 2024	$4,035,000			
	October 1, 2025	3,170,000			
	October 1, 2026	3,330,000			
	October 1, 2027	3,510,000			
	October 1, 2028	5,970,000			
	October 1, 2029	7,725,000			
	October 1, 2030	8,120,000			
	October 1, 2031	8,535,000			
	October 1, 2032	8,975,000			
	October 1, 2033	9,435,000			
	October 1, 2034	9,920,000			
	October 1, 2035	10,430,000			
	October 1, 2036	10,960,000			
	October 1, 2037	11,525,000			
	October 1, 2038	12,115,000			
	October 1, 2039	12,735,000			
	October 1, 2040	13,390,000			
	October 1, 2041	14,080,000			
	October 1, 2042	14,800,000			
	October 1, 2043	15,560,000			
	October 1, 2044	8,160,000			
	October 1, 2045	8,580,000			
	October 1, 2046	9,020,000			
	October 1, 2047	9,485,000			
	October 1, 2048	9,970,000			
	October 1, 2049	10,480,000			
	October 1, 2050	11,015,000			
	October 1, 2051	11,580,000			
	October 1, 2052	12,175,000			
	October 1, 2053	12,800,000			

BIDS FOR THE 2024A BONDS WILL BE RECEIVED
AS PROVIDED IN THE NOTICE OF BOND SALE

* Preliminary, subject to change

MATURITY STRUCTURE (CONTINUED)

$35,000,000*
Series 2024B Bonds (Taxable)

Initial CUSIP©	Due Date	Principal Amount*	Interest Rate	Price or Yield
	October 1, 2024	$9,065,000		
	October 1, 2025	6,660,000		
	October 1, 2026	7,630,000		
	October 1, 2027	7,010,000		
	October 1, 2028	4,635,000		

BIDS FOR THE 2024B BONDS WILL BE RECEIVED
AS PROVIDED IN THE NOTICE OF BOND SALE

* Preliminary, subject to change

The State of Florida has not authorized any dealer, broker, salesman or other person to give any information or to make any representations, other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied on. Certain information herein has been obtained from sources other than records of the State of Florida which are believed to be reliable but is not guaranteed as to accuracy or completeness by and is not to be construed as a representation by the State of Florida. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the State of Florida since the date hereof. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the 2024A&B Bonds by any person in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation, or sale.

STATE OFFICIALS

BOARD OF GOVERNORS

CHAIR
BRIAN LAMB

VICE-CHAIR
ALAN LEVINE

GOVERNING BOARD OF THE DIVISION OF BOND FINANCE

GOVERNOR
RON DESANTIS
Chairman

ATTORNEY GENERAL
ASHLEY MOODY
Secretary

CHIEF FINANCIAL OFFICER
JIMMY PATRONIS
Treasurer

COMMISSIONER OF AGRICULTURE
WILTON SIMPSON

J. BEN WATKINS III
Director
Division of Bond Finance

LAMAR TAYLOR
Interim Executive Director and CIO
State Board of Administration of Florida

BOND COUNSEL
Bryant Miller Olive P.A.
Tallahassee, Florida

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OFFICIAL STATEMENT
Relating to
$326,585,000*
STATE OF FLORIDA
Board of Governors
Florida State University Athletics Association Revenue Bonds
Consisting of
$291,585,000 Series 2024A and
$35,000,000 Series 2024B (Taxable)

For definitions of capitalized terms not defined in the text hereof, see the Original Resolution, the First Supplemental Resolution, and the Second Supplemental Resolution, included as Appendix A, Appendix B, and Appendix C, respectively.

INTRODUCTION

This Official Statement sets forth information relating to the sale and issuance of $291,585,000* State of Florida, Board of Governors, Florida State University Athletics Association Revenue Bonds, Series 2024A, dated the date of delivery (the "2024A Bonds"), and $35,000,000 State of Florida, Board of Governors, Florida State University Athletics Association Revenue Bonds, Series 2024B (Taxable), dated the date of delivery (the "2024B Bonds") (collectively, the "2024A&B Bonds") by the Division of Bond Finance of the State Board of Administration of Florida (the "Division").

Proceeds of the 2024A&B Bonds will be used to finance a portion of the 2024 Project on the main campus of Florida State University ("FSU" or the "University"), fund capitalized interest on the 2024A Bonds, and to pay costs of issuance of the 2024A&B Bonds. See "PURPOSE OF THE ISSUE" herein for more complete information.

The 2024A&B Bonds will be secured by and payable from the Pledged Revenues, which consist of certain revenues contractually committed by the University's Athletics Department and Seminole Boosters, Inc. ("Seminole Boosters"), including Capital Gifts and Donations Revenue, Conference Distribution Revenue, Ticket Revenue, Membership Fee Revenue, Sponsorship and Advertising Revenue, and Game Guarantees Revenue. Certain categories of the Pledged Revenues have been defined to exclude revenue that is subject to Prior Lien Obligations. **The 2024A&B Bonds are not a general obligation of the State of Florida or the University, and the full faith and credit of the State of Florida is not pledged to payment of the 2024A&B Bonds.** See "SECURITY FOR THE 2024A&B BONDS" herein for more detailed information.

Requests for additional information may be made to:

Division of Bond Finance
Phone: (850) 488-4782
Email: bond@sbafla.com
Website: www.sbafla.com/bond
Mail: P. O. Box 13300
Tallahassee, Florida 32317-3300

This Official Statement speaks only as of its date, and the information contained herein is subject to change. Any statements made in this Official Statement which involve opinions or estimates, whether or not expressly stated, are set forth as such and not as representations of fact. No representation is made that any of the opinions or estimates will be realized. To make an informed decision, a full review should be made of the entire Official Statement. The descriptions of the 2024A&B Bonds and the documents authorizing and securing the same do not purport to be comprehensive or definitive. All references to and descriptions of such documents are qualified by reference to the actual documents. Copies of such documents may be obtained from the Division. Any addresses of or links to websites, which are contained herein, are not incorporated into this Official Statement and are given for convenience only.

Certain statements contained in this Official Statement, including the Appendices hereto, reflect not historical facts but forecasts and constitute "forward-looking statements." No assurance can be given that the future results discussed herein will be achieved, and actual results may differ materially from the forecasts described herein. In this respect, the words "estimate," "forecast," "project," "anticipate," "expect," "intend," "believe," "budget," and similar expressions are intended to identify forward-looking statements. All projections, forecasts, assumptions, and other forward-looking statements in this Official Statement are expressly qualified in their entirety by the cautionary statement set forth above. Additionally, estimates are based on information available at the time of the estimates. Such estimates are subject to revision as additional information becomes available. Also, estimates are subject to risks and uncertainties which may cause results to differ materially from those estimates set forth herein. No assurance is given that actual results will not differ materially from the estimates provided herein.

* Preliminary, subject to change.

AUTHORITY FOR THE ISSUANCE OF THE BONDS

General Legal Authority

The 2024A&B Bonds are being issued by the Division on behalf of the Board of Governors, pursuant to Article VII, Section 11(d) and Article IX, Section 7(d) of the Florida Constitution; the State Bond Act; Section 1010.62, Florida Statutes; and other applicable provisions of law. Article VII, Section 11(d), of the Florida Constitution provides that revenue bonds payable solely from funds derived directly from sources other than State tax revenues may be issued by the State of Florida or its agencies, without a vote of the electors, to finance or refinance capital projects. Section 215.59(2), Florida Statutes, authorizes the issuance of revenue bonds by the Division pursuant to Article VII, Section 11(d), of the Florida Constitution. The Division is also authorized to issue refunding bonds on behalf of any State agency by Section 215.79, Florida Statutes.

Division of Bond Finance

The Division, a public body corporate created pursuant to the State Bond Act, is authorized to issue bonds on behalf of the State and its agencies. The Governing Board of the Division is composed of the Governor, as Chairman, and the Cabinet of the State of Florida, consisting of the Attorney General, as Secretary, the Chief Financial Officer, as Treasurer, and the Commissioner of Agriculture. The Director of the Division serves as an assistant secretary of the Governing Board and directs the day-to-day operations of the Division, including the issuance of bonds.

State Board of Administration of Florida

The State Board of Administration of Florida (the "Board of Administration") was created under Article IV, Section 4 of the Florida Constitution, as revised in 1968 and subsequently amended, and succeeds to all the power, control and authority of the State Board of Administration established pursuant to Article IX, Section 16 of the Constitution of the State of Florida of 1885. It will continue as a body at least for the life of Article XII, Section 9 (c) of the Florida Constitution. The Board of Administration is composed of the Governor, as Chairman, the Attorney General and the Chief Financial Officer. Under the State Bond Act, the Board of Administration determines the fiscal sufficiency of all bonds proposed to be issued by the State of Florida or its agencies. The Board of Administration also acts as the fiscal agent of the Board of Governors in administering various funds and accounts established pursuant to the Original Resolution. See "SECURITY FOR THE BONDS – Flow of Funds" herein for a more detailed description of the funds and accounts managed by the Board of Administration.

Board of Governors

The Board of Governors of the State University System of Florida (the "Board of Governors") was established by Article IX, Section 7 of the Florida Constitution to operate, regulate, control, and manage the State University System, which is comprised of all public universities within the State (collectively, the "State Universities"). The responsibilities of the Board of Governors include defining the mission of each State University, ensuring the coordination and operation of the State University System, and avoiding wasteful duplication of facilities or programs. The Board of Governors' management of the State University System is subject to the power of the Florida Legislature to appropriate funds.

The Board of Governors provides fiscal policy guidelines to the State Universities. State Universities must engage in debt management practices that are consistent with the Board of Governors' Debt Management Guidelines. The Debt Management Guidelines address types of debt that may be issued, the amount of debt that may be incurred, and the purposes for which such debt may be issued. State Universities are also statutorily required to receive approval from the Board of Governors prior to the issuance of revenue bonds.

The Board of Governors consists of 17 members, with 14 appointed by the Governor and three *ex officio* members. The appointed members must be confirmed by Florida Senate and serve staggered seven-year terms as provided by law. The Commissioner of Education, the President of the Advisory Council of Faculty Senates, and the Chair of the Florida Student Association serve as the *ex officio* members of the Board of Governors.

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The following table lists the individuals who have been appointed to the Board of Governors and their terms:

Board Members*	**Term Expires**
Brian Lamb, Chair	January 6, 2026
Alan Levine, Vice-Chair	January 6, 2026
Ashley Bell Barnett	January 6, 2026
Timothy M. Cerio	January 6, 2024**
Aubrey Edge	January 6, 2027
Patricia Frost	January 6, 2024**
Edward Haddock	January 6, 2027
Ken Jones	January 6, 2027
Darlene Luccio Jordan	January 6, 2024**
Charles H. Lydecker	January 6, 2027
Craig Mateer	January 6, 2027
Jose Oliva	January 6, 2026
Eric Silagy	January 6, 2026

* There is currently one vacancy on the Board of Governors.
** Will remain in office until reappointed or a successor is appointed.

The following individuals are *ex officio* members of the Board of Governors:

Manny Diaz, Jr. – Commissioner of Education
Amanda J. Phalin – Chair, Advisory Council of Faculty Senates
Jack Hitchcock – Chair, Florida Student Association

University Board of Trustees

Article IX, Section 7 of the Florida Constitution provides for an appointed board of trustees at each State University within the State University System, the powers and duties of which are established by the Board of Governors. The responsibilities for the boards of trustees include, but are not limited to, establishing policies and procedures that govern the State Universities in accordance with the rules of the Board of Governors, approving the annual operating budget for the State Universities based on the guidelines provided by the Board of Governors, and setting certain student fees.

Each State University is administered by a board of trustees consisting of 13 members. Six members of each board of trustees are appointed by the Governor and five members are appointed by the Board of Governors. The appointed members must be confirmed by the Florida Senate and serve staggered five-year terms as provided by law. The chair of the faculty senate and the president of the student body of each State University serve as the *ex officio* members of their board of trustees. See Appendix E, "Florida State University," for a list of the members of the Florida State University Board of Trustees.

Administrative Approval

By resolutions adopted on September 8, 2024, and November 9, 2023, the Board of Governors authorized and requested the Division to proceed with all actions required for the issuance of the 2024A&B Bonds.

The Governing Board of the Division authorized the issuance and competitive sale of the 2024A&B Bonds by resolutions adopted on December 19, 2023. Copies of the Original Resolution, the First Supplemental Resolution, and the Second Supplemental Resolution (collectively, the "Resolution") authorizing the issuance and sale of the 2024A&B Bonds are attached hereto as Appendix A, Appendix B, and Appendix C, respectively. The Board of Administration approved the fiscal sufficiency of the 2024A&B Bonds, as required by the State Bond Act, by a resolution adopted on December 19, 2023.

DESCRIPTION OF THE BONDS

The 2024A&B Bonds are being issued as fully registered bonds in the denomination of $1,000 or integral multiples thereof. The 2024A&B Bonds are payable from the Pledged Revenues as described herein. See "SECURITY FOR THE 2024A&B BONDS." The 2024A&B Bonds will be dated the date of delivery thereof and will mature as set forth on the inside front cover. Interest on the 2024A&B Bonds is payable semiannually on April 1 and October 1 of each year, commencing October 1, 2024, until the maturity or redemption thereof. Interest on the 2024A&B Bonds will be calculated on the basis of a 360-day year of twelve 30-day months.

The 2024A&B Bonds will initially be issued exclusively in "book-entry" form. Ownership of one 2024A&B Bond for each maturity (as set forth on the inside front cover), each in the aggregate principal amount of such maturity, will be initially registered in the name of "Cede & Co." as registered owner and nominee for the Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the 2024A&B Bonds. Individual purchases of the 2024A&B Bonds will be made in book-entry form only, and the purchasers will not receive physical delivery of the 2024A&B Bonds or any certificate representing their beneficial ownership interest in the 2024A&B Bonds. See Appendix L, "Provisions for Book- Entry Only System or Registered Bonds" for a description of DTC, certain responsibilities of DTC, the Board of Governors and the Bond Registrar/Paying Agent, and the provisions for registration and registration of transfer of the 2024A&B Bonds if the book-entry only system of registration is discontinued.

REDEMPTION PROVISIONS

Optional Redemption

The 2024A Bonds, including any 2024A Term Bonds, maturing in 2024 through 2034, inclusive, are not subject to optional redemption prior to their stated dates of maturity. The 2024A Bonds, including any 2024A Term Bonds, maturing in 2035 through 2053, inclusive, are redeemable prior to their stated dates of maturity, without premium, at the option of the Division in part, by maturities and/or Amortization Installments to be selected by the Division, and by lot within a maturity or Amortization Installment if less than an entire maturity or Amortization Installment is to be redeemed, or as a whole, on October 1, 2034, or on any date thereafter, at the principal amount of the 2024A Bonds so redeemed, together with interest accrued to the date of redemption.

The 2024B Bonds are not subject to optional redemption prior to their stated dates of maturity.

Mandatory Redemption

The successful bidder has the option of specifying that all of the principal amount of the 2024A&B Bonds scheduled to mature in any two or more consecutive years will, in lieu of maturing in each of such years, be considered to comprise a single maturity of such Bonds (a "Term Bond") scheduled to mature in the latest of such years. Any Term Bonds specified pursuant to the Term Bonds option will be subject to mandatory redemption from the Sinking Fund by lot at par, plus accrued interest, without premium in each of the years and in the principal amounts set forth on the inside front cover (each an "Amortization Installment"). The successful bidders may exercise the above option one or more times. The final Official Statement will reflect which 2024A&B Bonds, if any, will be Term Bonds, subject to mandatory redemption by completion of one of the following paragraphs and amortization tables for each Term Bond, as appropriate:

> The 2024A Bonds maturing on October 1, 20__ (the "20__ Term Bonds"), are subject to mandatory redemption in part, by lot at par, on October 1, 20__, and on each October 1 thereafter to and including October 1, 20__, at the principal amount of the 20__ Term Bonds to be redeemed, without premium, plus accrued interest, from Amortization Installments in the years and amounts as follows:

Year	Principal Amount	Year	Principal Amount
	$		$

> The 2024B Bonds maturing on October 1, 20__ (the "20__ Term Bonds"), are subject to mandatory redemption in part, by lot at par, on October 1, 20__, and on each October 1 thereafter to and including October 1, 20__, at the principal amount of the 20__ Term Bonds to be redeemed, without premium, plus accrued interest, from Amortization Installments in the years and amounts as follows:

Year	Principal Amount	Year	Principal Amount
	$		$

Notice of Redemption

Notices of redemption of the 2024A&B Bonds or portions thereof will be mailed by first class mail at least 30 days prior to the date of redemption to Registered Owners of record as of 45 days prior to the date of redemption. Such notices of redemption will specify the CUSIP number or other distinctive numbers or letters of the 2024A&B Bonds to be redeemed, if less than all, the date fixed for redemption, the redemption price thereof, and, in the case of the 2024A&B Bonds to be redeemed in part only, the principal amount to be redeemed. In lieu of mailing, the Bond Registrar/Paying Agent may elect to provide such notice of redemption by electronic means to any Registered Owner who has consented to such method of receiving notice.

Failure to give any required notice of redemption as to any particular 2024A&B Bonds will not affect the validity of the call for redemption of any 2024A&B Bonds in respect of which no such failure has occurred. Any notice mailed as provided in the Resolution will be conclusively presumed to have been duly given, whether or not the Registered Owner receives the notice.

PURPOSE OF THE ISSUE

The 2024A&B Bonds are being issued to finance a portion of the costs of constructing and equipping the 2024 Project, as described below, to fund capitalized interest on the 2024A&B Bonds, and to pay the costs of issuance of the 2024A&B Bonds.

The 2024 Project

The 2024 Project consists of renovations to certain areas of Doak S. Campbell Stadium (the "Doak Campbell Stadium Renovations") and the construction of a standalone football operations facility (the "Football Operations Facility"), both of which are on the main campus of the University in Tallahassee, Florida. The total estimated cost of the 2024 Project is $372.3 million, consisting of $233.7 million for the Doak Campbell Stadium Renovations and $138.6 million for the Football Operations Facility. The 2024 Project will be funded through a combination of capital contributions and proceeds of 2024A&B Bonds. The University, through the Florida State University Athletics Association, Inc. ("FSUAA"), is issuing the 2024A&B Bonds to fund a portion of the 2024 Project. The 2024 Project is expected to be completed in August 2025.

The University anticipates that the 2024 Project will be funded entirely from the proceeds of the 2024A&B Bonds and project-specific capital gifts and donations received prior to issuance of the 2024A&B Bonds. The 2024 Project budget of $372.3 million includes approximately $32.5 million, or 8.7%, of aggregate owner's contingency and cost escalation. If the total cost of the 2024 Project exceeds the amount financed by the issuance of the 2024A&B Bonds, the University will contribute an amount sufficient to complete the 2024 Project from other University funds. Legal agreements between the University and the construction managers affiliated with 2024 Project establish a guaranteed maximum price ("GMP") for each component of the 2024 Project. If any of the components of the 2024 Project exceed the GMP, the applicable construction manager(s) may be responsible for at least some of the cost.

The 2024 Project is subject to the risks associated with all construction projects, including, but not limited to, materials and labor shortages, adverse weather conditions, and other events beyond the control of the Board of Governors or the University. Such events, if they occur, could result in delayed completion of the 2024 Project. The 2024 Project is fully insured by builder's risk policies, subject to customary exclusions, for the duration of the construction.

Doak Campbell Stadium Renovations – The Doak Campbell Stadium Renovations include rebuilding the west side of the stadium to remediate code deficiencies, replace antiquated infrastructure, remodel the west side concourse, and replace approximately 27,000 bleacher seats with a combination of new premium seating options and bleacher seating with expanded leg room. The premium seating, which consists of suites, loge boxes, club seats, and chairback seating, requires one-time per seat capital contributions for the right to purchase tickets, with the amount of the contribution based on the type and location of the seat purchased. A top-down sales process has been implemented, with the highest-price seating tiers offered for sale first and subsequent tiers of seating offered only after the higher tiers have been sold. Seminole Boosters is systematically meeting with members individually to discuss the new seating options available for purchase. To date, all suites and loge boxes have been sold and the club seating offerings are currently being marketed to existing donors. Sales of the chairback seating are expected to begin in summer 2024. After the sales process is completed for the premium seating tiers, seat selection for the bleacher seats on the west side of the stadium will begin. A summary of the sales and capital contributions through March 31, 2024, is provided below.

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Doak Campbell Stadium Renovations
West Side Seat Sales as of March 31, 2024

Product	Seats Sold	Total Seats[1]	% of Seats Sold	Capital Contributions Secured To Date	Total Capital Contribution Target	% of Capital Contribution Target
Suites (8)	154	176	87.5%	$28,000,000	$32,000,000	87.5%
Loge Boxes (28)	112	128	87.5	11,200,000	12,800,000	87.5
West Club Seats	1,923	2,356	81.6	21,105,000	22,590,000	86.3
Chairback Seating[2]	-	8,306	-	-	18,236,250	-
Premium Seating	**2,189**	**10,966**	**20.0%**	**$60,305,000**	**$85,626,250**	**70.4%**
Bleacher Seating	-	5,308	-	n/a	n/a	n/a
Total Seating	**2,189**	**16,274**	**13.5%**	**$60,305,000**	**$85,626,250**	**70.4%**

[1] Preliminary, subject to change.
[2] The final required capital contribution amounts for these seats have not been determined and may be adjusted based on feedback received during the sales process for higher-priced tiers. The sales process for the chairback seating options is anticipated to begin in the summer of 2024.

As part of the 2024 Project, certain premium seating in the existing Dunlap Champions Club (the "Champions Club"), which is located on the south end of the stadium, will be replaced with more varied seating options, including loge boxes, ledge seating, sofa seats, and general club seating. The new premium seating in the Champions Club will require one-time per seat capital contributions, with the amount of the contribution determined by the type and location of the seat purchased. The required capital contributions for existing Champions Club ticketholders will be reduced by the amount of prior capital contributions that ticketholders have made for their current seats, with the net capital contributions representing Capital Gifts and Donations Revenue for the 2024 Project, so long as they are received within five years of the issuance of the 2024A&B Bonds. The sales process for the loge boxes in the Champions Club began in January 2024. Once the club seats on the west side of the stadium have all been sold, the sales process for the remaining premium seating options in the Champions Club will begin.

Approximately 3,300 season tickets have been sold in the Champions Club for the 2024 football season. However, a portion of those season ticket sales are a result of the reduced capacity on the west side of the stadium for the 2024 football season due to the construction of the Doak Campbell Stadium Renovations. Certain of the current season ticket sales will not be renewed, either because of the renovations to the Champions Club, which will result in changes to the seating experiences offered, or because the ticketholder will select seats in other parts of the stadium for the 2025 football season. A summary of the Champions Club sales and capital contributions through March 31, 2024, for tickets for the 2025 football season is provided below. The sales information excludes current Champions Club season ticket holders who may choose to maintain their existing seats or select new premium seat offerings in the Champions Club, with any required capital contribution reduced by prior capital contributions made for their current seats.

Doak Campbell Stadium Renovations
Dunlap Champions Club Seat Sales as of March 31, 2024

Product	Seats Sold	Total Seats[1]	% of Seats Sold	Capital Contributions Secured To Date	Total Capital Contribution Target[2]	% of Capital Contribution Target
Loge Boxes (56)	154	240	64.2%	$1,216,000	$1,978,000	61.5%
4th Floor Sofa Seats	-	525	-	-	970,000	0.0
6th Floor Ledge Seats	-	694	-	-	1,535,000	0.0
Club Seating	-	1,951	-	-	1,696,500	0.0
Premium Seating	**154**	**3,410**	**4.5%**	**$1,216,000**	**$6,184,850**	**19.7%**

[1] Preliminary, subject to change.
[2] Required capital contributions for new products will be reduced for existing Champions Club ticket holders by any prior capital contributions made for their current Champions Club seats. Estimated net new required capital contributions for new seat products is $2.6 million.

The 2024 Project will reduce Doak S. Campbell Stadium's current seating capacity of 79,560 to between 65,000 and 70,000, but the renovations will significantly increase the number and diversity of premium seating options available to ticketholders.

During the 2024 football season (Fiscal Year 2025), Doak S. Campbell Stadium will be under construction and stadium capacity will be reduced to an estimated 55,000 to 60,000, which includes approximately 7,000 temporary seats on the west side of the stadium. The reduced seating capacity during the construction period of the Doak Campbell Stadium Renovations is expected to cause a 0.6% decline in projected Pledged Revenues in Fiscal Year 2025, as Ticket Revenue will be impacted by the reduced seating capacity. However, the addition of the premium seating offerings is projected to drive an increase in Pledged Revenues of 16.4% in

Fiscal Year 2026 through a combination of increased Ticket Revenue and Membership Fee Revenue. See "FSU ATHLETICS – Projected Pledged Revenues and Debt Service Coverage" herein for additional information.

The Doak Campbell Stadium Renovations will be administered by the University. Populous is the architect of the renovations, which are being managed as a joint venture of Manhattan Construction Company and Culpepper Construction Company, Inc. In addition to compliance with all applicable codes and standards, all appropriate permits have been approved by the University's Building Code Administration and the Division of State Fire Marshal. There are no known environmental risks present at the construction site.

Initial site preparation work commenced in September 2023, demolition work on the existing structure began in December 2023, and construction on the renovations began in February 2024. The Doak Campbell Stadium Renovations are expected to be completed in August 2025. Initial construction costs are being paid from available donations on hand and further financed through an internal bridge loan from University funds. As of April 30, 2024, approximately $30.4 million has been spent on the Doak Campbell Stadium Renovations.

Football Operations Facility – The University is constructing a standalone, 150,000 gross square foot football operations facility to serve as the new day-to-day home of the University's football program. The Football Operations Facility will integrate administrative and performance resources into a cohesive space and include features such as offices for coaches and staff, a locker room, meeting rooms, strength training and conditioning space, nutrition stations, recovery and rehabilitation amenities, video production space, and a recruiting suite. The football program's transition out of space at the Moore Athletic Center will make available at least 25,000 square feet of space for other University athletics programs to utilize.

Construction of the Football Operations Facility will be administered by the University. Populous is the architect of the construction, which is being managed by Whiting-Turner Contracting Company. In addition to compliance with all applicable codes and standards, all appropriate permits have been approved by the University's Building Code Administration and the Division of State Fire Marshal. There are no known environmental risks present at the construction site.

Groundbreaking and initial site preparation work commenced in December 2022. Construction of the facility began in January 2023 with the east annex portion of the facility. Construction of the remaining portion of the facility commenced in September 2023 and is expected to be completed in August 2025. Initial construction costs are being paid from available donations on hand and further financed through an internal bridge loan from University funds. As of April 30, 2024, approximately $17.9 million has been spent on the construction of the Football Operations Facility.

2024 Project Construction Fund

The Resolution provides for the creation of and deposit of a portion of the net proceeds of the 2024A&B Bonds into the 2024 Project Construction Fund, a trust fund to be used only for the payment of 2024 Project Costs, or to be immediately applied by the University to the reimbursement of 2024 Project Costs previously incurred. The Registered Owners of the 2024A&B Bonds will have a lien on all proceeds deposited in the 2024 Project Construction Fund until such moneys are applied as provided in the Resolution. Any money in the 2024 Project Construction Fund not immediately needed for construction of the 2024 Project may be temporarily invested and reinvested as provided in the Resolution. See "MISCELLANEOUS – Investment of Funds" below for policies governing the investment of the 2024 Project Construction Fund.

It is expected that a portion of the monies will be immediately used to reimburse the University for 2024 Project Costs that were paid by the University prior to the issuance of the 2024A&B Bonds, including repayment of the balance of the University's internal bridge loan. Any funds remaining in the 2024 Project Fund after completion of the 2024 Project shall be applied to fixed capital outlay costs of other authorized University athletics-related projects, or deposited into the Sinking Fund, to be used for the purposes thereof.

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Estimated Sources and Uses of Funds

The table below presents estimated sources and uses of funds based on certain assumptions as to interest rates, costs of issuance, and the purchase price of the 2024A&B Bonds.

Sources of Funds:	
Par Amount of 2024A&B Bonds	$326,585,000
Plus: Net Premium Bid[1]	8,804,096
Estimated Cash Contribution from Gifts and Donations on Hand	45,757,478
Estimated Investment Earnings on 2024 Project Construction Fund	3,965,588
Total Sources of Funds	$385,112,162
Uses of Funds:	
2024 Project Costs	$372,263,949
Capitalized Interest[2]	12,268,097
Costs of Issuance	580,116
Total Uses of Funds	$385,112,162

1 Estimated original issue premium net of estimated underwriter's discount.

2 Estimated capitalized interest for a portion of the Series 2024A Bonds through the October 1, 2025, debt service payment.

SECURITY FOR THE BONDS

The 2024A&B Bonds and the interest thereon constitute obligations of the Board of Governors on behalf of FSUAA, and will be payable solely from, and secured as to the payment of principal and interest by, a first lien on the Pledged Revenues on a parity with any subsequently Additional Bonds. See "Additional Bonds" below for a discussion of the terms, restrictions, and conditions on the issuance of Additional Bonds pursuant to the Resolution. As described below, certain categories of the Pledged Revenues have been defined to exclude revenue that is subject to Prior Lien Obligations. The Pledged Revenues consist of the University Revenues and Seminole Boosters Revenues.

University Revenues

University Revenues refers, collectively, to certain annual gross revenue streams of the University generated by its Athletics Department, specifically Conference Distribution Revenue, Sponsorship and Advertising Revenue, and Game Guarantee Revenue, less the amount of such revenues committed to Prior Lien Obligations, plus Ticket Revenue, less the amount of Ticket Revenue committed to Prior Lien Obligations. Conference Distribution Revenue refers to the annual gross revenue received by the University pursuant to its athletic teams' competition in an intercollegiate athletic conference, association, or league (including revenue derived from the sale or license of media or broadcast rights); Sponsorship and Advertising Revenue refers to the annual gross revenue received by the University pursuant to commercial advertising and sponsorship agreements concerning the University's athletics teams and/or athletics facilities; and Game Guarantee Revenue refers to the annual gross revenue received by the University as a condition of its athletics teams' participation in certain non-conference, regular season athletic events. Ticket Revenue refers to the annual net revenue received by the University pursuant to its sales of tickets to attend University sporting events.

University Revenues = [Conference Distribution Revenue + Sponsorship and Advertising Revenue + Game Guarantee Revenue – amounts committed to Prior Lien Obligations] + [Ticket Revenue – amounts committed to Prior Lien Obligations]

For more information on these revenue sources, see "FSU ATHLETICS – Athletics-Related Operating Revenues and Expenses" herein. For more information regarding the Prior Lien Obligations, see "Prior Lien Obligations" below.

Seminole Boosters Revenues

Seminole Boosters Revenues refers, collectively, to Membership Fee Revenue and Capital Gifts and Donations Revenue pledged by Seminole Boosters to the Bonds. Membership Fee Revenue refers to the annual gross revenue received by Seminole Boosters pursuant to the annual membership fees paid by its members, including fees associated with procuring or preserving the option to purchase tickets to University sporting events. Membership Fee Revenue excludes donations made in support of capital projects and endowments, donations that are otherwise restricted, and in-kind contributions. Capital Gifts and Donations Revenue refers to the annual gross revenue received by Seminole Boosters through capital gifts and donations, within five (5) years of the date the applicable Bonds are issued, for the specific purpose of funding the construction of, and/or paying the debt service on, any Project for which Bonds have been issued pursuant to the Resolution.

Seminole Boosters Revenues = Membership Fee Revenue + applicable Capital Gifts and Donations Revenue

For more information on Membership Fee Revenue, see "FSU ATHLETICS – Athletic-Related Operating Revenues and Expenses" herein. For more information on the Capital Gifts and Donations Revenue, see "Capital Gifts and Donations Revenue" immediately below.

Capital Gifts and Donation Revenue – One-time capital contributions will be required for the right to purchase tickets to the new suites, loge boxes, club seats, and chairback seats in Doak S. Campbell created pursuant to the 2024 Project. See "PURPOSE OF THE ISSUE – The 2024 Project" herein for additional details. These one-time contributions can be paid upfront or in three-, five, or ten-year installments. Seminole Boosters has also received capital contributions from fundraising for the Football Operations Facility. All capital contributions for the 2024 Project that have been received prior to the issuance of the 2024A&B Bonds, less a Seminole Boosters administrative fee, will be used to fund a portion of the costs of the 2024 Project. Future capital contributions received within five years of the issuance of the 2024A&B Bonds will constitute Capital Gifts and Donations and will be pledged to secure the Bonds. Capital contributions received later than five years after issuance, including new one-time contributions resulting from typical season ticketholder turnover in premium seats, do not represent Pledged Revenues, but will be available to pay debt service on the Bonds.

As of March 31, 2024, Seminole Boosters had received approximately $40.5 million of total cash capital contributions for the 2024 Project. Additional capital contributions committed to the 2024 Project over the five-year period following the issuance of the 2024A&B Bonds are projected to total $41.0 million, or approximately $8.2 million per year. Upon receipt, such contributions will constitute Pledged Revenues.

No Pledge of Full Faith and Credit

The 2024A&B Bonds are "revenue bonds" within the meaning of Article VII, Section 11(d), of the Florida Constitution, and are payable solely from funds derived directly from sources other than State tax revenues. **The 2024A&B Bonds do not constitute a general obligation of the State of Florida or any of its agencies or political subdivisions, including the Board of Governors and the University, and the full faith and credit of the State is not pledged to the payment of the principal of, premium, if any, or interest on the 2024A&B Bonds. The issuance of the 2024A&B Bonds does not, directly or indirectly or contingently, obligate the State of Florida to use State funds, other than the Pledged Revenues, to levy or to pledge any form of taxation whatsoever or to make any appropriation for payment of the principal of, premium, if any, or interest on the 2024A&B Bonds.**

FSUAA Revenues Agreement

The FSUAA Revenues Agreement, entered into among the University, Seminole Boosters, and FSUAA, is the legal instrument that commits the Pledged Revenues to secure the Bonds. Under the terms of the agreement, the University and Seminole Boosters will effectuate monthly transfers of Pledged Revenues to the FSUAA Revenue Fund in an amount sufficient to pay 1/6 of the interest which will become due on the next Interest Payment Date and 1/12 of the principal which will become due on the next Principal Payment Date, plus any other amount necessary to satisfy any other obligations due and payable under the Resolution.

The FSUAA Revenues Agreement explicitly acknowledges that: (i) any Bondholder is a third-party beneficiary of the agreement with a senior lien on the Pledged Revenues; (ii) full and timely payment of debt service on the Bonds shall be prioritized over any other uses of the Pledged Revenues; (iii) the parties shall prepare and adopt budgets controlling and providing for the timely transfer of amounts sufficient to fulfill payment obligations associated with the Bonds, (iv) the agreement shall remain in effect for as long as any Bonds remain Outstanding; and (v) the agreement may be amended only if such amendment will not have an adverse effect on the interest of Bondholders, with written concurrence of the Board of Governors and Division prior to effectuation of any amendment. A copy of the FSUAA Revenues Agreement is attached hereto as Appendix D.

Prior Lien Obligations

Certain athletics-related revenues are pledged to bonds previously issued by FSU Financial Assistance, Inc. ("FSUFA"), a component unit of Seminole Boosters. The FSUFA bonds (the "Prior Lien Obligations") consist of the following outstanding bonds, with an aggregate outstanding principal amount of $111,880,000:

Series	Par Amount
Educational, Including Athletic, Facilities Improvement Revenue Refunding Bonds, Series 2012A	$29,615,000
Educational, Including Athletic, Facilities Improvement Revenue Bonds, Series 2012C	9,950,000
Educational, Including Athletic, Facilities Improvement Revenue Bonds, Series 2015A	63,530,000
Taxable Educational, Including Athletic, Facilities Improvement Revenue Bonds Series 2015B	4,615,000
Educational, Including Athletic, Facilities Improvement Revenue Bonds, Series 2015C	4,170,000
Total Outstanding Prior Lien Obligations	**$111,880,000**

The Prior Lien Obligations have a final maturity in Fiscal Year 2046 and maximum annual debt service of approximately $10.1 million. The lien on the Prior Lien Obligations was closed through a resolution adopted by FSUFA's Board of Directors on June 1, 2023, and no additional bonds (including refunding bonds) are permitted to be issued by FSUFA for as long as any Bonds remain Outstanding. In the future, FSUAA may seek to refund outstanding Prior Lien Obligations through the issuance of Additional Bonds (subject to compliance with the requirements for the issuance of Additional Bonds in the Resolution), but the timing and extent of such refunding is unknown.

Certain categories of University Revenues are utilized to secure both the Prior Lien Obligations and the 2024A&B Bonds. However, the Bondholders have a first lien on the Pledged Revenues, which have been defined to exclude the amounts committed to the Prior Lien Obligations. The excluded revenues committed to the Prior Lien Obligations total $8.85 million per fiscal year through Fiscal Year 2032. Thereafter, the excluded revenues committed to the Prior Lien Obligations increase to approximately $12.8 million annually through Fiscal Year 2043, then decline to approximately $12.0 million per year from Fiscal Year 2044 through the final maturity in Fiscal Year 2046. The Prior Lien Obligations are also secured by certain other revenue streams of Seminole Boosters that do not secure the 2024A&B Bonds.

Prior Lien Obligations
Excluded Revenues and Annual Debt Service

Fiscal Years	Excluded Revenues Committed to Prior Lien Obligations	Annual Debt Service
2024 to 2032	$8.85 million	$10.1 million
2033 to 2043	12.8 million	5.8 million
2044 to 2046	12.0 million	5.0 million

For more information regarding the Prior Lien Obligations, see the Official Statement for the FSU Financial Assistance, Inc. Educational, Including Athletic, Facilities Improvement Revenue Bonds, Series 2015C, dated July 21, 2015, available on the Electronic Municipal Market Access System.

Subordinate Lien Obligations

There are no liens against the Pledged Revenues that are on parity with, or senior to, the 2024A&B Bonds. The Athletic Department has an outstanding note payable to the University (the "University Note") that was issued to finance a portion of prior capital projects for FSU Athletics. The University Note, which is secured by certain of the Pledged Revenues and other revenue sources, matures on July 1, 2028, and has a current outstanding balance of $6 million, with annual principal payments of $1.2 million and an interest rate of 4% on the outstanding balance. The University Note is junior and subordinate to the Bonds as to lien on, and source and security for payment from, the Pledged Revenues.

No Funded Reserve Account

The Resolution provides that the Reserve Account for the 2024A&B Bonds may be funded in an amount determined by the Director, which amount may be zero. The Reserve Requirement for the 2024A&B Bonds has been determined to be zero. No deposit will be made to the Reserve Account from the proceeds of the 2024A&B Bonds.

Flow of Funds

Collection of Pledged Revenues – Each month, the University will deposit Pledged Revenues in an amount sufficient to pay 1/6 of the interest which will become due on the next Interest Payment Date and 1/12 of the principal which will become due on the next Principal Payment Date, plus whatever amount is necessary to satisfy any other obligations due and payable under the Resolution, into a trust fund established by the University (the "FSUAA Revenue Fund"). The FSUAA Revenue Fund will be administered in accordance with the Resolution and applicable laws.

Application of Revenues – No later than fifteen (15) days before each Interest Payment Date or Principal Payment Date, the University will transfer amounts from the FSUAA Revenue Fund to be applied only in the following manner and order of priority:

(A) For deposit into the Sinking Fund, in an amount sufficient to pay the next installment of principal and/or interest to become due, including Amortization Installments for any Term Bonds;

(B) for payment of Administrative Expenses;

(C) for the maintenance and establishment of a Reserve Account in the Sinking Fund in an amount equal to the Reserve Requirement, if any; and

(D) for deposit into the Rebate Fund, an amount sufficient to pay the Rebate Amount.

Any remaining balance not needed for the payments required above may be applied for any lawful purpose. The FSUAA Revenue Fund and the Sinking Fund constitute trust funds for the purposes provided in the Resolution, and the Registered Owners of the 2024A&B Bonds will have a lien on all moneys in such funds and accounts until applied as provided therein. See "MISCELLANEOUS – Investment of Funds" herein for a discussion of the investment of the Sinking Fund by the Board of Administration.

Covenants of the Board of Governors

The Board of Governors has covenanted in the Resolution as follows:

(A) That it will cause the University and FSUAA, in preparing, approving, and adopting any budget controlling or providing for the expenditures of funds for each budget period, to allocate, allot, and approve from Pledged Revenues and other available funds the amounts sufficient to apply the Pledged Revenues as provided in the Resolution.

(B) That it will cause the University and FSUAA to collect the Pledged Revenues in the manner and at the times provided in the Resolution; that the Pledged Revenues will be applied in a manner that assures the availability of sufficient moneys for the full and timely payment of debt service on the Bonds; that it will cause the University and FSUAA to prioritize the full and timely payment of debt service on the Bonds over any other uses of the Pledged Revenues; and that it will duly and punctually perform and carry out all the covenants and duties imposed upon the Board of Governors by the Resolution.

(C) That it will prohibit the University and FSUAA from effectuating any amendment or modification to the FSUAA Revenues Agreement that would have an adverse effect on the interests of the Bondholders of any Bonds issued by the Board of Governors on behalf of FSUAA.

Additional Bonds

The Resolution provides that, upon the request of the Board of Governors, the Division may issue Additional Bonds to finance costs associated with constructing, acquiring, or improving capital facilities intended to be used by one or more University athletics programs, or to refund Outstanding Bonds or Prior Lien Obligations, upon the terms, restrictions and conditions set forth below:

(A) The Board Governors, FSUAA, and the University must be current in all deposits into the various funds and accounts and all payments previously required to have been deposited or made by any of them under the provisions of the Resolution;

(B) The Board of Governors, FSUAA, and the University must currently be, or will be upon the issuance of the proposed Additional Bonds, in compliance with the covenants and provisions of the Resolution and any supplemental resolution thereafter adopted for the issuance of Additional Bonds;

(C) FSUAA, the University, the Board of Governors, or other appropriate State official must execute a certificate setting forth:

  (i) the average amount of Pledged Revenues (excluding Capital Gifts and Donations Revenue) from the two immediately preceding Fiscal Years, and

  (ii) the Annual Debt Service Requirement for each Fiscal Year on the Bonds then Outstanding and the Additional Bonds then proposed to be issued; and

(D) The average amount of Pledged Revenues, excluding Capital Gifts and Donations Revenue, for the two immediately preceding fiscal years, as adjusted, must be at least equal to one hundred fifty percent (150%) of the Annual Debt Service Requirement in the current Fiscal Year and each Fiscal Year thereafter through the final maturity of the Bonds then Outstanding and the Additional Bonds then proposed to be issued. However, the Resolution provides that Additional Bonds issued to refund Outstanding Bonds which have a lower or equal Annual Debt Service Requirement in each Fiscal Year than the Outstanding Bonds they are refunding do not have to comply with the coverage provisions of this paragraph. This exception does not apply to refundings of Prior Lien Obligations, and any Bonds issued for such purposes would be required to comply with the coverage requirement.

Potential Amendment to Original Resolution

Subsequent to the issuance of the 2024A&B Bonds, the Governing Board, on behalf of the Board of Governors, contemplates amending Section 5.01 of the Original Resolution governing the issuance of Additional Bonds. The prospective amendment would state that if all of the Prior Lien Obligations are refunded by the Board of Governors on behalf of FSUAA, then the average amount of Pledged Revenues as determined pursuant to Section 5.01(D)(1) of the Original Resolution may be adjusted, at the option of the Board of Governors, to include the revenues securing the Prior Lien Obligations as if such revenues had been Pledged Revenues during each of the applicable Fiscal Years. **By their purchase of the 2024A&B Bonds, the holders of the 2024A&B Bonds consent to such an amendment, if made**. No further consents will be required of the holders of the 2024A&B Bonds should the Governing Board approve such an amendment to the Original Resolution.

FSU ATHLETICS

The University's intercollegiate athletics program is funded and administered through three separate entities working in concert: FSUAA, the University's Department of Intercollegiate Athletics ("Athletics Department"), and Seminole Boosters (collectively, "FSU Athletics").

Florida State University Athletics Association

FSUAA is a not-for-profit corporation designated as a direct support organization of the University. It was established in 2016 by the University's Board of Trustees for the purpose of providing greater coordination, efficiency, and transparency regarding the management of FSU Athletics. FSUAA oversees all aspects of FSU Athletics, including approving budgets and strategic plans, developing policies regarding the financing of facilities, and evaluating the performance of the Director of Athletics. FSU Athletics intends to increasingly integrate its financials through FSUAA and utilize FSUAA as its sole debt financing platform. The 2024A&B Bonds will constitute FSUAA's initial debt issuance.

FSUAA is governed by a five-member board that consists of the University President as Chair, a member of the University's Board of Trustees, the Chair of Seminole Boosters' Board of Directors, the University Faculty Athletics Representative, and a member of the University faculty or administration, appointed by the University President. The Director of Athletics serves as the Chief Executive Officer of the organization. FSUAA's leadership structure provides a clear chain of command and aligns decision-making among FSU Athletics' institutional stakeholders. FSUAA provides governance and oversight of FSU Athletics but does not manage or control the day-to-day operations of the Athletics Department or Seminole Boosters.

The Athletics Department

The Athletics Department is an auxiliary operation of the University. It maintains University athletics facilities and provides the administrative and logistical support necessary for the University's more than 500 student-athletes to compete in intercollegiate sports. The Athletics Department also handles certain commercial transactions related to the University's athletics programs, including sales of tickets to attend University sporting events.

Since December 2021, Michael Alford has been the University's Vice President and Director of Athletics. Prior to being named to his current role, Mr. Alford served as President and CEO of Seminole Boosters from 2020 to 2021. He was Associate Vice President and Director of Athletics at Central Michigan University from 2017 to 2020, and during his 27-year career in intercollege athletics and professional sports, Mr. Alford has held positions with the Dallas Cowboys, the Cincinnati Bengals, the University of Alabama, the University of Oklahoma, and the University of Southern California.

Seminole Boosters

Established in 1952, Seminole Boosters is a Florida not-for-profit corporation designated as a direct support organization of the University. Seminole Boosters serves as the fundraising arm of FSU Athletics, contributing over $30 million annually to cover certain Athletics Department costs such as scholarships for student-athletes, facilities improvements, and operational expenses. Seminole Boosters obtains its funds through solicitation of membership and support, and the Athletics Department requires season ticketholders for certain sports to be members of Seminole Boosters. In 2023, Seminole Boosters' membership grew to approximately 14,400 donors.

Since 2022, Stephen Ponder has served as the President and CEO of Seminole Boosters. The organization has a Board of Directors, which approves action items recommended by a 13-member Executive Board. Members of the Executive Board include the University President, the Chair of the University's Board of Trustees, and the Director of Athletics.

Strategic Importance of FSU Athletics

FSU Athletics serves an integral role in advancing several of the University's strategic priorities. The high profile of the University's athletic teams provides meaningful global branding awareness for the University, which has helped drive continued positive performance in student engagement, student recruitment and enrollment, and national academic rankings. FSU Athletics also increases alumni participation and giving by providing ongoing engagement opportunities that enhance the success of University capital campaigns and have helped contribute to consistent growth in the University's endowment. FSU Athletics also has a significantly positive economic impact on the local community, the State of Florida, and academic departments at the University.

In recognition of FSU Athletics' strategic value, the University has consistently demonstrated institutional support for FSU Athletics. In Fiscal Years 2021 and 2022, the University provided the Athletics Department with $5.5 million and $13.6 million, respectively, of federal funding received under the Higher Education Emergency Relief Fund Acts to offset the financial impacts of the COVID-19 pandemic. The funding helped the Athletics Department quickly resume normal operations following the pandemic. The University and certain of its direct support organizations have also periodically made internal loans to the Athletics Department to support capital projects. Currently, there is an outstanding loan from the University as a bridge financing for the 2024 Project until the Bonds are issued. The bridge loan will be repaid with the proceeds of the 2024A&B Bonds. In addition, the University has made an ongoing line of credit available to the Athletics Department to support cash flow for operational needs. Most recently, on January 24, 2024, the University's Board of Trustees approved an internal loan to the Athletics Department to provide funding for potential non-capital strategic initiatives of FSU Athletics. The Board of Governors provisionally approved the internal loan, subject to final approval once an amount and purpose for the loan are identified. At this time, there is no known timeline, amount, or specified purpose for the internal loan, and there is no guarantee that it will be effectuated.

Further, the City of Tallahassee, Florida, and Leon County, Florida have also recognized the regional significance and economic impact of FSU Athletics. In March 2022, the Leon County – City of Tallahassee Blueprint Intergovernmental Agency issued Sales Tax Revenue Bonds, Series 2022, to, in part, to provide approximately $20 million to the University for accessibility and structural improvements to Doak Campbell Stadium.

Varsity Sports and Scholarships

FSU is a member of the National Collegiate Athletic Association (the "NCAA") and the Atlantic Coast Conference (the "ACC"). FSU's "Seminoles", as its teams are known, currently compete in 18 varsity sports: 8 men's varsity sports and 10 women's varsity sports. The University offers the maximum number of athletic scholarships allowed by the NCAA in each sports program that it sponsors. The costs of such scholarships are paid by the Athletics Department and funded by Seminole Boosters.

Varsity Sports and Athletic Scholarships

Men's Sports	Full-Scholarship Equivalents	Women's Sports	Full-Scholarship Equivalents
Baseball	11.7	Basketball	15.0
Basketball	13.0	Beach Volleyball	6.0
Cross Country	12.6*	Cross Country	18.0*
Football	85.0	Golf	6.0
Golf	4.5	Soccer	14.0
Swimming and Diving	9.9	Softball	12.0
Tennis	4.5	Swimming and Diving	14.0
Track and Field	12.6*	Tennis	8.0
		Track and Field	18.0*
		Volleyball	12.0

Source: Athletic Department.
* Men's cross country and men's track & field split an aggregate of 12.6 scholarships. Women's cross country and women's track & field split an aggregate of 18.0 scholarships.

FSU is perennially ranked among the nation's best collegiate athletics programs. The Learfield Directors' Cup is awarded annually to the most successful program in collegiate athletics across all sports, as determined by a performance-based scoring system. FSU has finished in the top 20 in the Directors' Cup standings 17 of the last 18 seasons, including 5 top 10 finishes during that span.

Title IX and Women's Sports

Title IX of the Education Amendments of 1972 ("Title IX") requires higher education institutions to provide equal athletic opportunities for members of both sexes. This includes the provisions of equitable participation opportunities, athletics-related financial assistance, and treatment and benefits. As part of its ongoing efforts to comply with Title IX, FSU is adding women's lacrosse as a varsity sport beginning in the 2025-26 academic year. Additionally, in November 2023, FSU and Seminole Boosters launched the "Elevate Champions" five-year fundraising initiative for the exclusive benefit of women's athletics teams. See "FSU ATHLETICS – Recent Fundraising Initiatives" herein for additional information.

NCAA Compliance

NCAA member institutions can be sanctioned by the NCAA for failing to comply with applicable NCAA rules. In January 2024, the NCAA announced the negotiated resolution of an investigation into FSU football. The investigation pertained to impermissible recruiting contact that occurred in spring 2022 between one of FSU's assistant coaches and a prospective transfer student-athlete. Through a settlement agreement approved by NCAA's Division I Committee on Infractions, FSU agreed that it had committed Level-II standard NCAA violations and accepted penalties that include two years of probation, a three-game suspension for the offending assistant coach, scholarship reductions of 5% over the next two academic years, some limitations on recruiting contact during the next two academic years, and a one-time financial penalty of $5,000 plus 1% of the Athletics Department budget (approximately $425,000). FSU does not have any other cases pending in NCAA rules enforcement forums pertaining to alleged major violations of NCAA rules, and FSU is unaware of any ongoing investigations that could result in such cases being initiated.

Secondary violations of NCAA rules are isolated or inadvertent, tend to occur frequently, are usually resolved administratively, and are not typically made public. FSU self-reported 6 secondary violations of NCAA rules during the 2022-23 academic year and has reported 7 such violations thus far in the 2023-24 academic year. Overall, FSU has 2 secondary violation cases that are pending resolution.

Atlantic Coast Conference

Since 1991, FSU has been a member of the ACC. Other members of the ACC are Boston College, Clemson University, Duke University, the Georgia Institute of Technology, the University of Louisville, the University of Miami, the University of North Carolina, North Carolina State University, the University of Notre Dame (for all sports except football), the University of Pittsburgh, Syracuse University, the University of Virginia, the Virginia Polytechnic Institute and State University, and Wake Forest University. In mid-2024, the ACC will add Southern Methodist University, Stanford University, and the University of California, Berkeley, as members.

The ACC contracts with established media networks to broadcast its conference members' games in football, basketball, and other sports. The ACC has a television contract with ESPN Inc. ("ESPN") that runs into at least 2027. Additionally, the ACC partners with ESPN to operate a conference-specific television network (the "ACC Network"). Since its launch in 2019, the ACC Network has achieved widespread carriage among major cable and streaming platforms and is available to tens of millions of U.S. households.

ACC makes annual revenue distributions to its members, with those revenues primarily consisting of the NCAA's broad-based distribution, broadcast rights agreements, and revenue from postseason competitions such as bowl games and the ACC and NCAA basketball tournaments. Such distributions are net of any conference expenses and expense distributions to participating teams. Total ACC revenue distributions per school in Fiscal Year 2023 were approximately $45.2 million and are expected to increase to approximately $47 million in Fiscal Year 2026. However, the actual annual distribution to the University may vary slightly from the per school average. See "FSU ATHLETICS - Athletic-Related Operating Revenues and Expenses" for additional information. Also see "Changing Nature of Collegiate Athletics" below for a discussion of conference realignment and litigation between FSU and the ACC.

Athletics Facilities and Recently Completed Improvements

University athletics facilities include: Moore Athletic Center (student-athlete support services), Doak S. Campbell Stadium (football), the Albert J. Dunlap Training Facility (indoor practice and training facility for the football team), the Donald J. Tucker Civic Center (men's and women's basketball), Basketball Training Center (men's and women's) Dick Howser Stadium (baseball), Florida State Track and Field Facilities (men's and women's track and field), Morcom Aquatics Center (men's and women's swimming and diving), Scott Speicher Memorial Tennis Center (men's and women's tennis), the Seminole Soccer Complex (women's soccer), the Seminole Softball Complex (softball), Seminole Legacy Golf Club (men's and women's golf), and Tully Gymnasium (women's volleyball).

Doak S. Campbell Stadium – Doak S. Campbell Stadium is the site of FSU football's home games. The stadium is named after FSU's first president, who championed the construction of a football stadium for the university. Located in the southwest corner of FSU's campus, Doak S. Campbell Stadium is contained within the brick façade walls of the Devoe L. Moore University Center, a mixed-use complex built around the stadium that includes university offices, meeting rooms, a ball room, a restaurant, retail space, and classrooms.

Doak S. Campbell Stadium opened in 1950 with a capacity of 15,000. The stadium has been renovated extensively over the years, most notably through the construction of the University Center. Completed in 1992, the University Center project dramatically transformed the stadium's exterior by adding the red brick, Gothic-style architecture common to buildings throughout the rest of the campus. In 2003, the stadium's seating capacity was expanded to 83,200, but subsequent projects have focused on improving the fan experience, which has resulted in a reduction of capacity to 79,560. Following completion of the Doak Campbell Stadium Renovations included as part of the 2024 Project, the stadium's capacity is expected to be between 65,000 and 70,000.

Recent improvements to Doak S. Campbell Stadium include the following:

- 2016 – Champions Club constructed in the south endzone area ($67.5 million)
- 2016 – New audio system installed, new True HD videoboards installed above the north and south endzones, and LED ribbon boards upgraded and expanded ($13 million)
- 2021 – Hype Tunnel constructed ($0.8 million)
- 2023 – LED lighting system installed ($1.3 million)
- 2024 – Blueprint accessibility and structural improvements (estimated at $20 million)

Excluding traditional skyboxes and suites, the Champions Club was the first premium seating experience offered at Doak S. Campbell Stadium. It features outdoor, padded seating and amenities that include elevator access, private restrooms, and air-conditioned private lounge areas with catered meals and access to full bars for beverage purchases.

Donald L. Tucker Civic Center – The FSU men's and women's basketball teams play their home games at the Donald L. Tucker Civic Center (the "Tucker Center"), a multi-purpose indoor arena located toward the southeastern edge of FSU's campus. With 11,675 seats, it has the largest capacity of any arena in the Florida panhandle region. The Tucker Center opened in 1981 and was originally owned and operated by the Tallahassee-Leon County Civic Center Authority (the "TLCCC Authority"), an independent special district. In 2013, the TLCCC Authority was abolished by the State legislature and all assets and liabilities of the TLCCC Authority were transferred to the University. Since summer 2014, FSU has made approximately $34 million worth of improvements to the Tucker Center. Such improvements include including replacing the arena's floor and seats, installing a high-definition Jumbotron, a new sound system, and LED ribbon boards, and renovating the locker rooms and adjoining training facility.

Moore Athletic Center – The Coyle E. Moore Athletic Center was initially built in the 1950s. Located on the north side of the University Center at Doak S. Campbell Stadium, its purpose is to serve the needs of FSU's 400+ student-athletes. The Moore Center is home to the University's athletics administrators and support staff and houses various athletics-related operations such as Academic Support, Compliance, Digital Media, Marketing and Promotions, and Nutrition. It also includes a dining facility with a full-service kitchen, a 15,000 square foot training and rehabilitation facility, an 8,000+ square foot study hall, and a multi-purpose theater. In 2022, the Moore Center underwent a locker room renovation ($3.8 million) and a weight room renovation ($0.9 million).

Recently Completed Improvements of Note to Other Facilities

Albert J. Dunlap Training Facility

- 2013 – Construction completed and facility opened. The 92,000 square foot facility features a 120-yard artificial turf field and a 2,000 square foot training room, an injury rehabilitation area, and storage space ($14.9 million)

Dick Howser Stadium

- 2018 – New video board installed, then the second largest in college baseball ($1.1 million)
- 2019 – Weight room renovated and expanded ($125,000)
- 2020 – LED light system installed ($0.4 million)
- 2023 – New field surfaces installed, and concourse renovated ($1.5 million)

Florida State Track and Field Facilities

- 2015 – Equipment room remodeled ($75,000)
- 2023 – Track resurfaced ($1.4 million)

Scott Speicher Memorial Tennis Center

- 2015 – Booster seating and awnings added to Courts 1 & 2 ($16,000)
- 2016 – Courts repainted ($75,000)

Seminole Legacy Golf Club

- 2020 – Comprehensive course redesign and renovation completed under the direction of the Nicklaus Design, a company founded and run by professional golf legend Jack Nicklaus. The new course was recognized as one of "Florida's Top 30 Golf Courses" by GOLF.com in March 2023 ($9.6 million)

Seminole Soccer Complex

- 2022 – New video board installed ($0.8 million)
- 2022 – Field resurfaced ($0.2 million)

Seminole Softball Complex

- 2015 – New outfield grass installed, and clay cutout around home plate redesigned ($0.3 million)
- 2020 – Shade structure installed to cover all reserved seats at the complex ($0.8 million)
- 2022 – New video board installed ($0.8 million)
- 2023 – Existing seating deck upgraded and a 2nd floor seating deck installed (1.4 million)

Tully Gymnasium

- 2022 – New floor installed ($0.2 million)

Football

FSU football has evolved into one of the premier brands in collegiate sports. Florida State College, a predecessor entity of FSU, briefly fielded a football team from 1902 to 1904. However, the football program was scrapped following a legislative reorganization of Florida's colleges and universities that resulted in Florida State College being designated a women's college. Following World War II, FSU's co-educational status was restored, the school was renamed "Florida State University", and FSU reconstituted its football program, playing its first game on October 18, 1947.

The early decades of FSU football saw mixed results, but the program gradually ascended to incredible heights after hiring the late Bobby Bowden as head coach in 1976. Coach Bowden spent the next 34 seasons leading the Seminoles before retiring in 2009 as the second-winningest head coach in NCAA Division I history with 377 wins. Every season from 1987 through 2000, FSU won at least 10 games and finished the season ranked among the top 4 teams in the country by at least one of the two major college football polls. Twice during that span, the Seminoles won the national championship (1993 and 1999). FSU football is the only Football Bowl Subdivision ("FBS") program formed after World War II to have won an NCAA Division I national title.

Since Coach Bowden's retirement, FSU football has continued to build on its accomplishments. The Seminoles won the 2013 national championship, and as of the conclusion of the 2023 football season, the Seminoles are tied for the eighth-most 10-win seasons in FBS history (26) and have the ninth-most postseason bowl victories (29). In the program's history, 38 different players have been honored as Consensus All-Americans during their careers at FSU, nine have been inducted into the College Football Hall of Fame, and three have been awarded the Heisman Trophy. Since being hired after the 2019 season, Mike Norvell has revitalized the program, improving the team's record each of his four seasons as head coach. In 2023, Coach Norvell led FSU to its first undefeated regular season, and its first ACC Championship, since 2014. The Seminoles have now won 16 ACC Championships in football since beginning competition in the conference in 1992. Following the 2023 season, Coach Norvell agreed to a contract extension through 2031.

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Recent Football Records and Home Game Attendance

Fiscal Year	Record (wins/losses)	Home Games	Average Home Game Attendance	Total Stadium Capacity	Attendance as % of Capacity
2014	14-0**	7	75,421	82,300	91.6%
2015	13-1*	7	82,218	82,300	99.9%
2016	10-3	7	73,129	82,300	88.9%
2017[1]	10-3	6	76,800	79,560	96.5%
2018	7-6	6	70,943	79,560	89.2%
2019	5-7	7	68,288	79,560	85.8%
2020	6-7	7	54,019	79,560	67.9%
2021[2]	3-6	5	16,428	79,560	20.6%
2022	5-7	7	58,679	79,560	73.8%
2023	10-3	7	67,254	79,560	84.5%
2024	13-1*	6	78,711	79,560	98.9%

Source: Athletic Department.
[1] Total capacity at Doak S. Campbell was reduced in Fiscal Year 2017 as result of the construction of the Champions Club.
[2] Due to the COVID-19 pandemic, the number of home games was reduced in Fiscal Year 2021 and the University limited home game attendance to approximately 20% of stadium capacity.
* ACC Champions
**ACC Champions and National Champions

Basketball

Men's Basketball – FSU men's basketball has won two ACC championships; a tournament championship in 2012, and a regular season championship in 2020. FSU has qualified for the NCAA Tournament 18 times (including 8 of the last 15 completed seasons), advancing to at least the Sweet Sixteen on seven occasions. In the 1972 NCAA Tournament, the Seminoles defeated traditional powers Kentucky and North Carolina before losing the national championship game to five-time defending champion UCLA. Twenty-three different players have been named to All-American teams during their careers at FSU. Sixteen Seminoles have been selected in the first round of the NBA Draft, including nine since 2007. Since 2002, FSU has been coached by Leonard Hamilton, whose 443 wins at FSU through the 2023-24 season make him the winningest head coach in program history. Coach Hamilton is a three-time ACC Coach of the Year award recipient.

Women's Basketball – FSU women's basketball, coached by Brooke Wyckoff since 2022, has established itself as a consistent force. The Seminoles have won two ACC championships (regular season championships in 2009 and 2010), and have qualified for the NCAA Tournament 22 times, including 18 of the last 19 completed seasons. FSU has advanced to at least the Sweet Sixteen five times, and 20 different players have been named to All-American teams during their careers at FSU.

Baseball

FSU baseball, coached by Link Jarrett since 2023, has been one of the most consistently elite programs in college baseball. From 1948 to 2022, FSU completed 75 consecutive winning seasons, the longest streak in college baseball history. The Seminoles have won 17 ACC regular season and tournament championships combined, and at one point qualified for the NCAA Tournament for 44 consecutive seasons (1978 to 2022), tied for the longest streak in college baseball history. FSU baseball has advanced to the College World Series on 23 occasions, most recently in 2019, and has finished as runner-up three times. Only two college baseball programs have competed in the College World Series more times than FSU.

The Seminoles have the second-highest winning percentage in NCAA Division I history, and the second-highest number of postseason wins. Over 100 players have been named to All-American teams during their careers at FSU, and over 50 players have gone on to play Major League Baseball. Former coach Mike Martin, Sr. coached his entire career at FSU from 1980 to 2019 and retired with over 2,000 career wins, more than any other coach in NCAA Division I history.

Soccer

FSU soccer, coached by Brian Pensky since 2022, has developed into one of the most dominant college sports programs in the country. The Seminoles have won 16 ACC regular season and tournament championships combined and have qualified for the NCAA Tournament in 24 consecutive seasons. FSU soccer has advanced to the College Cup semi-finals 14 times, the second-most appearances all-time by any program, and has progressed to the championship game on seven of those occasions. The Seminoles won the national championship in 2014, 2018, 2021, and 2023. FSU's four titles are the most by any team since 2007, and the second-most all-time. In the program's history, 35 different players have been named to All-American teams during their careers at FSU.

Softball

FSU softball, coached by Lonnie Alameda since 2009, has long been one of the premier programs in college softball. The Seminoles have won 40 or more games in a single season 39 times and have won 37 ACC regular season or tournament championships combined. FSU softball has qualified for the NCAA Tournament 35 times, including the last 33 seasons, and has advanced to the Women's College World Series on 12 occasions. As of the end of the 2023 season, only nine programs in NCAA history have made more Women's College World Series appearances than FSU, and no school east of Arizona has played in more NCAA Tournaments than the Seminoles. FSU softball was the Women's College World Series runner-up in 2021 and 2023 and won the national championship in 2018. In the program's history, 36 different players have been named to All-American teams during their careers at FSU.

Recent Fundraising Initiatives

Unconquered Campaign – In September 2018, FSU and Seminole Boosters launched the Unconquered Campaign, an effort to raise $100 million over five years to support FSU Athletics. The fundraising goal was achieved in less than half the time allotted, with over $100 million in pledges received by mid-February 2021. Projects funded or proposed to be funded, at least in part, through the campaign include the construction of the Football Operations Facility, additional renovations to the Tucker Center, the redevelopment of Don Veller Seminole Golf Course into a Nicklaus Legacy Course, infrastructural and fan experience improvements to Dick Howser Stadium, additional funding for athletics scholarships, and a $5 million commitment for women's athletics spending priorities.

Bowden Society – Building on the success of the Unconquered Campaign, FSU and Seminole Boosters announced the establishment of the Bowden Society in September 2022. Named after the late Coach Bowden, the Bowden Society recognizes individuals who make philanthropic commitments to FSU Athletics of at least $50,000, payable over five years, above and beyond donations to the Boosters' annual fund that are tied to ticket purchases. The funds raised through the Bowden Society will be deployed to address athletics facilities needs as determined by the Athletic Director. As of March 31, 2024, 360 individuals are members of the Bowden Society, 120 of whom are first-time major gift donors.

Elevate Champions – In November 2023, FSU and Seminole Boosters launched the five-year "Elevate Champions" fundraising initiative. The campaign has a goal of raising $75 million to support FSU's women's athletics teams through facilities upgrades and scholarship funding. As of March 31, 2024, over $8.1 million has been raised since the initiative was announced.

Changing Nature of Collegiate Athletics

Student-Athlete Compensation and Movement – In recent years, the amateur model of collegiate athletics has shifted. In June 2021, the U.S. Supreme Court handed down *NCAA v. Alston*, 141 S. Ct. 2141 (2021), a decision which upheld a lower court's determination that certain NCAA restrictions on educational benefits for student-athletes were unconstitutional. The decision prompted the NCAA to suspend rules prohibiting student-athletes from commercializing their name, image, and likeness ("NIL"), and triggered widespread passage of state legislation (including in Florida) specifically authorizing such arrangements. As a result, student-athletes are increasingly receiving NIL compensation from university-specific "collectives" that, according to NCAA rules, must operate independently of the universities and their athletics departments. The collectives are capitalized through the pooled contributions of private donors. Given the recent onset of the NIL era, it is unclear what impact, if any, the presence of NIL collectives will tend to have on fundraising for traditional support organizations, such as booster clubs, that are directly affiliated with universities. Federal legislation to standardize name, image, and likeness laws have been introduced in Congress, but none of the bills have been passed by either the House of Representatives or the Senate.

Additionally, tribunals across the country are increasingly being called upon to adjudicate whether student-athletes are entitled to revenue sharing, certain employment rights, or even outright recognition as employees. In either of those scenarios, the scope and source of student-athlete compensation is unclear at this time. In December 2023, the NCAA proposed the creation of a new Division I subdivision for schools that invest heavily in their athletics programs. Under the plan, schools that elect to join the new subdivision would be permitted more operational autonomy and the ability to directly compensate student-athletes through a trust fund.

Another landmark change in NCAA athletics has been the deregulation of student-athletes' ability to transfer from one school to another. Since 2018, student-athletes have had the ability to enter the NCAA's "transfer portal", an online database that signals their interest in transferring and, in some circumstances, their willingness to be actively recruited by other schools. In April 2024, the NCAA adopted a rule stipulating that transferring student-athletes who meet certain academic progress requirements can transfer an unlimited number of times without having to sit out a year, though they can't compete for different schools during the same season.

Conference Realignment and Litigation Involving the ACC – Another impactful recent development in collegiate athletics has been the acceleration of conference realignment, a phenomenon that has seen several prominent athletics programs voluntarily relinquish their traditional conference affiliation in favor of membership in a more financially lucrative conference. Examples of notable realignment moves since 2021 include Oklahoma University and the University of Texas joining the Southeastern Conference (the "SEC"), and the University of Oregon, the University of Southern California, and the University of Washington joining the Big Ten Conference (the "Big Ten").

At present, FSU remains a member of the ACC. However, FSU has publicly conveyed its dissatisfaction over an expanding revenue gap between the ACC and competing conferences, namely the SEC and the Big Ten. The disparity is primarily the result of the SEC and the Big Ten negotiating increasingly lucrative, shorter-term broadcast rights agreements while the ACC's comparatively more modest agreement includes a provision that could allow ESPN to unilaterally extend the agreement into 2036. FSU leadership has expressed concern that if the pronounced revenue discrepancy persists, it may affect FSU's ability to spend enough money on facilities, coaching salaries, and other priorities to remain a preeminent brand in collegiate athletics. Amidst that context, on December 22, 2023, FSU filed a Complaint for Declaratory Judgment against the ACC in the Circuit Court of Leon County, Florida (the "Florida case"). The Complaint was amended on January 29, 2024.

In its complaint, FSU alleged that the ACC has mismanaged the conference's media rights negotiations, undermined its members' revenue opportunities by demanding counterproductive media rights partnerships, and imposed impermissible financial penalties on schools that wish to withdraw from the conference. FSU has requested a judgment declaring that the ACC's exit fee and its grant of rights, an agreement purporting to require that any withdrawing member forfeit its media rights to the ACC through the duration of the conference's broadcast/media rights agreement, are unenforceable (both individually and collectively). FSU further requested that if the court finds in its favor, the court deem FSU to have issued a formal notice of withdrawal from the ACC effective August 14, 2023. The ACC filed its own complaint against FSU in the Superior Court of Mecklenburg County, North Carolina (the "North Carolina case"), arguing, among other things, that the conference's grant of rights is valid and enforceable, and that FSU is legally barred, by estoppel or waiver, from challenging it. The ACC's complaint also alleges that through the filing of its lawsuit, FSU has breached various legal obligations to the ACC. The ACC is seeking unspecified damages and a permanent injunction barring FSU from participating in the management of the conference's affairs. Both FSU and the ACC filed motions to dismiss the other party's lawsuit. On April 5, 2024, in the North Carolina case, the Court dismissed a claim alleging that FSU breached a fiduciary duty to the ACC but ruled that the ACC's other claims against FSU could proceed. On April 22, 2024, in the Florida case, the ACC's motion to dismiss was granted based on a pleading deficiency, but the Court granted FSU leave to amend its complaint to remedy the defect. In anticipation of the complaint being amended, the Court ordered the parties to complete mediation within 120 days.

FSU is not the only ACC school to formally explore legal options concerning its membership. In March 2024, Clemson University, filed a Complaint for Declaratory Judgment against the ACC in Pickens County, South Carolina. Like FSU's complaint, Clemson's complaint is challenging the ACC's exit fee and the legal effect of the conference's grant of rights. As with the FSU litigation, the ACC has filed its own claim against Clemson in the Superior Court of Mecklenburg County, North Carolina.

If FSU were to withdraw from the ACC, conference bylaws provide for departing members to make a withdrawal payment in an amount equal to three times the total operating budget of the ACC. In FY 2023, the ACC's operating budget was approximately $47.6 million. ACC bylaws further provide that the conference may offset the amount of the withdrawal payment against any distributions otherwise due to the departing member. The withdrawal payment does not account for any financial redress that the ACC may seek from FSU if it withdraws from the conference prior to the expiration of the ACC's broadcast rights agreement.

The above-referenced factors, collectively or individually, could result in a material change to FSU's on-field performance and/or the Pledged Revenues over the life of the Series 2024A&B Bonds. Buyers of the Series 2024A&B Bonds should take into consideration these developments, and other potential risk factors related to collegiate athletics, when deciding whether to purchase the Series 2024A&B Bonds.

Athletic-Related Operating Revenues and Expenses

In Fiscal Year 2023, approximately 66% of athletic-related operating revenues represented Pledged Revenues, with the remainder committed to the Prior Lien Obligations or unencumbered. The major sources of athletic-related operating revenues and expenses are summarized below.

Conference Distribution Revenue – The University receives annual revenues from the ACC tied to its membership in the conference. Significant sources of the revenues include the conference's media rights earnings, including bowl revenues, revenues from football and basketball television packages, the NCAA's broad-based distribution, and NCAA and ACC men's basketball tournament television revenues. The ACC's distributions to the University are net of any conference expenses and conference bowl or basketball post-season tournament expense distributions to participating teams. The amount of the ACC distributions is primarily dependent on revenues received by the ACC from its media rights contract and conference network, and post-season qualification and performance of ACC teams in various sports. Conference Distribution Revenue is the largest source of athletic-related operating revenue for the University, and the gross amount of annual Conference Distribution Revenue is pledged to the payment of the Bonds.

Membership Fee Revenue – An active Seminole Boosters membership, which requires an annual contribution to the Seminole Boosters annual fund, is required to purchase season tickets to football, men's and women's basketball, baseball, women's soccer, and softball, with a tiered ticket priority system based on contribution level and history of membership. Annual membership also provides additional benefits based on the amount of annual giving, including post-season and away game ticket priority, single-game football ticket sales for the Champions Club, and parking priority. Membership starts at $70 per year, with the highest tier of membership benefits reserved for donors who make annual contributions of $25,000 or more. Seminole Boosters members are not required to purchase athletics season tickets, and a portion of annual fund donations are made in support of FSU Athletics with no corresponding season ticket purchases. In 2023, Seminole Boosters had approximately 14,400 members with an average contribution to the annual fund of approximately $1,380 per member. Seminole Boosters previously operated under an "umbrella" model where a single annual donation for one sport would provide the ability to purchase season tickets in other sports. However, beginning in 2024, a separate per seat contribution will be required for each sport in order to purchase season tickets for that sport, and the new donation model is expected to increase the annual Membership Fee Revenues. Additionally, a higher per seat contribution requirement for purchasing football season tickets in the sections of Doak S. Campbell Stadium that will be renovated as part of the 2024 Project is projected to generate additional Membership Fee Revenue. Only contributions to the Seminole Boosters annual fund are included in Membership Fee Revenues, and contributions made in support of capital projects or endowments, or contributions that are otherwise restricted, are excluded. In-kind contributions are also excluded from Pledged Revenues due to their non-cash and illiquid/untransferable nature. The 2024A&B Bonds have a first lien on all Membership Fee Revenues. Please see below for a breakdown of historical non-capital contributions to the Seminole Boosters.

Seminole Boosters
Historical Annual Contributions (Excludes Capital Contributions)

	Fiscal Year Ended June 30,				
	2019	**2020[1]**	**2021**	**2022**	**2023**
Membership Fee Revenue	$17,965,716	$16,901,001	$15,439,633	$17,973,957	$17,462,194
Restricted Contributions	2,482,748	16,370,689	5,963,878	3,027,712	3,874,562
In-kind Contributions	648,086	457,610	529,250	499,041	336,629
Other Contributions[2]	-	-	-	-	**2,234,265**
Total Contributions	**$21,096,550**	**$33,729,300**	**$21,932,761**	**$21,500,710**	**$23,907,650**

Source: Seminole Boosters.
1 The increase in Restricted Fund Contributions in Fiscal Year 2020 was related to funding the buyout of a terminated coaching contract.
2 Includes passthrough contributions. These contributions are not included in the "FSU Athletics Consolidated Athletic-Related Revenues and Expenses" table below.

Ticket Revenue – Ticket Revenue includes the annual revenue received by the University pursuant to sales of tickets to attend University sporting events, including games, matches, scrimmages, or other athletic competitions. Currently, the University issues tickets and charges admission for home games in six sports: football, men's basketball, baseball, softball, women's basketball, and women's soccer. Season ticket packages for each of those sports are available to active members of Seminole Boosters. Additionally, single game tickets are offered subject to ticket availability, with Seminole Boosters members receiving priority, including single game presale opportunities for certain sports, over the general public. Sections of tickets at events for some of the sports are reserved for University students who pay the full Athletic Fee. See "Student Athletic Fee Revenue" below for additional details. In addition to regular season home games, admission is also typically charged to the annual intrasquad spring football game. The University also receives Ticket Revenue for bowl games and certain neutral site games played by the football team and post-season games at FSU that are sponsored by either the ACC or the NCAA. However, the majority of Ticket Revenue for post-season events reverts to the ACC or the NCAA after FSU's hosting expenses are covered. Generally, admission is not charged to events for the University's other varsity sporting events.

Historically, tickets for football games, including home, neutral site, and bowl games, have been the largest source of Ticket Revenue, followed by men's basketball and baseball. The table below provides a breakdown of annual Ticket Revenue over the past five fiscal years.

Athletic Department
Annual Revenue from Ticket Sales

	Fiscal Year Ended June 30,				
Sport	**2019**	**2020[1]**	**2021[1]**	**2022**	**2023**
Football	$17,239,151	$12,882,179	$3,518,226	$14,967,284	$16,254,416
Neutral Site and Bowl Games	-	70,974	-	82,325	5,735,550
Football Spring Game	-	4,116	17,223	83,833	17,575
Men's Basketball	2,045,855	1,684,052	805,283	2,304,027	1,978,542
Baseball	720,020	253,181	258,519	762,984	761,676
Baseball Postseason	9,300	-	770	-	-
Softball	-	-	21,668	201,744	214,147
Women's Basketball	104,477	119,280	73,076	91,397	113,583
Other	207,425	70,228	73,382	280,203	363,794
Total Revenue from Ticket Sales	**$20,326,228**	**$15,084,010**	**$4,768,147**	**$18,773,797**	**$25,439,283**

Source: Athletic Department Audited Financial Statements.
[1] Ticket Revenue for spring sports in Fiscal Year 2020 were impacted by the COVID-19 pandemic. Fiscal Year 2021 Ticket Revenue for all sports was impacted by the COVID-19 pandemic.

A summary of the prices for season ticket packages offered by the University during Fiscal Year 2024 is provided in the table below.

Fiscal Year 2024 Season Tickets – Main Stands/Grandstands

Sport	**Season Ticket Price[1]**	**Season Tickets Sold[1]**
Football	$250 - $350	28,339
Men's Basketball	$150 - $500	3,219
Baseball	$45 - $225	3,057
Softball	$125 - $1,250	741
Women's Basketball	$50 - $90	1,149
Women's Soccer	$150	164

Source: Athletic Department.
[1] As of March 31, 2024. Excludes required Seminole Boosters annual contributions. The minimum required contribution can vary based on seat locations and quantity of tickets purchased.

As part of the 2024 Project, pricing for standard bleacher seating football tickets on the west side of the stadium will be increased for the 2025 football season (Fiscal Year 2026) to reflect the enhanced amenities created by the stadium renovations. However, such contributions are Membership Fee Revenue and not Ticket Revenue. Additionally, the purchase of main stand football tickets in the affected sections of the stadium will require one-time per seat capital contributions, which will be used to fund a portion of the cost of the 2024 Project. These required capital contributions, if received prior to issuance of the 2024A&B Bonds, will be used towards funding construction of the 2024 Project, while capital contributions received within five years of issuance of the 2024A&B Bonds will be Capital Gifts and Donations Revenue.

Premium seating options are offered for football, men's basketball, baseball, and women's basketball. The options include suites (men's basketball, and baseball), courtside seats (men's and women's basketball), and center court rows (men's basketball). The 2024 Project will create new premium seating options for football with additional club seating offerings and new suites, both of which will require one-time capital contributions to fund a portion of the 2024 Project, with the amount of the capital contributions dependent on the type and location of seat and the number of seats purchased. Football also currently offers premium seating options with club seats in the Champions Club and suites available for purchase. However, the revenues from the current football premium seat offerings are subject to the Prior Lien Obligations and are included in a separate revenue line item from Ticket Revenue. See "Champions Club and Skybox Revenue" below for additional detail.

Pursuant to Section 1006.71, Florida Statutes, the University retains an amount equal to the sales tax (7.5%) that would have been collected from ticket sales for athletic events sponsored by the University for the exclusive support of women's athletics. Such amounts restricted for women's sports are not pledged to the Bonds and are excluded from Ticket Revenue. Additionally, the first $7 million of Ticket Revenue is committed to the Prior Lien Obligations, with the remaining Ticket Revenue representing Pledged Revenues for the Bonds. See below for a breakdown of historical Ticket Revenues.

Athletic Department
Total Revenue from Ticket Sales

	Fiscal Year Ended June 30,				
	2019	**2020**	**2021**	**2022**	**2023**
Ticket Revenue	$16,913,678	$12,095,493	$3,945,467	$15,547,340	$21,631,552
Restricted for Women's Sports	1,340,971	867,199	279,617	1,002,051	1,529,917
Transfer from Seminole Boosters[1]	2,071,579	2,121,318	543,063	2,224,406	2,277,814
Total Revenue from Ticket Sales	**$20,326,228**	**$15,084,010**	**$4,768,147**	**$18,773,797**	**$25,439,283**

Source: Athletic Department.

[1] Represents annual transfer from Seminole Boosters to the Athletic Department as compensation for reduction in seating capacity at Doak S. Campbell Stadium that resulted from the construction of the Champions Club. This internal transfer is not included in the "FSU Athletics Consolidated Athletic-Related Revenues and Expenses" table below.

Champions Club and Skybox Revenue – The Champions Club, opened in 2016, offers a premium club seating experience for football games which includes padded stadium seats, air-conditioned lounge areas, complimentary catered meals and non-alcoholic beverages, fully furnished bars with beverages available for purchase, and elevator access to the club. Season tickets in the Champions Club are available for purchase by active Seminole Boosters members for $1,500 per seat. Each seat also requires a one-time capital contribution of $1,250. Doak S. Campbell Stadium also offers 94 private luxury suites, or skyboxes, located on the north, east, and west sides of the stadium. The skyboxes are available for 5-year terms and include 20 seats for each regular season home football game. All Champions Club and skybox revenue is currently committed to the Prior Lien Obligations and is not pledged to the 2024A&B Bonds.

Sponsorship and Advertising Revenue – The annual gross revenues received by the University pursuant to commercial advertising and sponsorship agreements related to athletics teams or athletic facilities are Pledged Revenues securing the Bonds. Major agreements include a multi-media rights agreement with a wholly-owned subsidiary of Learfield Communications, LLC ("Learfield") that commenced in 2020 and expires on June 30, 2030. The multimedia rights agreement provides Learfield with exclusive rights to monetize all of the University's athletic multimedia rights, excluding any such rights subject to restrictions by the ACC, NCAA, or television networks and certain other major sponsors of FSU Athletics. Learfield's production rights pursuant to the agreement encompass live radio broadcasts, television coverage, coaches' radio and television shows, and the official University athletics website. Learfield also maintains the exclusive rights to sell sponsorships on all signage connected to the University's athletic facilities. As payment for the rights under the multimedia agreement, the University annually receives the greater of a minimum guaranteed payment, which ranges from approximately $10 million to $15 million annually during the contract, or a set percentage of overall net revenues specific to FSU Athletics that are generated by Learfield in that year. The University also has an apparel contract with Nike, Inc. ("Nike") that grants the company the right to commercially market its status as the exclusive supplier of athletic apparel for the University's athletics programs. The apparel contract was most recently amended in 2019 and currently runs through July 2029, with the University receiving a one-time signing bonus of $5 million, as well as annual payments of $2.2 million over the life of the contract. As part of the Nike apparel contract, Nike supplies certain athletic apparel to FSU Athletics on an annual basis at no expense to the Athletics Department. The apparel provided by Nike is recorded as a revenue, with an offsetting expense, equivalent to the retail value at the time of the contribution, and is excluded from Pledged Revenue. See below for a breakdown of total Sponsorship and Advertising Revenue.

Athletic Department
Sponsorship and Advertising Revenue

	Fiscal Year Ended June 30,				
	2019	**2020**	**2021**	**2022**	**2023**
Sponsorship and Advertising Revenue	$14,085,018	$8,798,453	$10,788,819	$16,125,284	$14,766,887
Non-Cash Revenue	2,777,162	3,740,253	3,940,154	3,939,408	4,272,610
Total Sponsorship and Advertising Revenue	**$16,862,180**	**$12,538,706**	**$14,728,973**	**$20,064,692**	**$19,039,497**

Source: Athletic Department.

FSU Athletics also has an agreement with Fanatics, Inc. for online merchandising that was most recently amended and extended in August 2022 and runs through July 2032, with a guaranteed minimum payment to the University totaling $5 million over the term of the extension.

Student Athletic Fee Revenue –The University levies a mandatory per credit hour fee to all students to support athletics (the "Athletic Fee"). The current Athletic Fee for undergraduate, graduate, and law students at the University's main campus is $7.90 per credit hour and provides eligibility to receive student tickets to sporting events. The University also charges the Athletic Fee at a rate of $0.69 per credit hour to undergraduate and graduate students at its campuses in Panama City, Florida and Sarasota, Florida, and to distance learning students. Students at the Panama City campus may opt to pay the main campus fee rate in exchange for the same eligibility for student tickets to sporting events that students on the main campus receive. Additionally, the Athletic Fee is assessed at varying rates to medical students and students in certain other professional programs. The Athletics Department, which ultimately receives the revenues generated by the Athletic Fee, has elected to use the revenues to support women's athletic programs. Revenues from the Athletic Fee are not Pledged Revenues and do not secure the Bonds.

Royalty Revenue –The University has contractually provided Seminole Boosters with the right to receive all revenues generated by royalties, license fees, and any other licensing of the University's designs, trademarks, service marks, logos, symbols and other indicia. All Royalty Revenue is subject to Prior Lien Obligations and is not a Pledged Revenue for the 2024A&B Bonds.

Contractual Revenue – Contractual Revenue includes reimbursements to FSU Athletics by the ACC and NCAA for expenses such as game officials and team travel to conference/NCAA tournaments. Additionally, concession revenues derived by the Boosters through contracts with concessionaires from the sale of food and beverage items at various University athletic events is included in this revenue category. Contractual Revenue does not constitute Pledged Revenues and does not secure the 2024A&B Bonds.

Game Guarantees Revenue – The University receives contractually arranged payments, typically from other university athletics departments or media rights partners, as a condition of playing particular non-conference, regular season games, matches, or other competitive events. The revenues derived from these payments represent Pledged Revenues for the 2024A&B Bonds.

Compensation & Employee Benefits Expense – Compensation and Employee Benefits are the single largest operating expense category. The largest component of this expense item is compensation and benefits for coaches and support staff of the various varsity athletic teams. For Fiscal Year 2023, Compensation and Employee Benefits Expense totaled approximately $50.0 million, of which approximately $24.4 million, or 49%, pertained to coaching staffs. In January 2024, the University extended Coach Norvell's contract through 2031, which will increase Coach Norvell's annual compensation and related benefits by approximately $2.5 million per year.

Services and Supplies Expense – The largest individual categories in this expense item include contractual services, player supplies, game officials, game guarantee expenses, meals and nutritional supplements, and office supplies. For Fiscal Year 2023, Services and Supplies Expense totaled approximately $47.7 million, of which $13.4 million (28%) was spent on direct overhead and administrative expenses, $4.5 million (9%), was spent on player supplies, $3.5 (7%) million was spent on game expenses such as security, and $2.6 million (5%) was spent on meals and nutritional supplements.

Utilities and Communications Expense – Expenses included within this expense category include the cost of standard water and electrical utilities and communication services and equipment, such as cell phone and internet.

Scholarships Expense – The Scholarship Expense reflects the payments made by FSU Athletics and Seminole Boosters to cover tuition for student-athletes that are on scholarship. In 2023, the Florida Legislature adopted Senate Bill 7026, which revised Section 1009.26, Florida Statutes, to permit University Board of Trustees to waive the out-of-state tuition fee for a student who is an intercollegiate athlete receiving an athletic scholarship. The University estimates an annual recurring decrease in Scholarship Expense of approximately $2 million as a result of implementing the statutory revision. However, the impact in each Fiscal Year will depend on the mix of in-state and out-of-state intercollegiate athletes on scholarship.

Travel Expense – Travel expenses for FSU Athletics are primarily incurred through the costs of transportation for the University's athletic teams, coaches, and staff to off-campus athletics competitions. Expenses also include travel by coaches and staff related to the recruitment of student-athletes.

In addition to athletics-related operating revenues and expenses, FSU Athletics, through Seminole Boosters, operates a private club inside of Doak S. Campbell Stadium and has certain real estate investments that generate non-athletic related operating income and expenses. FSU Athletics also receives significant capital contributions for capital projects, with over $50 million received in Fiscal Year 2023 and a five-year average of more than $23 million annually.

The table below summarizes the athletic-related operating performance of FSU Athletics from Fiscal Year 2019 through Fiscal Year 2023 and represents consolidated financial information from FSUAA, the Athletics Department, and Seminole Boosters. The table is provided for information purposes only, is not GAAP compliant, and is unaudited. For complete audited financials for FSUAA, the Athletics Department, and Seminole Boosters, see Appendices G through I.

FSU Athletics
Consolidated Athletic-Related Revenues and Expenses[1]

	Fiscal Year Ended June 30,				
	2019	2020	2021	2022	2023
Athletic-Related Operating Revenues					
Conference Distribution Revenue	$27,563,542	$31,879,742	$37,162,169	$40,569,836	$48,124,335
Annual Non-capital Contributions to Seminole Boosters	21,096,550	33,729,300	21,932,761	21,500,710	21,673,385
Total Revenue from Ticket Sales	18,254,649	12,962,692	4,225,084	16,549,391	23,161,469
Champions Club & Skybox Revenue	10,542,040	8,897,372	3,897,609	9,521,073	10,084,391
Sponsorship and Advertising Revenue	16,862,180	12,538,706	14,728,973	20,064,692	19,039,497
Student Athletic Fee Revenue	8,431,335	8,743,272	8,681,687	8,691,672	8,550,394
Game Guarantees Revenue	132,225	500,000	83,776	607,500	137,672
Royalty Revenue	3,406,236	2,877,904	3,011,625	3,574,504	4,305,493
Contractual Revenue	3,213,655	1,563,860	733,965	1,591,625	2,236,682
Other Operating Revenue	3,351,906	4,655,240	2,884,072	3,239,619	3,694,298
Total Athletic-Related Operating Revenues	**$112,854,318**	**$118,348,088**	**$97,341,721**	**$125,910,622**	**$141,007,616**
Athletic-Related Operating Expenses					
Compensation & Employee Benefits Expense	$47,232,226	$65,949,197	$40,811,094	$48,218,783	$50,036,375
Services and Supplies Expense	39,423,363	34,844,090	29,763,613	37,627,639	47,672,192
Utilities and Communications Expense	2,483,363	2,555,839	2,087,817	2,469,144	3,071,401
Scholarships Expense	11,302,805	11,930,467	11,115,417	11,539,081	12,722,092
Travel Expense	11,596,142	8,672,052	4,979,699	10,304,208	12,981,628
Other Operating Expense	266,530	86,653	2,330,244	4,027,190	2,503,113
Total Athletic-Related Operating Expenses	**$112,304,429**	**$124,038,298**	**$91,087,884**	**$114,186,045**	**$128,986,801**
Athletic-Related Operating Income (Loss)	**$549,889**	**($5,690,210)**	**$6,253,837**	**$11,724,577**	**$12,020,815**

Source: University, Athletic Department, and Seminole Boosters.
[1] Unaudited, presented for informational purposes only, and not represented as GAAP compliant.

Discussion of Athletic-Related Operating Results for Fiscal Year 2020 through 2023

Fiscal Year 2020 – Decreases in total revenue from ticket sales, Champions Club & skybox revenue, and Sponsorship and Advertising Revenue saw declines due to recent underperformance of the FSU Football team, relative to historical trend. A significant coaching contract was terminated during this fiscal year, which impacted the compensation & employee benefits expense. However, the increase in this expense is partially offset due to a concentrated fundraising effort by donors, evidenced by a significant increase in annual non-capital total contributions to Seminole Boosters, in order to fund the termination of a coaching contract.

Fiscal Year 2021 – Decreases in total revenue from ticket sales and Champions Club & skybox revenue reflect the economic impacts of COVID-19. However, this decrease in revenue is partially offset by a decrease in services and supplies expense and travel expense, which reflects the strategic cost controls implemented by FSU Athletics in Fiscal Year 2021 as a result of the impacts of COVID-19, including staff reductions, temporary salary reductions, furloughs, travel restrictions, and a hiring freeze. Annual non-capital contributions to Seminole Boosters returned to normal levels after the temporary increase in Fiscal Year 2020 to fund the termination of a coaching contract.

Fiscal Year 2022 – Increases in revenues in Fiscal Year 2022 are a result of the receding impacts of the COVID-19 pandemic. Services and supplies expense and travel expense increased as a result of the increased attendance and team travel, both of which were previously materially impacted by the economic impacts of COVID-19, during Fiscal Year 2022. Expenses were also impacted by the rising cost of inflation.

Fiscal Year 2023 – Increases in total revenue from ticket sales is largely attributable to improved performance of the FSU Football team during the fall 2022 season. Conference Distribution Revenue increased, in part, due to the reimbursement of travel expenses to FSU Football's participation in the Cheez-It Bowl, which was its first bowl game since the Sun Bowl in 2019. Increases in Services and Supplies reflect the increases in attendance at FSU sporting events as well as the impact of inflation and the rising cost of goods and services.

FSU Athletics Liquidity

The Athletic Department and Seminole Boosters maintain significant internal liquidity to support the operations of FSU Athletics. From Fiscal Year 2019 to 2023, total liquidity increased from $14.3 million to $50.0 million, representing 250% growth. A portion of the growth in the available liquidity for the Athletics Department is the result of the University's transfer of a total of $19.1 million of federal funding received under the Higher Education Emergency Relief Fund Acts in Fiscal Years 2021 and 2022 to offset the financial impacts of the COVID-19 pandemic.

FSU Athletics
Historical Liquidity

	Fiscal Year Ended June 30,				
	2019	2020	2021	2022	2023
Athletics Department					
Cash and Equivalents	$1,249,754	$309,209	$2,346,028	$3,724,219	$1,263,248
Investments	4,822,467	1,098,369	6,054,902	28,007,562	38,576,168
Athletics Department Total	**$6,072,221**	**$1,407,578**	**$8,400,930**	**$31,731,781**	**$39,839,416**
Seminole Boosters					
Cash and Equivalents	$1,561,145	$800,060	$167,371	$261,776	$283,308
Restricted Cash	-	-	-	-	547,774
Restricted – Noncurrent	1,522,353	1,532,652	1,534,088	1,534,928	1,563,006
Investments	5,118,587	5,709,502	7,646,063	7,026,238	7,743,623
Seminole Boosters Total	**$8,202,085**	**$8,042,214**	**$9,347,522**	**$8,822,942**	**$10,137,711**
Total FSU Athletics Liquidity	**$14,274,306**	**$9,449,792**	**$17,748,452**	**$40,554,723**	**$49,977,127**

Source: Athletics Department and Seminole Boosters annual financial statements.

FSU Athletics Budget

FSU Athletics, with oversight from the University, produces consolidated annual budgets which are approved by the board of FSUAA. The University President, as the chair of the board for FSUAA, reviews and approves expenditure plans and possesses line-item authority over the budget for FSU Athletics, including the addition of additional budgetary items and the reduction or elimination of existing budgetary items. The Director of Athletics and President of Seminole Boosters must annually submit joint goals for operating budgets, fundraising, facilities planning, contract management, and implementation of strategic plans and meet regularly to review progress and performance. Both the Athletic Department and Seminole Boosters are also required to provide ongoing financial reporting throughout the year to FSUAA.

The consolidated FSU Athletics budget controls all spending, including internal transfers between the three entities and costs of construction and other capital expenditures. Details on the FSU Athletics budget for Fiscal Year 2024 are provided below.

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FSU Athletics
Fiscal Year 2024 Consolidated Athletic-Related Operating Budget

Athletic-Related Operating Revenues	
Conference Distribution Revenue	$44,384,623
Cash Contributions to Seminole Boosters	23,935,000
Real Estate Contributions to Seminole Boosters[1]	7,000,000
Total Revenue from Ticket Sales	17,910,104
Champions Club & Skybox Revenue	9,980,000
Sponsorship and Advertising Revenue	19,336,709
Student Athletic Fee Revenue	8,600,000
Game Guarantees Revenue	295,000
Royalty Revenue	4,000,000
Contractual Revenue	4,001,000
Other Operating Revenue	2,442,000
Total Athletic-Related Operating Revenues	**$141,884,436**
Athletic-Related Operating Expenses	
Compensation & Employee Benefits Expense	$53,994,604
Services and Supplies Expense	41,574,983
Utilities and Communications Expense	1,637,186
Scholarships Expense	11,292,574
Travel Expense	11,164,600
Other Operating Expense[2]	15,724,098
Total Athletic-Related Operating Expenses	**$135,388,045**
Athletic-Related Operating Income (Loss)	**$6,496,391**

Source: University, Athletic Department, and Seminole Boosters.

[1] Seminole Boosters receives certain annual donations in the form of real estate and immediately markets the properties for sale. Since FY 2019, Seminole Boosters has received property valued at $25.2 million and realized sale proceeds of $18.7 million. In FY 2024, Seminole Boosters has received $10.8 million of real estate and is currently marketing those donations for sale.

[2] Includes contingent budget authority that is assigned to applicable expense line items when and if expenditures occur.

The Fiscal Year 2024 budget for athletic-related operating income equals $6.5 million. The budget includes athletic-related operating revenues of $141.9 million which represents an increase of approximately $900,000 versus Fiscal Year 2023 actual athletic-related operating revenue. Budgeted athletic-related operating expenses totaling $135.4 million are approximately $6.4 million higher than Fiscal Year 2023 actual results. The Fiscal Year 2024 budget includes conservative assumptions for Total Revenue from Ticket Sales, with annual ticket revenues currently exceeding the budgeted amount by $3.7 million following the strong 2023 football season. Expenses for FY 2024 are currently in line with budgeted amounts. The Fiscal Year 2025 budget is anticipated to receive final approval at the June 20, 2024, University Board of Trustees meeting.

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Historical Pledged Revenues and Pro Forma Debt Service Coverage

The following table shows the historical Pledged Revenues for the past five Fiscal Years. Pro forma calculations for debt service coverage ratios have been provided based on the estimated Maximum Annual Debt Service for the 2024A&B Bonds. However, there were no Outstanding Bonds during the historical period shown.

Historical Pledged Revenues and Pro Forma Debt Service Coverage

	Fiscal Year Ended June 30,				
	2019	2020	2021	2022	2023
University Revenues					
Conference Distribution Revenue	$27,563,542	$31,879,742	$37,162,169	$40,569,836	$48,124,335
Sponsorship and Advertising Revenue[1]	14,085,018	8,798,453	10,788,819	16,125,284	14,766,887
Game Guarantee Revenue	132,225	500,000	83,776	607,500	137,672
less: Amount Committed to Prior Lien Obligations	(1,850,000)	(1,850,000)	(1,850,000)	(1,850,000)	(1,850,000)
Subtotal	$39,930,785	$39,328,195	$46,184,764	$55,452,620	$61,178,894
Ticket Revenue[2]	16,913,678	12,095,493	3,945,467	15,547,340	21,631,552
less: Amount Committed to Prior Lien Obligations	(7,000,000)	(7,000,000)	(3,945,467)	(7,000,000)	(7,000,000)
Subtotal	$9,913,678	$5,095,493	-	$8,547,340	$14,631,552
Total University Revenues	$49,844,463	$44,423,688	$46,184,764	$63,999,960	$75,810,446
Seminole Boosters Revenues					
Membership Fee Revenue	$17,965,716	$16,901,001	$15,439,633	$17,973,957	$17,462,194
Total Seminole Boosters Revenues	**$17,965,716**	**$16,901,001**	**$15,439,633**	**$17,973,957**	**$17,462,194**
Total Pledged Revenues	**$67,810,179**	**$61,324,689**	**$61,624,397**	**$81,973,917**	**$93,272,640**
Annual Debt Service[3]					
2024A&B Bonds	-	-	-	-	-
Pro Forma Maximum Annual Debt Service[4]					
2024A&B Bonds	$26,026,516	$26,026,516	$26,026,516	$26,026,516	$26,026,516
Debt Service Coverage Ratios					
Annual	n/a	n/a	n/a	n/a	n/a
Maximum Annual	2.61x	2.36x	2.37x	3.15x	3.58x

Source: Historical Pledged Revenues provided by the University.

1 Sponsorship and Advertising Revenue is net of non-cash revenues. See “FSU ATHLETICS – Athletic-Related Operating Revenues and Expenses” for additional information.

2 Ticket Revenue is net of the statutory restrictions and excludes internal transfer from Seminole Boosters. See “FSU ATHLETICS – Athletic-Related Operating Revenues and Expenses” for additional information.

3 There were no Outstanding Bonds in Fiscal Year 2019 through 2023 and no Annual Debt Service payments were due.

4 There were no Outstanding Bonds in Fiscal Year 2019 through 2023. Maximum Annual Debt Service coverage has been calculated to demonstrate what coverages would have been in such Fiscal Years based on Pledged Revenues during those years. The pro forma Maximum Annual Debt Service includes the estimated maximum annual debt service on the 2024A&B Bonds

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Projected Pledged Revenues and Debt Service Coverage

The following table shows projected Pledged Revenues and debt service coverage ratios for the next five Fiscal Years. The University is projecting continued growth in Pledged Revenues over the forecast period. Ticket Revenue is projected to decrease in Fiscal Year 2025 as a result of reduced seating capacity at Doak S. Campbell stadium during the 2024 football season due to the construction of the 2024 Project. Ticket Revenues are then estimated to return to growth in Fiscal Year 2026 following the completion of the 2024 Project, however, a significant portion of the incremental revenues generated by the 2024 Project are expected to be realized through increased Membership Fee Revenue rather than Ticket Revenue, with Membership Fee Revenue projected to increase by over 80% from Fiscal Year 2025 to Fiscal Year 2026. Projected Capital Gifts and Donation Revenue represent committed capital contributions for the 2024 Project expected to be received in the five years following issuance of the 2024A&B Bonds.

The projections of future Pledged Revenues have been prepared by the University based upon the most recent available information, which is believed to be accurate. Projections are statements of opinion and are subject to future events which may cause the actual results to differ materially from those set forth herein. Undue reliance should not be placed on these projections.

Projected Pledged Revenues and Debt Service Coverage

	Fiscal Year Ended June 30,				
	2024	2025[3]	2026[4]	2027	2028
University Revenues					
Conference Distribution Revenue	$44,384,623	$49,873,903	$51,548,141	$58,556,561	$60,620,971
Sponsorship and Advertising Revenue[1]	15,136,709	15,745,334	17,430,656	18,585,798	20,345,296
Game Guarantee Revenue	295,000	50,000	250,000	500,000	500,000
less: Amount Committed to Prior Lien Obligations	(1,850,000)	(1,850,000)	(1,850,000)	(1,850,000)	(1,850,000)
Subtotal	$57,966,332	$63,819,237	$67,378,797	$75,792,359	$79,616,267
Ticket Revenue[2]	19,630,262	14,923,580	15,741,298	16,868,566	17,842,538
less: Amount Committed to Prior Lien Obligations	(7,000,000)	(7,000,000)	(7,000,000)	(7,000,000)	(7,000,000)
Subtotal	$12,630,262	$7,923,580	$8,741,298	$9,868,566	$10,842,538
Total University Revenues	$70,596,594	$71,742,817	$76,120,095	$85,660,925	$90,458,805
Seminole Boosters Revenues					
Membership Fee Revenue	$19,000,000	$18,468,508	$33,290,744	$34,126,519	$35,763,514
2024 Project Capital Gifts and Donation Revenue	12,792,864	11,518,369	8,954,728	6,439,864	4,393,179
Total Seminole Boosters Revenues	**$31,792,864**	**$29,986,877**	**$42,245,472**	**$40,566,383**	**$40,156,693**
Total Pledged Revenues	**$102,389,458**	**$101,729,694**	**$118,365,567**	**$126,227,308**	**$130,615,498**
Estimated Annual Debt Service					
2024A&B Bonds[5]	-	$18,460,791	$20,256,264	$26,026,516	$24,973,738
Estimated Maximum Annual Debt Service					
2024A&B Bonds	$26,026,516	$26,026,516	$26,026,516	$26,026,516	$24,973,738
Estimated Debt Service Coverage Ratios					
Annual	n/a	5.51x	5.84x	4.85x	5.23x
Maximum Annual	3.93x	3.91x	4.55x	4.85x	5.23x

Source: Projected Pledged Revenues provided by the University.

1 Sponsorship and Advertising Revenue is net of non-cash revenues. See "FSU ATHLETICS – Athletic-Related Operating Revenues and Expenses" for additional information.

2 Ticket Revenue is net of the statutory restrictions and excludes internal transfer from Seminole Boosters. See "FSU ATHLETICS – Athletic-Related Operating Revenues and Expenses" for additional information.

3 Ticket Revenues are projected to decrease in Fiscal Year 2025 as a result of reduced seating capacity at Doak S. Campbell stadium during the 2024 football season due to the construction of the 2024 Project.

4 Membership Fee Revenue is projected to increase by $14.8 million in Fiscal Year 2025 as a result of higher per seat contribution requirements for purchasing football season tickets following completion of the 2024 Project.

5 Annual debt service in Fiscal Years 2025 and 2026 is net of capitalized interest on the 2024A Bonds, which will be paid from a deposit of proceeds of the 2024A Bonds in the Sinking Fund.

SCHEDULE OF ESTIMATED DEBT SERVICE

The table below shows the estimated debt service on the 2024A&B Bonds.

Fiscal	Estimated Debt Service on the 2024A&B Bonds[1]		
Year	Principal	Interest[2]	Total
2024	-	-	-
2025	$13,100,000	$5,360,791	$18,460,791
2026	9,830,000	10,426,264	20,256,264
2027	10,960,000	15,066,516	26,026,516
2028	10,520,000	14,453,738	24,973,738
2029	10,605,000	13,866,568	24,471,568
2030	7,725,000	13,385,375	21,110,375
2031	8,120,000	12,989,250	21,109,250
2032	8,535,000	12,572,875	21,107,875
2033	8,975,000	12,135,125	21,110,125
2034	9,435,000	11,674,875	21,109,875
2035	9,920,000	11,191,000	21,111,000
2036	10,430,000	10,682,250	21,112,250
2037	10,960,000	10,147,500	21,107,500
2038	11,525,000	9,585,375	21,110,375
2039	12,115,000	8,994,375	21,109,375
2040	12,735,000	8,373,125	21,108,125
2041	13,390,000	7,720,000	21,110,000
2042	14,080,000	7,033,250	21,113,250
2043	14,800,000	6,311,250	21,111,250
2044	15,560,000	5,552,250	21,112,250
2045	8,160,000	4,959,250	13,119,250
2046	8,580,000	4,540,750	13,120,750
2047	9,020,000	4,100,750	13,120,750
2048	9,485,000	3,638,125	13,123,125
2049	9,970,000	3,151,750	13,121,750
2050	10,480,000	2,640,500	13,120,500
2051	11,015,000	2,103,125	13,118,125
2052	11,580,000	1,538,250	13,118,250
2053	12,175,000	944,375	13,119,375
2054	12,800,000	320,000	13,120,000
Total	**$326,585,000**	**$235,458,627**	**$562,043,627**

[1] Preliminary, subject to change.
[2] Annual debt service in Fiscal Years 2025 and 2026 is net of capitalized interest on the 2024A Bonds, which will be paid from a deposit of proceeds of the 2024A Bonds in the Sinking Fund.

PROVISIONS OF STATE LAW

Bonds Legal Investment for Fiduciaries

The State Bond Act provides that all bonds issued by the Division are legal investments for state, county, municipal or other public funds, and for banks, savings banks, insurance companies, executors, administrators, trustees, and all other fiduciaries and also are securities eligible as collateral deposits for all state, county, municipal, or other public funds.

Negotiability

The 2024A&B Bonds will have all the qualities and incidents of negotiable instruments under the Uniform Commercial Code – Investment Securities Law of the State.

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TAX MATTERS

Federal Tax Treatment of 2024A Bonds

General – The Code establishes certain requirements which must be met subsequent to the issuance and delivery of the 2024A Bonds in order that interest on the 2024A Bonds be and remain excluded from gross income for purposes of federal income taxation. Non-compliance may cause interest on the 2024A Bonds to be included in federal gross income retroactive to the date of issuance of the 2024A Bonds, regardless of the date on which such non-compliance occurs or is ascertained. These requirements include, but are not limited to, provisions which prescribe yield and other limits within which the proceeds of the 2024A Bonds and the other amounts are to be invested and require that certain investment earnings on the foregoing must be rebated on a periodic basis to the Treasury Department of the United States. The Board of Governors, the Division, the University and the Board of Administration have covenanted to comply with such requirements in order to maintain the exclusion from federal gross income of the interest on the 2024A Bonds.

In the opinion of Bond Counsel, assuming compliance with certain covenants, under existing laws, regulations, judicial decisions and rulings, interest on the 2024A Bonds is excluded from gross income for purposes of federal income taxation. Interest on the 2024A Bonds is not an item of tax preference for purposes of the federal alternative minimum tax; however, the interest on the 2024A Bonds may be included in the "adjusted financial statement income" of certain "applicable corporations" that are subject to the 15-percent alternative minimum tax under section 55 of the Code.

Except as described above, Bond Counsel will express no opinion regarding other federal income tax consequences resulting from the ownership of, receipt or accrual of interest on, or disposition of 2024A Bonds. Prospective purchasers of 2024A Bonds should be aware that the ownership of 2024A Bonds may result in collateral federal income tax consequences, including (i) the denial of a deduction for interest on indebtedness incurred or continued to purchase or carry 2024A Bonds, or, in the case of a financial institution, that portion of the owner's interest expense allocable to interest on 2024A Bonds; (ii) the reduction of the loss reserve deduction for property and casualty insurance companies by fifteen percent (15%) of certain items, including interest on the 2024A Bonds; (iii) the inclusion of interest on the 2024A Bonds in earnings of certain foreign corporations doing business in the United States for purposes of the branch profits tax; (iv) the inclusion of interest on the 2024A Bonds in passive income subject to federal income taxation of certain Subchapter S corporations with Subchapter C earnings and profits at the close of the taxable year; and (v) the inclusion of interest on the 2024A Bonds in "modified adjusted gross income" by recipients of certain Social Security and Railroad Retirement benefits for the purposes of determining whether such benefits are included in gross income for federal income tax purposes.

As to questions of fact material to the opinion of Bond Counsel, Bond Counsel will rely upon representations and covenants made on behalf of the Board of Governors and the Division, certificates of appropriate officers and certificates of public officials (including certifications as to the use of proceeds of the 2024A Bonds and of the property financed or refinanced thereby), without undertaking to verify the same by independent investigation.

PURCHASE, OWNERSHIP, SALE, OR DISPOSITION OF THE 2024A BONDS AND THE RECEIPT OR ACCRUAL OF THE INTEREST THEREON MAY HAVE ADVERSE FEDERAL TAX CONSEQUENCES FOR CERTAIN INDIVIDUAL AND CORPORATE BONDHOLDERS, INCLUDING, BUT NOT LIMITED TO, THE CONSEQUENCES DESCRIBED ABOVE. PROSPECTIVE PURCHASERS AND BONDHOLDERS SHOULD CONSULT WITH THEIR TAX SPECIALISTS FOR INFORMATION IN THAT REGARD.

Information Reporting and Backup Withholding – Interest paid on tax-exempt bonds such as the 2024A Bonds is subject to information reporting to the Internal Revenue Service in a manner similar to interest paid on taxable obligations. This reporting requirement does not affect the excludability of interest on the 2024A Bonds from gross income for federal income tax purposes. However, in conjunction with that information reporting requirement, the Code subjects certain non-corporate owners of 2024A Bonds, under certain circumstances, to "backup withholding" at the rate specified in the Code with respect to payments on the 2024A Bonds and proceeds from the sale of 2024A Bonds. Any amount so withheld would be refunded or allowed as a credit against the federal income tax of such owner of 2024A Bonds. This withholding generally applies if the owner of 2024A Bonds (i) fails to furnish the payor such owner's social security number or other taxpayer identification number ("TIN"); (ii) furnished the payor an incorrect TIN; (iii) fails to properly report interest, dividends, or other "reportable payments" as defined in the Code; or (iv) under certain circumstances, fails to provide the payor or such owner's securities broker with a certified statement, signed under penalty of perjury, that the TIN provided is correct and that such owner is not subject to backup withholding. Prospective purchasers of the 2024A Bonds may also wish to consult with their tax advisors with respect to the need to furnish certain taxpayer information in order to avoid backup withholding.

Other Tax Matters – During recent years, legislative proposals have been introduced in Congress, and in some cases enacted, that altered certain federal tax consequences resulting from the ownership of obligations that are similar to the 2024A Bonds. In some cases, these proposals may also be considered by the State legislature. In some cases, the legislative proposals have contained provisions that altered these consequences on a retroactive basis. Such alteration of federal tax consequences may have affected the market value of obligations similar to the 2024A Bonds. From time to time, legislative proposals are pending which could have an effect on both the federal tax consequences resulting from ownership of the 2024A Bonds and their market value. Court proceedings may also be filed, the outcome of which could modify the tax treatment of obligations such as the 2024A Bonds. No assurance can be given that legislative proposals will not be enacted and court orders that would apply to, or have an adverse effect upon, the tax treatment of the 2024A Bonds, their market value, and their ability to be sold in the secondary market.

Prospective purchasers of the 2024A Bonds should consult their own tax advisors as to the tax consequences of owning the 2024A Bonds in their particular state or local jurisdiction and regarding any pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel expresses no opinion.

Tax Treatment of Original Issue Discount and Original Issue Premium – Certain of the 2024A Bonds (the "Discount Bonds") may be offered and sold to the public at an original issue discount. Under the Code, the difference between the maturity amount of the Discount Bonds maturing on ______________, and the initial offering price to the public, excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers, at which price a substantial amount of the Discount Bonds of the same maturity and, if applicable, interest rate, was sold is "original issue discount." Original issue discount will accrue over the term of the Discount Bonds at a constant interest rate compounded periodically. A purchaser who acquires the Discount Bonds in the initial offering at a price equal to the initial offering price thereof to the public will be treated as receiving an amount of interest excludable from gross income for federal income tax purposes equal to the original issue discount accruing during the period he or she holds the Discount Bonds, and will increase his or her adjusted basis in the Discount Bonds by the amount of such accruing discount for purposes of determining taxable gain or loss on the sale or disposition of the Discount Bonds. The federal income tax consequences of the purchase, ownership and redemption, sale or other disposition of the Discount Bonds which are not purchased in the initial offering at the initial offering price may be determined according to rules which differ from those above.

Certain of the 2024A Bonds (the "Premium Bonds") may be offered and sold to the public at a price in excess of their stated redemption price (the principal amount) at maturity. The difference between the principal amount of the Premium Bonds maturing on _________________, and the initial offering price to the public (excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers) at which price a substantial amount of such Premium Bonds of the same maturity and, if applicable, interest rate, was sold constitutes to an initial purchaser amortizable bond premium, which is not deductible from gross income for federal income tax purposes. The amount of amortizable bond premium for a taxable year is determined actuarially on a constant interest rate basis over the term of each of the Premium Bonds, which ends on the earlier of the maturity or call date for each of the Premium Bonds which minimizes the yield on such Premium Bonds to the purchaser. For purposes of determining gain or loss on the sale or other disposition of a Premium Bond, an initial purchaser who acquires such obligation in the initial offering is required to decrease such purchaser's adjusted basis in such Premium Bond annually by the amount of amortizable bond premium for the taxable year. The amortization of bond premium may be taken into account as a reduction in the amount of tax-exempt income for purposes of determining various other tax consequences of owning such Premium Bonds.

PROSPECTIVE PURCHASERS AND BONDHOLDERS OF ANY SUCH DISCOUNT BONDS OR PREMIUM BONDS SHOULD CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO DETERMINATION FOR FEDERAL INCOME TAX PURPOSES OF ORIGINAL ISSUE DISCOUNT AND AMORTIZABLE BOND PREMIUM, AS APPLICABLE, THE TREATMENT UPON THE SALE, REDEMPTION, OR OTHER DISPOSITION OF DISCOUNT BONDS OR PREMIUM BONDS, AS APPLICABLE, AND THE STATE AND LOCAL TAX CONSEQUENCES OF OWNING AND DISPOSING OF DISCOUNT BONDS OR PREMIUM BONDS, AS APPLICABLE.

Federal Tax Treatment of 2024B Bonds

General – INTEREST ON THE 2024B Bonds IS NOT EXCLUDED FROM GROSS INCOME FOR FEDERAL INCOME TAX PURPOSES. Except as described herein, Bond Counsel will express no opinion as to any other tax consequences regarding the 2024B Bonds. Bondholders of the 2024B Bonds should consult their tax advisors with respect to the inclusion of interest on 2024B Bonds in gross income for federal income tax purposes.

The following is a summary of certain anticipated United States federal income tax consequences of the purchase, ownership and disposition of the 2024B Bonds by certain persons. The summary is based upon provisions of the Internal Revenue Code of 1986, as amended (the "Code"), the regulations promulgated thereunder and rulings and court decisions now in effect, all of which are subject to change. This summary is intended as a general explanatory discussion of the consequences of holding the 2024B Bonds, limited to those persons who hold the 2024B Bonds as "capital assets" within the meaning of Section 1221 of the Code. This summary does not purport to address all aspects of federal income taxation that may affect particular investors in light of their individual circumstances or certain types of investors subject to special treatment under the federal income tax laws, including but not limited to financial institutions, insurance companies, dealers in securities or currencies, persons holding the 2024B Bonds as a hedge against currency risks or as a position in a straddle for tax purposes, foreign investors or persons whose functional currency is not the U.S.

dollar. This summary does not address alternative minimum tax issues or the indirect consequences to a holder of an equity interest in a holder of the 2024B Bonds. Potential purchasers of the 2024B Bonds should consult their own tax advisors in determining the federal, state or local tax consequences to them of the purchase, ownership and disposition of the 2024B Bonds.

As stated above, interest on the 2024B Bonds is not excluded from gross income for federal income tax purposes. Purchasers other than those who purchase the 2024B Bonds in the initial offering at their principal amounts will be subject to federal income tax accounting rules affecting the timing and/or characterization of payments received with respect to such 2024B Bonds. Generally, interest paid on the 2024B Bonds and recovery of accrued original issue and market discount, if any, will be treated as ordinary income to the Bondholder, and, after adjustment for the foregoing, principal payments will be treated as a return of capital.

Market Discount – If a Bondholder purchases the 2024B Bonds in the secondary market for an amount that is less than the adjusted issue price of the 2024B Bonds, and such difference is not considered to be de minimis, then such discount will represent market discount. Absent an election to accrue market discount currently, upon a sale, exchange, or other disposition of the 2024B Bonds, a portion of any gain will be ordinary income to the extent it represents the amount of any such market discount that was accrued through the date of the sale. In addition, absent an election to accrue market discount currently, the portion of any interest expense intended to carry a market discount bond is limited. Such Bondholders should consult their own tax advisors with respect to whether or not they should elect to accrue market discount currently, the determination and treatment of market discount for federal income tax purposes and the state and local tax consequences of owning such 2024B Bonds.

Tax Treatment of Bond Premium for the 2024B Bonds – If a Bondholder purchases a 2024A Bond at a cost greater than its principal amount, the bondholder may elect to treat such excess as amortizable bond premium. As the tax accounting treatment of bond premium is complex, such bondholders should consult their own tax advisors with respect to whether or not they should elect to amortize such premium under Section 171 of the Code.

Sale, Exchange or Redemption – Upon a sale, exchange, or redemption of the 2024B Bonds, bondholders will generally realize a capital gain or loss on the 2024B Bonds equal to the difference between the amount realized on the sale, exchange, or retirement (less any accrued qualified stated interest which will be taxable as such) and the bondholder's adjusted tax basis on the 2024B Bonds. The Bondholder's adjusted tax basis for the 2024B Bonds is the price such owner pays for the 2024B Bonds plus the amount of any original issue discount and market discount previously included in income, reduced on account of any payments received (other than qualified periodic interest payments) and any amortized bond premium. The legal defeasance of the 2024B Bonds may result in a deemed sale or exchange of such bonds under certain circumstances, in which event an owner of the 2024B Bonds will also recognize taxable gain or loss as described above. Owners of such 2024B Bonds should consult their tax advisors as to the federal income tax consequences of such an event.

Information Reporting and Backup Withholding – The Code subjects certain non-corporate owners of 2024B Bonds, under certain circumstances, to "backup withholding" at the rate specified in the Code with respect to payments on the 2024B Bonds and proceeds from the sale of 2024B Bonds. This withholding generally applies if the owner of 2024B Bonds (i) fails to furnish the payor such owner's social security number or other taxpayer identification number ("TIN"), (ii) furnished the payor an incorrect TIN, (iii) fails to properly report interest, dividends, or other "reportable payments" as defined in the Code, or (iv) under certain circumstances, fails to provide the payor or such owner's securities broker with a certified statement, signed under penalty of perjury, that the TIN provided is correct and that such owner is not subject to backup withholding. Prospective purchasers of the 2024B Bonds may also wish to consult with their tax advisors as to their qualification for an exemption from backup withholding and the procedure for obtaining the exemption.

Nonresidents – Under the Code, interest and original issue discount income with respect to the 2024B Bonds held by nonresident alien individuals, foreign corporations and other non-United States persons ("Nonresidents") may not be subject to withholding. Payments on the 2024B Bonds to a Nonresident that has no connection with the United States other than holding the 2024B Bonds will generally be made free of withholding tax, as long as such Bondholder has complied with certain tax identification and certification requirements. Nonresidents should consult their own tax advisors in determining the federal, state, or local tax consequences to them of the purchase, ownership, and disposition of the 2024B Bonds.

State Taxes

The 2024A&B Bonds and the income therefrom are not subject to any taxation by the State or any county, municipality, political subdivision, agency, or instrumentality of the State, except estate taxes imposed by Chapter 198, Florida Statutes, as amended, and net income and franchise taxes imposed by Chapter 220, Florida Statutes, as amended.

Florida laws governing the imposition of estate taxes do not provide for an exclusion of state or local bonds from the calculation of the value of the gross estate for tax purposes. Florida's estate tax is generally calculated on the basis of the otherwise unused portion of the federal credit allowed for state estate taxes. Under Chapter 198, Florida Statutes, all values for state estate tax purposes are as finally determined for federal estate tax purposes. Since state and local bonds are included in the valuation of the gross estate for federal tax purposes, such obligations would be included in such calculation for Florida estate tax purposes. Prospective owners of the 2024A&B Bonds should consult their own attorneys and advisors for the treatment of the ownership of the 2024A&B Bonds for estate tax purposes.

The 2024A&B Bonds and the income therefrom are subject to the tax imposed by Chapter 220 on interest, income, or profits on debt obligations owned by corporations and other specified entities.

MISCELLANEOUS

Investment of Funds

Funds Held Pursuant to the Resolution – The Resolution directs the manner in which funds held in the various funds may be invested. At closing, the net proceeds of the 2024A&B Bonds, net of issuance costs, will be deposited into the 2024 Project Construction Fund to pay the costs of the 2024 Project. After collection, the Pledged Revenues are transferred to the FSUAA Revenue Fund, which is held by the University. Amounts required for debt service are transferred to the Sinking Fund held and invested by the Board of Administration, as described below. Money remaining in the FSUAA Revenue Fund may be invested and reinvested at any time in accordance with the University's investment policy.

Investment by the Chief Financial Officer – Funds held in the State Treasury are invested by internal and external investment managers. As of December 31, 2023, the ratio was approximately 50% internally managed funds, 47% externally managed funds, 2% in an externally managed Security Lending program, and 1% in Certificates of Deposit. The total portfolio market value on December 31, was approximately $64.95 billion.

Under State law, the State Treasury is charged with investing funds of each State agency and the judicial branch. As of December 31, 2023, approximately $58.44 billion of the investments in the State Treasury consisted of accounts held by State agencies that are required by law to maintain their investments in the State Treasury; additionally, approximately $5.05 billion as of this date consisted of moneys held by certain boards, associations, and entities created by the State Constitution or by State law that are not required to maintain their investments with the State Treasury and are permitted to withdraw these funds from the State Treasury.

As provided by State law, the State Treasury must be able to timely meet all disbursement needs of the State. Accordingly, the State Treasury allocates its investments to provide for estimated disbursements plus a cushion for liquidity in instances of greater-than-expected disbursement demand. To this end, a portion of State Treasury's investments are managed for short-term liquidity and preservation of principal. The remainder is managed to obtain maximum yield, given the safety parameters of State law and State Treasury's Comprehensive Investment Policy. Investments managed for short-term liquidity and preservation of principal are managed "internally" by State Treasury personnel. The majority of investments managed for a maximum return are managed by "external" investment companies hired by the State.

The Externally Managed Investment Program provides long-term value while limiting risk appropriately and provides a backup source of liquidity. External investment strategy focuses on medium-term and long-term fixed income securities, rather than money market instruments, in order to take advantage of higher returns historically achieved by such securities. Portfolio managers are hired to actively manage funds. These funds may be invested in U.S. Treasury government agency obligations, investment grade corporate debt, municipal debt, mortgage-backed securities, asset backed securities, and U.S. dollar denominated investment-grade foreign bonds that are registered with the Securities and Exchange Commission. The managers may also use leveraging techniques such as forward purchase commitments, and interest rate futures.

Investment by the Board of Administration – The Board of Administration manages investment of assets on behalf of the members of the Florida Retirement System (the "FRS") Defined Benefit Plan. It also acts as sinking fund trustee for most State bond issues and oversees the management of FRS Investment Plan investment options, Florida Hurricane Catastrophe Fund moneys, a short-term investment pool for local governments, and smaller trust accounts on behalf of third-party beneficiaries.

The Board of Administration adopts specific investment policy guidelines for the management of its funds which reflect the long-term risk, yield, and diversification requirements necessary to meet its fiduciary obligations. As of December 31, 2023, the Board of Administration directed the investment and administration of 29 funds.

As of December 31, 2023, the total market value of the FRS (Defined Benefit) Trust Fund was approximately $190.5 billion. The Board of Administration pursues an investment strategy which allocates assets to different investment types. The long-term objective is to meet liability needs as determined by actuarial assumptions. Asset allocation levels are determined by the liquidity and cash flow requirements of the FRS, absolute and relative valuations of the asset class investments, and opportunities within those asset classes. Funds are invested internally and externally under a Defined Benefit Plan Investment Policy Statement.

The Board of Administration uses a variety of derivative products as part of its overall investment strategy. These products are used to manage risk or to execute strategies more efficiently or more cost effectively than could be done in the cash markets. They are not used to speculate in the expectation of earning extremely high returns. Any of the products used must be within investment policy guidelines designed to control the overall risk of the portfolio.

The Board of Administration invests assets in 28 designated funds other than the FRS (Defined Benefit) Trust Fund. As of December 31, 2023, the total market value of these funds equaled approximately $60 billion. Each fund is independently managed by the Board of Administration in accordance with the applicable documents, legal requirements, and investment plans. Liquidity and preservation of capital are preeminent investment objectives for most of these funds, so investments for these are restricted to high quality money market instruments (e.g., cash, short-term treasury securities, certificates of deposit, banker's acceptances, and commercial paper). The term of these investments is generally short but may vary depending upon the requirements of each trust and its investment plan.

Information Technology Security

Similar to other large organizations, the State and the University rely on electronic systems and information technologies ("IT") to conduct operations. Protecting the State's IT infrastructure and data is essential to delivering government services. The State and the University maintain a security posture designed to protect data, deter attacks on IT infrastructure, and respond to security incidents to minimize the impact on operations. The State has also historically maintained reserve funds and a liquidity position that provide the ability to respond to potential threats, breaches, and incidents.

The State has defended against cyber-attacks in the past, and cyber-attacks are an ongoing risk to the State's IT infrastructure and data. Despite the State's robust cybersecurity policies and procedures designed to protect their data and IT infrastructure, no assurance is given that such security measures will prevent cyber-attacks, nor can any assurance be given that any cyber-attacks, if successful, will not have a material impact on State operations.

The Information Technology Management Act, which includes the State Cybersecurity Act and Local Government Cybersecurity Act, provides the legal framework for the State's cybersecurity policies. The Florida Digital Service (the "FLDS"), created within the Department of Management Services, is the lead entity for cybersecurity for the State and is led by the State Chief Information Officer who is charged with implementing the State's comprehensive framework for addressing cybersecurity and establishing standards and processes consistent with best practices for IT security across all State agencies. The FLDS is responsible for assessing cybersecurity risks and determining appropriate security measures for State agencies and local governments; creating and annually updating the statewide cybersecurity strategic plan, including security goals and objectives and performance monitoring; and annually reviewing each State agency's IT security plans. The FLDS is also responsible for maintaining the framework used by State agencies and local governments to conduct risk assessments and reporting of security incidents. State law requires State agencies to designate information security managers to administer their cybersecurity programs, establish cybersecurity response teams, and develop processes for detecting, reporting, and responding to cybersecurity incidents based on the framework established by the FLDS. The FLDS operates the Cybersecurity Operation Center (the "CSOC"), a centralized threat clearinghouse and site for incident response coordination. The CSOC is primarily virtual, operates 24-hour, seven days per week, and is staffed by cybersecurity experts that help to monitor threats and vulnerabilities faced by State agencies and local governments during emergency and regular operations. Within the State's emergency response capabilities through the Division of Emergency Management, the FLDS leads the cybersecurity emergency support function, ESF CYBER, under the State's comprehensive emergency management plan, providing consultation and support to the State Emergency Response Team and the State Emergency Operations Center during cybersecurity incidents as well as during events caused by a cybersecurity incident or events that create the potential for cybersecurity incidents. The FLDS also works with the Florida Cybersecurity Advisory Council (the "Council"), to identify long term strategies to improve the State's cybersecurity and protect Floridians' personal information from cyber threats. The Council, comprised of State officials, including the Lieutenant Governor, the State Chief Information Officer, and the State Chief Information Security Officer, and cybersecurity experts from outside of State government, serves as an additional resource to assist State agencies and local governments by reviewing their cybersecurity policies, assessing ongoing and potential risks, assisting the FLDS in developing cybersecurity best practices; and examining inconsistencies between state and federal law regarding cybersecurity. The Council also makes legislative recommendations that it considers necessary to address cybersecurity to the President of the Senate and the Speaker of the House of Representatives on an annual basis.

The Board of Administration acts as the fiscal agent for the bonds issued by the Division of Bond Finance on behalf of the State and its agencies. As trustee for the Division of Bond Finance's bond programs, the Board of Administration protects its data and IT infrastructure, including data and information related to bond programs, through a multifaceted cybersecurity strategy. The Board of Administration's cybersecurity strategy includes a comprehensive set of security policies and procedures, which are designed to guide staff in their cybersecurity responsibilities; a security awareness program, which educates staff on active cybersecurity threats and security best practices; a risk-based threat and vulnerability management program; and a managed threat detection and incident response service which is continuously monitored by a third-party service provider. Additionally, the Board of Administration has implemented access and authentication protocols, which include multi-factor authentication and industry standard encryption to protect data in transit and at rest. As a further precaution, the Board of Administration's cybersecurity program is subjected to routine internal audits to evaluate the effectiveness of the program, as well as annual external audits and penetration testing to identify opportunities to improve its security posture. The Board of Administration's cybersecurity strategy is supported by administrative and technical controls, which assist in identifying potential threats and preventing attacks that may target the Board of Administration's data and IT systems. In the event a cybersecurity issue arises, the Board of Administration has an incident response capability to quickly address such issues, including comprehensive plans and external services to assist with incident response, crisis communication, and breach notification management.

The Florida State University Information Security and Privacy Office ("ISPO") strives to establish and offer agile, effective, and efficient cybersecurity solutions to safeguard Florida State University data and information while providing confidence to students, faculty, staff, alums, benefactors, and partners that the University is protecting the confidentiality, integrity, and availability of FSU information technology resources and information. ISPO is charged with developing and administering the information security and privacy strategy to protect the University's information resources. ISPO consists of three main organizational areas that implement this strategy: Enterprise Security Architecture, Security Programs and Operations, and Privacy, Risk, and Compliance. Enterprise Security Architecture is responsible for establishing security architecture, designing defense-in-depth, implementing standards based on NIST SP 800-53 Rev 4, establishing baseline configurations, providing security consulting, and managing security projects. Security Programs and Operations manages, performs, and monitors the Security Operations Center, email security, Intrusion Detection, and Prevention Systems, incident management, vulnerability management, investigations, forensics, malware, phishing, and security alerts. Privacy, Risk, and Compliance are responsible for oversight of privacy, including compliance with HIPAA, GDPR, FERPA, and other regulations, enterprise disaster recovery, NIST SP 800.171 Rev 2 Research Compliance, audit remediation, security and privacy education, Payment Card Industry compliance, and an IT risk management program based on a modified SANS Top 20 approach, third party risk management, development and maintenance of a risk register and remediation efforts prioritized following a risk-based approach.

Despite the University's and the Board of Administration's robust cybersecurity policies and procedures designed to protect their data and IT infrastructure, no assurance is given that such security measures will prevent cyber-attacks, nor can any assurance be given that any cyber-attacks, if successful, will not have a material impact on State or University operations.

Environmental Risk Mitigation and Resiliency

With more than 2,000 linear miles of coastline and relatively low elevations, weather and natural resources affect the State's economy in a variety of ways. Economic activity attributable to in-migration and tourism represents a significant part of the State's economy, and the State's warm weather and beaches attract seasonal and permanent residents and tourists. In addition, a majority of the State's residents live and work in coastal counties. Because of the State's reliance on its natural resources to generate business and sustain in-migration, its economy and financial condition may be vulnerable to the impacts of environmental events, including hurricanes and inland and coastal flooding, as well as long-term environmental risks associated with climate change.

The State has dedicated leadership and a variety of resources that have enabled it to effectively respond to environmental events. The State has a demonstrated history of protecting and preserving valuable natural resources, mitigating the impacts of environmental risks on public and private property, and providing funding for projects to improve the State's resilience. However, the frequency of environmental events, such as hurricanes, may increase on an annual basis according to models and forecasts. The State's demographic and economic growth have steadily increased the value of property at risk from any single environmental event even as improvements in building codes, innovations in construction, and mitigation and resiliency efforts have reduced disaster mortality. Consequently, the magnitude of the impact from environmental risks on the State's operations, economy, or financial condition is indeterminate and is unpredictable for future environmental events. There can be no assurance that such risks will not have an adverse effect on the operations, economy, or financial condition of the State.

Environmental resiliency efforts are a joint responsibility of local government and state leadership. The State is taking a coordinated approach to maximize the benefit of mitigation efforts and to improve the State's resilience to weather events, such as hurricanes, flooding, and sea level rise. Statewide resiliency efforts are directed and coordinated by the Statewide Office of Resilience within the Executive Office of the Governor, the Department of Environmental Projection ("DEP"), and the Division of Emergency Management ("DEM"). Additionally, the Chief Science Officer, housed within DEP, is charged with coordinating and prioritizing scientific data, research, monitoring, and analysis needs to ensure alignment with current and emerging environmental concerns most pressing to the State.

The State has financial reserves available to cover response-related expenditures, and, in most cases, the State can request reimbursement from federal relief funds to pay for a portion of such expenditures. Further, upon a declaration of a state of emergency, State law provides the Governor broad spending authority to meet financial needs resulting from a disaster, including access to a $500 million Emergency Preparedness and Response Fund. Notwithstanding multiple hurricanes, State finances and the economy have only experienced temporary economic disruption.

The State can respond to the impacts of environmental events through DEM which provides comprehensive, statewide planning for and response to both natural and manmade disasters, including floods and hurricanes. DEM coordinates its efforts with the federal government, State agencies, local governments, and private sector organizations. In addition to coordinating the State's operational response activities during emergencies and disasters, DEM prepares and implements a statewide Comprehensive Emergency Management Plan that describes the basic strategies, assumptions, operational objectives, and mechanisms through which resources are mobilized and disaster assistance is provided. DEM routinely conducts extensive exercises to test State and county emergency response capabilities.

The State has a singular, statewide, standard building code, which establishes requirements for all public and private buildings, structures, and facilities across the State. It is the minimum standard that all counties and municipalities are required to enforce. The code includes flood provisions that meet or exceed the federal flood insurance requirements and imposes more stringent requirements on construction in areas that are more susceptible to adverse impacts from hurricanes. State law limits development and imposes strict construction standards for most activities along the coastline and requires DEP to regulate coastal construction to protect the State's coastline from construction that would be overly susceptible to environmental impacts. State law also requires local governments in coastal areas to have a "Peril of Flood" coastal management element in their comprehensive plans to reduce flood risk and eliminate unsafe development. Public entities are also required to conduct Sea Level Impact Projection ("SLIP") studies before undertaking building projects within the coastal building zones. Each SLIP study assesses the project's risks of flooding, inundation, and wave damage based on appropriate flood mitigation strategies.

The State works to reduce the impact of environmental events through a number of targeted programs. DEP and DEM administer several programs that offer technical assistance and funding related to flooding, sea level rise, and environmental impacts to Florida's coastline. DEM also works with local governments to administer their local flood damage reduction regulations and provides technical assistance to improve their administration of local floodplain management and building code requirements and ensure compliance with development regulations.

Bond Ratings

Fitch Ratings and Moody's Ratings (herein referred to collectively as "Rating Agencies"), have assigned their municipal bond ratings of AA- (stable outlook), and Aa3 (stable outlook), respectively, to the 2024A&B Bonds. Such ratings reflect only the respective views of such Rating Agencies at the time such ratings were issued, and an explanation of the significance of such ratings may be obtained from any of the respective rating agencies.

The University furnished to such Rating Agencies certain information and material in respect to the University and the 2024A&B Bonds. Generally, Rating Agencies base their ratings on such information and materials and on investigations, studies and assumptions made by the Rating Agencies. There is no assurance that such ratings will be maintained for any given period of time or that they may not be lowered, suspended or withdrawn entirely by the Rating Agencies, or any of them, if in their or its judgment, circumstances warrant. Any such downward change in, suspension of or withdrawal of such ratings may have an adverse effect on the market price of the 2024A&B Bonds.

Litigation

Other than the above-referenced litigation with the ACC, there is no litigation pending, or to the knowledge of the University, FSUAA, the Board of Governors, or the Division threatened, which if successful would have the effect of restraining or enjoining the issuance or delivery of the 2024A&B Bonds or the fixing or collection of the revenues pledged thereto. See "FSU ATHLETICS-Changing Nature of College Athletics" herein. Nor is there any litigation pending, or to the knowledge of the University, FSUAA, the Board of Governors, or the Division threatened, which questions or affects the validity of the 2024A&B Bonds, the proceedings and authority under which the 2024A&B Bonds are to be issued or the corporate existence of the Board of Governors or the title of the present officers to their respective offices. The University, the Board of Governors, and the Division from time to time engage in and/or defend against certain routine litigation the outcome of which would not be expected to have any material adverse effect on the issuance and delivery of the 2024A&B Bonds.

Legal Opinion and Closing Certificates

The approving legal opinion of Bryant Miller Olive P.A., Tallahassee, Florida, will be provided on the date of delivery of the 2024A&B Bonds, as well as a certificate, executed by appropriate State officials, to the effect that to the best of their knowledge the Official Statement, as of its date and as of the date of delivery of the 2024A&B Bonds, does not contain an untrue statement of a material fact or omit to state a material fact which should be included herein for the purpose for which the Official Statement is intended to be used, or which is necessary to make the statements contained herein, in the light of the circumstances under which they were made, not misleading. A proposed form of the legal opinion of Bond Counsel is attached hereto as Appendix K.

Continuing Disclosure

The Board of Governors, FSUAA, and the University will undertake, for the benefit of the beneficial owners and the Registered Owners of the 2024A Bonds to provide, or cause to be provided, certain financial information and operating data and to provide notices of certain material events. Such financial information and operating data will be transmitted to the Municipal Securities Rulemaking Board (the "MSRB") using its Electronic Municipal Market Access System ("EMMA"). Any notice of material events will also be transmitted to the MSRB using EMMA. This undertaking is being made in order to assist the underwriters in complying with Rule 15c2-12 of the Securities and Exchange Commission. Additionally, the Division has policies and procedures in place to assist the Board of Governors, FSUAA, and the University in complying with disclosure undertakings. The form of the undertaking is set forth in Appendix J, Form of Continuing Disclosure Agreement. Neither the Board of Governors, FSUAA, the University, nor the Division has failed, in the previous five years, to comply in all material aspects with any prior disclosure undertakings.

From time to time, the Board of Governors, FSUAA, or the University may voluntarily submit additional information that is not required by any of the Board of Governors and the University's continuing disclosure undertakings on EMMA or the Division's website. Although the Board of Governors, FSUAA, and the University may provide additional information from time to time regarding the matters in such voluntary submissions, they are not required to do so. Further, the information on the Division's website is not incorporated by reference into this Official Statement and the Division is not obligated to provide or update such information at any time in the future. Additionally, the Division may independently provide periodic information about the financial and operating performance of the State and its agencies on its website. In such instances, neither the Board of Governors, FSUAA, the University, nor the Division will have any obligation to update such information or include it in any future submission.

Underwriting

_______ (the "Underwriter") has agreed to purchase the 2024A Bonds at an aggregate purchase price of $________ (which represents the par amount of the 2024A Bonds [plus][less] an original issue [premium] [discount] of $____________ and minus the Underwriter's discount of $___________). The Underwriter may offer and sell the 2024A Bonds to certain dealers (including dealers depositing bonds into investment trusts) and others at prices lower than the offering price stated on the inside front cover.

_______ (the "Underwriter") has agreed to purchase the 2024B Bonds at an aggregate purchase price of $________ (which represents the par amount of the 2024B Bonds [plus][less] an original issue [premium] [discount] of $____________ and minus the Underwriter's discount of $___________). The Underwriter may offer and sell the 2024B Bonds to certain dealers (including dealers depositing bonds into investment trusts) and others at prices lower than the offering price stated on the inside front cover.

Execution of Official Statement

The Division and the Board of Governors have authorized the execution and delivery of the Official Statement.

DIVISION OF BOND FINANCE of the STATE BOARD OF ADMINISTRATION	BOARD OF GOVERNORS of the STATE UNIVERSITY SYSTEM
J. BEN WATKINS III Director, Division of Bond Finance	BRIAN LAMB Chair, Board of Governors

DIVISION OF BOND FINANCE
OF THE
STATE BOARD OF ADMINISTRATION
OF FLORIDA

A RESOLUTION (THE ORIGINAL RESOLUTION)
AUTHORIZING THE ISSUANCE OF
STATE OF FLORIDA, BOARD OF GOVERNORS,
FLORIDA STATE UNIVERSITY ATHLETICS ASSOCIATION
REVENUE BONDS, SERIES 2024 (ONE OR MORE SERIES TO BE DETERMINED)

DECEMBER 19, 2023

A RESOLUTION (THE ORIGINAL RESOLUTION) AUTHORIZING THE ISSUANCE OF NOT EXCEEDING $381,000,000 STATE OF FLORIDA, BOARD OF GOVERNORS, FLORIDA STATE UNIVERSITY ATHLETICS ASSOCIATION REVENUE BONDS, SERIES 2024 (ONE OR MORE SERIES TO BE DETERMINED), TO FINANCE THE RENOVATION OF DOAK S. CAMPBELL STADIUM AND THE CONSTRUCTION OF A FOOTBALL OPERATIONS FACILITY, EACH ON THE MAIN CAMPUS OF THE UNIVERSITY, AS MORE FULLY DESCRIBED HEREIN; PROVIDING FOR CERTAIN COVENANTS IN CONNECTION THEREWITH; AND PROVIDING FOR AN EFFECTIVE DATE.

BE IT RESOLVED BY THE GOVERNOR AND CABINET OF THE STATE OF FLORIDA, AS THE GOVERNING BOARD OF THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA:

ARTICLE I
AUTHORITY, DEFINITIONS; RESOLUTION TO CONSTITUTE CONTRACT

SECTION 1.01. AUTHORITY FOR THIS RESOLUTION. This Resolution is adopted pursuant to the provisions of Article VII, Section 11(d) of the Florida Constitution, Sections 215.57-215.83, Florida Statutes (the “State Bond Act”), Section 1010.62, Florida Statutes, and other applicable provisions of law.

SECTION 1.02. DEFINITIONS. The following terms shall have the following meanings in this Resolution unless the text otherwise requires:

“2024 Project” means, collectively, (1) the renovation of Doak S. Campbell Stadium on the main campus of the University, and (2) the construction of a football operations facility on the main campus of the University, including the development of the physical infrastructure necessary to build and operate the facility.

“2024 Bonds” means the State of Florida, Board of Governors, Florida State University Athletics Association Revenue Bonds, Series 2024 (one or more series to be determined), or such other designation as may be determined by the Director of the Division of Bond Finance of the State Board of Administration of Florida, issued pursuant to this Resolution to finance the 2024 Project.

“Additional Bonds” means any obligations hereafter issued pursuant to the terms and conditions of this Resolution and payable from the Pledged Revenues on a parity with the Bonds originally issued hereunder. Such Additional Bonds shall be deemed to have been issued pursuant to this Resolution the same as the Bonds originally authorized and issued pursuant to this Resolution, and all of the applicable covenants and other provisions of this Resolution (except as to details of such Additional Bonds inconsistent herewith), shall be for the equal benefit, protection and security of the Registered Owners of the Bonds originally authorized and issued pursuant to this Resolution, and the Registered Owners of any Additional Bonds evidencing additional obligations subsequently issued within the limitations of and in compliance with this Resolution. All such Additional Bonds, regardless of the time or times of their issuance, shall rank equally with other Bonds with respect to their lien on and source and security for payment from the Pledged Revenues without preference or priority of any Bonds over any other.

"Administrative Expenses" means, with respect to the Bonds or the administration of any funds under this Resolution, to the extent applicable: (i) fees or charges, or both, of the Board of Administration and the Division; and (ii) such other fees or charges, or both, as may be approved by the Board of Administration or the Division, including but not limited to those relating to tax law compliance, disclosure of information, paying agents, rating agencies, and providers of credit enhancement, all as may be determined from time to time as necessary.

"Amortization Installment" means an amount so designated which is established for the Term Bonds of each Series; provided that each such Amortization Installment shall be deemed due upon the date determined pursuant to a subsequent resolution of the Division, and the aggregate of such Amortization Installments for each Series shall equal the aggregate principal of the Term Bonds of such Series, together with the redemption premium, if any, on such Term Bonds.

"Annual Debt Service Requirement" means, for any Fiscal Year, the amount (with respect to the particular Series of Bonds, or all Bonds, as the case may be) required to be deposited in such Fiscal Year into the Sinking Fund to pay the interest, principal, and Amortization Installment, including redemption premium, if any, in such Fiscal Year. In the calculation of the Annual Debt Service Requirement, any interest, principal, or Amortization Installment payable on July 1 of any Fiscal Year shall be deemed payable in the prior Fiscal Year.

"Assistant Secretary" means an Assistant Secretary of the Division.

"Board of Administration" means the State Board of Administration, as created pursuant to the provisions of Article IV, Section 4, Florida Constitution, and Chapter 215, Florida Statutes, as amended.

"Board of Governors" or **"Board"** means the Board of Governors created by Article IX, Section 7 of the Florida Constitution, and includes any other entity succeeding to the powers thereof.

"Bond Fee Trust Fund" means the Bond Fee Trust Fund created by Section 215.65, Florida Statutes.

"Bond Insurance Policy" means an insurance policy issued for the benefit of the Registered Owners of any Bonds, pursuant to which the issuer of such insurance policy shall be obligated to pay when due the principal of and interest on such Bonds to the extent of any deficiency in the amounts in the funds and accounts held under this Resolution, in the manner and in accordance with the terms provided in such Bond Insurance Policy.

"Bond Registrar/Paying Agent" means U.S. Bank Trust Company, National Association, or its successor, unless a different Bond Registrar/Paying Agent is provided for by subsequent resolution of the Division.

"Bond Year" means, with respect to a particular Series of Bonds issued hereunder, the annual period relevant to the application of Section 148(f) of the Code to the Series of Bonds, except that the first and last Bond Years may be less than 12 months long. The last day of a Bond Year shall be the close of business on the day preceding the anniversary of the date of issuance of the Series unless the Division selects another date on which to end a Bond Year in the manner permitted by the Code.

"Bonds" means, collectively, (1) the 2024 Bonds and (2) any Additional Bonds issued in accordance with Section 5.01 of this Resolution.

"Capital Gifts and Donations Revenue" means the annual gross revenue received by Seminole Boosters through capital gifts and donations, within five (5) years of the date the applicable Bonds are issued, for the specific purpose of funding the construction of, and/or paying the debt service for, any Project for which Bonds have been issued pursuant to this Resolution.

"Code" means the Internal Revenue Code of 1986, as amended, and temporary, proposed, or permanent implementing regulations promulgated thereunder.

"Conference Distribution Revenue" means the annual gross revenue received by the University pursuant to its athletic teams' competition in intercollegiate athletics conferences, associations, or leagues, including but not limited to the Atlantic Coast Conference (the "ACC"), any successor conference to the ACC, and any other conference(s) the University may join. Such revenue includes, but is not limited to, revenue derived from the sale or license of media or broadcast rights, as well as revenue derived from the University's and/or the conference's participation in competitions such as games, matches, tournaments, bowl games, playoffs, or other such events.

"Completion Bonds" means those Bonds issued to pay the cost of completing any Project financed by the issuance of Bonds and meeting the requirements of Section 5.04 hereof.

"Defeasance Obligations" means, to the extent permitted by law, direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, including obligations issued or held in book entry form on the books of the Department of the Treasury of the United States and including advance refunded tax-exempt bonds fully secured by non-callable direct obligations of the United States of America, non-callable obligations guaranteed by the United States of America, or "stripped" interest payment obligations of debt obligations of the Resolution Funding Corporation.

"Director" means the Director of the Division.

"Division" means the Division of Bond Finance of the State Board of Administration of Florida.

"Fiscal Year" means the period beginning with and including July l of each year and ending with and including the next June 30.

"FSUAA" means Florida State University Athletics Association, Inc., a Florida not for profit corporation which has been designated as a direct support organization of the University as defined in Section 1004.28, Florida Statutes.

"FSUAA Revenue Fund" means the fund created and established pursuant to Section 4.02 of this Resolution.

"FSUAA Revenues Agreement" means the FSUAA Revenues Agreement among the University, Seminole Boosters and FSUAA, as amended.

"FSUFA" means FSU Financial Assistance, Inc., a Florida not for profit corporation which has been designated as a direct support organization of the University as defined in Section 1004.28.

"Game Guarantee Revenue" means the annual gross revenue received by the University as a condition of its athletics teams' participation in contractually arranged regular season, non-conference games, matches, or other such events.

"Governing Board" means the Governor and Cabinet of the State as the governing board of the Division of Bond Finance.

"Interest Payment Date" means, for each Series of Bonds, the dates on which interest on the Outstanding Bonds of such Series is payable, as provided by subsequent resolution of the Division.

"Maximum Annual Debt Service" means, at any time, the maximum remaining amount (with respect to the particular Series of Bonds, or all Bonds, as the case may be), required to be deposited into the Sinking Fund during the then current or any succeeding Fiscal Year. For the purpose of calculating the deposits to be made into a subaccount in the Reserve Account, the Maximum Annual Debt Service means, at any time, the maximum remaining amount, if any, required to be deposited in the then current or any succeeding Fiscal Year into the Sinking Fund with respect to the Bonds for which such subaccount has been established. In the calculation of Maximum Annual Debt Service, any interest, principal, or Amortization Installment payable on July 1 of any Fiscal Year shall be deemed payable in the prior Fiscal Year. The amount of Term Bonds maturing in any Fiscal Year, excluding the Amortization Installment due in the year of maturity, shall not be included as part of the Amortization Installment in determining the Maximum Annual Debt Service for that Fiscal Year.

"Membership Fee Revenue" means the annual gross revenue received by Seminole Boosters pursuant to the annual membership fee(s) paid by its members, including but not limited to annual fee(s) associated with procuring or preserving the option to purchase tickets to University sporting events.

"Outstanding" means, as of any date of determination, all Bonds previously authenticated and delivered except:

(1) Bonds previously cancelled by the Bond Registrar/Paying Agent or delivered to the Bond Registrar/Paying Agent for cancellation;

(2) Bonds which are deemed paid and defeased and no longer Outstanding as provided herein;

(3) Bonds in lieu of which other Bonds have been issued pursuant to the provisions hereof relating to Bonds destroyed, stolen or lost, unless evidence satisfactory to the Bond Registrar/Paying Agent has been received that any such Bond is held by a bona fide purchaser;

(4) For purposes of any consent or other action to be taken hereunder by the Registered Owners of a specified percentage of principal amount of Bonds, Bonds held by or for the account of the Division or the Board of Governors; and

(5) Bonds with respect to which debt service has been paid pursuant to a Bond Insurance Policy, to the extent that the amount of such payment has been reimbursed to the issuer of such Bond Insurance Policy (or monies have been deposited to defease such payment).

"Pledged Revenues" means, collectively, Seminole Boosters Revenues and University Revenues.

"Principal Payment Date" means, for each Series of Bonds, the dates on which principal of the Outstanding Bonds of such Series is payable, as provided by subsequent resolution of the Division.

"Prior Lien Obligations" means the (1) FSU Financial Assistance, Inc. Educational, Including Athletic, Facilities Improvement Revenue Refunding Bonds, Series 2012A; (2) FSU Financial Assistance, Inc. Educational, Including Athletic, Facilities Improvement Revenue Bonds, Series 2012C; (3) FSU

Financial Assistance, Inc. Educational, Including Athletic, Facilities Improvement Revenue Bonds, Series 2015A; (4) FSU Financial Assistance, Inc. Taxable Educational, Including Athletic, Facilities Improvement Revenue Bonds, Series 2015B; and (5) FSU Financial Assistance, Inc. Educational, Including Athletic, Facilities Improvement Revenue Bonds, Series 2015C, each previously issued by FSUFA.

"Project" means, collectively, (1) the 2024 Project and (2) the construction or acquisition of new capital facilities, or additions or improvements to existing capital facilities, intended to be used by one or more University athletics programs.

"Project Construction Fund" means the trust fund created and established pursuant to a supplemental resolution, in which shall be deposited the net proceeds of a Series of Bonds and other available moneys for the acquisition and construction of a Project.

"Project Costs" means the actual costs of the Project, including: costs of design and construction; materials, labor, furnishings, equipment, and apparatus; site work and landscaping; the acquisition of all lands or interests therein, and all property, real or personal, appurtenant to or useful in the Project; an amount sufficient to establish adequate reserves; architectonic and engineering fees; legal fees; reimbursement for prior authorized expenditures; Administrative Expenses, and any other fees and expenses of the University, FSUAA, Seminole Boosters, and/or the Board of Governors necessary to the construction and placing in operation of the Project and the financing thereof.

"Rating Agency" means a nationally recognized bond rating agency.

"Rebate Amount" means the excess of the amount earned on all non-purpose investments, as defined in Section 148(f)(6) of the Code, over the amount which would have been earned if such non-purpose investments were invested at a rate equal to the yield on the Bonds, plus any income attributable to such excess.

"Rebate Fund" means the fund created and established pursuant to Section 6.03 of this Resolution.

"Record Date" means with respect to each Series of Bonds, the 15th day of the calendar month immediately preceding the month of an Interest Payment Date or Principal Payment Date. With respect to redemption of Bonds prior to maturity, the record date shall be the date 45 days prior to the date fixed for redemption.

"Registered Owner" means any person who shall be the registered owner of any Bonds.

"Reserve Account" means the account within the Sinking Fund created pursuant to Section 4.02 of this Resolution and shall include any subaccounts established for one or more Series of Bonds.

"Reserve Account Credit Facility" means a Reserve Account Insurance Policy, Reserve Account Letter of Credit, or other comparable insurance or financial product, if any, deposited in a debt service reserve subaccount, if any, in lieu of or in partial substitution for cash or securities otherwise required to be on deposit therein. Such Reserve Account Credit Facility shall be issued by a provider whose credit facility results in a rating of municipal securities secured thereby in one of the three highest full rating categories of a Rating Agency.

"Reserve Account Insurance Policy" means the insurance policy, surety bond, or other acceptable evidence of insurance, if any, deposited in a debt service reserve subaccount, if any, in lieu of or in partial substitution for cash or securities otherwise required to be on deposit therein.

“Reserve Account Letter of Credit” means the irrevocable, transferable letter of credit, if any, deposited in a debt service reserve subaccount, if any, in lieu of or in partial substitution for cash or securities otherwise required to be on deposit therein.

“Reserve Requirement” means, as of any date of calculation for a particular reserve subaccount within the Reserve Account, an amount to be determined by the Director, which amount may be zero, which shall not exceed the lesser of:

(1) the Maximum Annual Debt Service on the Bonds secured by such subaccount,

(2) 125% of the average annual debt service of the Bonds secured by such subaccount for the then current and succeeding Fiscal Years,

(3) 10% of the par amount of the Bonds secured by such subaccount, or

(4) the maximum debt service reserve permitted with respect to tax-exempt obligations and applicable to the Bonds secured by such subaccount under the Code.

“Resolution” means this resolution adopted by the Governing Board on December 19, 2023, as the same may be amended or supplemented from time to time.

“Securities Depository” means The Depository Trust Company, New York, New York, or its nominees, successors, and assigns.

“Seminole Boosters” or **“Boosters”** means Seminole Boosters, Inc., a Florida not for profit corporation which has been designated as a direct support organization of the University as defined in Section 1004.28, Florida Statutes.

“Seminole Boosters Revenues” means, collectively, Capital Gifts and Donations Revenue and Membership Fee Revenue.

“Serial Bonds” means the Bonds of a Series which shall be stated to mature in periodic installments.

“Series” or “Series of Bonds” means all of the Bonds authenticated and delivered on original issuance pursuant to this Resolution or any supplemental resolution authorizing such Bonds as a separate Series of Bonds, and any Bonds thereafter authenticated and delivered in lieu of or in substitution for such Bonds pursuant to Article II hereof regardless of variations in maturity, interest rate, or other provisions.

“Sinking Fund” means the fund created and established pursuant to Section 4.02 of this Resolution, together with any subaccounts created and established therein.

“Sponsorship and Advertising Revenue” means the annual gross revenue received by the University pursuant to commercial advertising and sponsorship agreements concerning the University’s athletics teams and/or athletics facilities, regardless of whether such revenue is received directly or through a third party.

“State” means the State of Florida.

“Term Bonds” means the Bonds of a Series which shall be stated to mature on one date and for the amortization of which payments are required to be made into the Sinking Fund, as may be determined pursuant to a subsequent resolution of the Division.

“Ticket Revenue” means the annual net revenue that is received by the University pursuant to sales of tickets to attend University sporting events, less the amount of such revenue encumbered by Prior Lien Obligations. Ticket Revenue specifically includes revenue derived from sales of the right to attend scrimmages/practices, games, matches, and other such athletics competitions.

“University” means the Florida State University, including its Department of Intercollegiate Athletics.

“University Revenues” means, collectively, Conference Distribution Revenue, Game Guarantees Revenue, and Sponsorship and Advertising Revenue, less the amount of such revenues encumbered by Prior Lien Obligations, plus Ticket Revenue.

Where the context so requires, words importing singular number shall include the plural in each case and vice versa, words importing persons shall include firms and corporations, and the masculine includes the feminine and vice versa.

SECTION 1.03. RESOLUTION TO CONSTITUTE CONTRACT. In consideration of the acceptance of the Bonds by those who shall be Registered Owners of the same from time to time, this Resolution shall be deemed to be and shall constitute a contract among the Division, the Board of Governors, FSUAA, the University, and such Registered Owners. The covenants and agreements to be performed by the Board of Governors, FSUAA, and the University shall be for the equal benefit, protection, and security of the Registered Owners of any and all of the Bonds, all of which shall be of equal rank and without preference, priority, or distinction as to any of such Bonds over any other thereof, except as expressly provided therein and herein.

ARTICLE II
AUTHORIZATION, TERMS, EXECUTION, REGISTRATION, TRANSFER, AND ISSUANCE OF BONDS

SECTION 2.01. AUTHORIZATION OF THE 2024 BONDS. Subject and pursuant to the provisions of this Resolution, fully registered revenue bonds of the Board of Governors to be known as “State of Florida, Board of Governors, Florida State University Athletics Association Revenue Bonds, Series 2024”, or such other designation as may be determined by the Director, are hereby authorized to be issued and to be sold by competitive sale by the Division in an aggregate principal amount not exceeding $381,000,000, for the purpose of financing all or a portion of the 2024 Project. Such 2024 Bonds may be sold and issued in one or more Series, and in combination with other Florida State University Athletics Association Revenue Bonds; provided that the actual designation of any such Series, whether sold in one or more than one Series (including a change of year designation, if desirable), and whether such Bonds or any portion thereof are to be taxable or tax-exempt, shall be determined by the Director.

SECTION 2.02. DESCRIPTION OF THE BONDS. (A) The Bonds shall be issued in fully registered form without coupons; shall be dated as determined pursuant to a subsequent resolution of the Division; shall be numbered consecutively from one upward within each Series and shall be in the denomination of $1,000 each or any integral multiples thereof; shall bear interest at not exceeding the maximum rate permitted by law, payable on each Interest Payment Date; and shall mature on such dates in such years and amounts as shall be determined pursuant to a subsequent resolution adopted by the Division on or prior to the sale of the Bonds.

(B) The Bonds may be sold at one time or in Series from time to time as the Division may determine pursuant to a supplemental resolution. If issued in Series, each Series shall be dated and have an identifying number or letter. All of such Bonds, when issued, will rank equally as to source and security for payment.

(C) The principal amount of the Bonds shall be paid to the Registered Owner on the Principal Payment Date of the Bonds, unless redeemed prior thereto as determined pursuant to a supplemental resolution of the Division, upon presentation and surrender of the Bonds at the office of the Bond Registrar/Paying Agent.

(D) Interest shall be paid on the Interest Payment Dates to the Registered Owner at the address shown on the registration books of the Bond Registrar/Paying Agent as of 5:00 p.m. Eastern time on the Record Date immediately preceding such Interest Payment Date; provided, however, that if the Record Date is a Saturday, Sunday, or holiday, then interest shall be paid to the Registered Owner at the close of business on the day immediately preceding such Record Date which is not a Saturday, Sunday, or holiday. Interest on the Bonds shall be paid by check or draft mailed by first class mail (or transferred by a mode at least equally as rapid) from the Bond Registrar/Paying Agent to the Registered Owner on each Interest Payment Date. In certain cases, interest on the Bonds may be paid by wire transfer at the election of the Registered Owner, other than a securities depository, in the manner and under the terms provided in the State's agreement with the Bond Registrar/Paying Agent, provided that such Registered Owner advances to the Bond Registrar/Paying Agent the amount, if any, necessary to pay the wire charges or authorizes the Paying Agent to deduct the amount of such charges.

SECTION 2.03. BONDS MAY BE ISSUED AS SERIAL BONDS, TERM BONDS. The Bonds may be issued as, or as a combination of, Serial Bonds, Term Bonds, or such other type of bonds as shall be determined pursuant to a subsequent resolution of the Division.

SECTION 2.04. PRIOR REDEMPTION OF THE BONDS. (A) The Bonds may be made redeemable in such manner and upon such terms and conditions as determined pursuant to subsequent resolution adopted by the Governing Board prior to the sale of such Bonds.

(B) Unless waived by any Registered Owner of Bonds to be redeemed, a notice of the redemption prior to maturity of any of the Bonds shall be mailed to each Registered Owner of record as of the Record Date of Bonds to be redeemed, by first class mail (postage prepaid) or other method at least as fast, at least thirty days prior to the date of redemption. In lieu of mailing the notice of redemption, the Bond Registrar/Paying Agent may elect to provide such notice by electronic means to any Registered Owner who has consented to such method of receiving notices. Such notice of redemption shall specify the CUSIP number or other distinctive numbers or letters of the Bonds to be redeemed, if less than all, the date fixed for redemption, the redemption price thereof, and, in the case of Bonds to be redeemed in part only, the principal amount thereof to be redeemed. Failure to give any such notice by mailing (or other approved method) to any Registered Owner of Bonds, or any defect therein, shall not affect the validity of the proceedings for the redemption of any Bond or portion thereof with respect to which no such failure has occurred. Any notice mailed (or provided by electronic means) as provided above shall be conclusively presumed to have been given, whether or not the Registered Owner of such Bond receives such notice.

(C) The Bond Registrar/Paying Agent shall not be required to issue, transfer, or exchange any Bonds selected for redemption during a period beginning at the opening of business on the Record Date applicable to such redemption and ending at the close of business on the date fixed for redemption.

(D) Notice having been given in the manner and under the conditions hereinabove provided, the Bonds or portions of Bonds so called for redemption shall, on the redemption date designated in such notice, be due and payable at the redemption price provided for redemption of such Bonds or portions of Bonds on such date. On the date so designated for redemption, notice having been given and moneys for payment of the redemption price being held in separate accounts by an escrow agent, the Board of Administration, or the Bond Registrar/Paying Agent, in trust for the Registered Owners of the Bonds or portions thereof to be redeemed, all as provided in this Resolution, interest on the Bonds or portions of Bonds so called for redemption shall cease to accrue, such Bonds and portions of Bonds shall cease to be Outstanding under the provisions of this Resolution and shall not be entitled to any lien, benefit, or security under this Resolution, and the Registered Owners of such Bonds or portions of Bonds shall have no rights in respect thereof except to receive payment of the redemption price thereof from the moneys held in trust for such purpose and, to the extent provided herein to receive Bonds for any unredeemed portion of the Bonds. Bonds redeemed prior to maturity shall be duly canceled by the Bond Registrar/Paying Agent and shall not be reissued.

(E) Upon the payment of the redemption price of Bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear the CUSIP number or other distinctive numbers or letters identifying the Bonds redeemed with the proceeds of such check or other transfer.

(F) In case part but not all of an Outstanding Bond shall be selected for redemption, the Registered Owner thereof shall present and surrender such Bond to the Bond Registrar/Paying Agent for payment of the principal amount thereof so called for redemption, and the Bond Registrar/Paying Agent shall execute and deliver to or upon the order of such Registered Owner, without charge therefor, for the unredeemed balance of the principal amount of the Bond so surrendered, a Bond or Bonds fully registered as to principal and interest.

SECTION 2.05. EXECUTION OF BONDS. (A) The Bonds shall be executed in the name of the Board of Governors by its Chair and attested to by its Vice-Chair, or such other member of the Board of Governors as may be designated pursuant to subsequent resolution of the Division, and the corporate seal of the Board of Governors or a facsimile thereof shall be affixed thereto or reproduced thereon. The Bond Registrar/Paying Agent's certificate of authentication shall appear on the Bonds, signed by an authorized signatory of said Bond Registrar/Paying Agent in accordance with Section 2.08 of this Resolution. Any of the above signatures may be a facsimile signature imprinted or reproduced on the Bonds, provided that at least one signature required shall be manually subscribed. In case any one or more of the officers who shall have signed or sealed any of the Bonds shall cease to be such officer of the Board of Governors before the Bonds so signed and sealed shall have been actually sold and delivered, the Bonds may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed or sealed such Bonds had not ceased to hold such office. Any Bond may be signed and sealed on behalf of the Board of Governors by such person who, as to the actual time of the execution of such Bond, shall hold the proper office, although at the date of such Bond, such person may not have held such office or may not have been so authorized.

(B) A certificate as to the approval of the issuance of the Bonds pursuant to the provisions of the State Bond Act shall be executed by a signature or facsimile signature of the Secretary or an Assistant Secretary of the Governing Board.

SECTION 2.06. NEGOTIABILITY. The Bonds shall have all the qualities and incidents of a negotiable instrument under the Uniform Commercial Code – Investment Securities Law of the State of Florida. The original Registered Owner and each successive Registered Owner of any of the Bonds shall be conclusively deemed by the acceptance thereof to have agreed that the Bonds shall be and have all the qualities and incidents of a negotiable instrument under the Uniform Commercial Code – Investment Securities Law of the State of Florida.

SECTION 2.07. REGISTRATION AND TRANSFER. (A) The Bonds shall be issued only as fully registered bonds without coupons. The Bond Registrar/Paying Agent shall be responsible for maintaining the books for the registration of and for the transfer of the Bonds in compliance with its agreement with the State.

(B) Upon surrender to the Bond Registrar/Paying Agent for transfer or exchange of any Bond, duly endorsed for transfer or accompanied by an assignment duly executed by the Registered Owner or his attorney duly authorized in writing, the Bond Registrar/Paying Agent shall deliver in the name of the transferee or transferees a fully registered Bond or Bonds of authorized denominations of the same maturity for the aggregate principal amount which the Registered Owner is entitled to receive. The Bond Registrar/Paying Agent shall not be required to issue, transfer, or exchange any Bonds on a Record Date.

(C) All Bonds presented for transfer, exchange, redemption, or payment shall be accompanied, if required by the Division or the Bond Registrar/Paying Agent, by a written instrument of transfer or authorization for exchange, in form and with guaranty of signature satisfactory to the Division and the Bond Registrar/Paying Agent, duly executed by the Registered Owner or by his duly authorized attorney.

(D) Neither the Division nor the Bond Registrar/Paying Agent may charge the Registered Owner or his transferee for any expenses incurred in making any exchange or transfer of the Bonds. However, the Division and the Bond Registrar/Paying Agent may require payment from the Registered Owner of a sum sufficient to cover any tax, fee, or other governmental charge that may be imposed in relation thereto. Such governmental charges and expenses shall be paid before any such new Bond shall be delivered.

(E) New Bonds delivered upon any transfer or exchange shall be valid obligations of the Board of Governors evidencing the same debt as the Bonds surrendered, shall be secured by this Resolution, and shall be entitled to all of the security and benefits hereof to the same extent as the Bonds surrendered. The Board of Governors and the Bond Registrar/Paying Agent may treat the Registered Owner of any Bond as the absolute owner thereof for all purposes, whether or not such Bond shall be overdue, and shall not be bound by any notice to the contrary.

(F) Notwithstanding the foregoing provisions of this section, the Division reserves the right, on or prior to the delivery of the Bonds, to amend or modify the foregoing provisions relating to registration of the Bonds in order to comply with all applicable laws, rules, and regulations of the United States and the State of Florida relating thereto.

SECTION 2.08. AUTHENTICATION. Unless otherwise provided by supplemental resolution, no Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Resolution unless and until a certificate of authentication on such Bond shall have been duly executed by the manual signature of the Bond Registrar/Paying Agent, and such executed certificate of the Bond Registrar/Paying Agent upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this Resolution. The Bond Registrar/Paying Agent's certificate of authentication on any Bond shall be deemed to have been executed by it if signed by an authorized officer or signatory of the Bond Registrar/Paying Agent, but it shall not be necessary that the same officer of signatory sign the certificate of authentication on all of the Bonds issued hereinafter.

SECTION 2.09. DISPOSITION OF BONDS PAID OR EXCHANGED. Whenever any Bond shall be delivered to the Bond Registrar/Paying Agent for cancellation, upon payment of the principal amount thereof or for replacement or transfer or exchange, such Bond shall either be cancelled and retained by the Bond Registrar/Paying Agent for a period of time specified in writing by the Division of the Board of Administration, or, at the option of the Division or the Board of Administration, shall be cancelled and destroyed by the Bond Registrar/Paying Agent and counterparts of a certificate of destruction evidencing such destruction shall be furnished to the Division or the Board of Administration.

SECTION 2.10. BONDS MUTILATED, DESTROYED, STOLEN, OR LOST. (A) In case any Bond shall become mutilated, destroyed, stolen, or lost, the Division may, in its discretion, issue and deliver a new Bond of like tenor as the Bond so mutilated, destroyed, stolen, or lost, in exchange and substitution for such mutilated Bond, upon surrender and cancellation of such mutilated Bond or in lieu of and substitution for the Bond destroyed, stolen, or lost, and upon the Registered Owner furnishing the Division proof of ownership thereof and satisfactory indemnity and complying with such other reasonable regulations and conditions as the Division may prescribe and paying such expense as the Division may incur. All Bonds so surrendered shall be cancelled by the Bond Registrar/Paying Agent. If any such Bond has matured or is about to mature, instead of issuing a substitute Bond, the Division may pay the same, upon being indemnified as aforesaid, and if such Bond be lost, stolen, or destroyed, without surrender thereof.

(B) Any such duplicate Bond issued pursuant to this section shall constitute original, additional, contractual obligations on the part of the Board of Governors, whether or not the lost, stolen, or destroyed Bond is at any time found by anyone and such duplicate Bond shall be entitled to equal and proportionate benefits and rights as to lien, source and security for payment, pursuant to this Resolution from the Pledged Revenues.

SECTION 2.11. FORM OF BONDS. (A) The Bonds will be in such form as determined by the Director.

(B) The Bonds may be issued in book-entry only form utilizing the services of the Securities Depository. So long as a book-entry only system of evidence of transfer of ownership of all the Bonds is maintained in accordance herewith, any provision of this Resolution relating to the delivery of physical bond certificates shall be inapplicable, and this Resolution shall be deemed to give full effect to such book-entry system. If the Bonds are issued in book-entry only form:

(1) The Bonds shall be issued in the name of the Securities Depository as Registered Owner of the Bonds and held in the custody of the Securities Depository or its designee.

(2) Transfers of beneficial ownership of the Bonds will be effected on the records of the Securities Depository and its Participants pursuant to rules and procedures established by the Securities Depository ("Participants" include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations, as well other organizations that clear through or maintain a custodial relationship with such organizations, either directly or indirectly).

(3) Each Participant shall be credited in the records of the Securities Depository with the amount of such Participant's interest in the Bonds. Beneficial ownership interests in the Bonds may be purchased by or through Participants. The holders of these beneficial ownership interests are hereinafter referred to as the "Beneficial Owners." The Beneficial Owners shall not receive Bonds representing their beneficial ownership interests. The ownership interests of each Beneficial Owner shall be recorded through the records of the Participant from which such Beneficial Owner purchased its Bonds. Transfers of

ownership interests in the Bonds shall be accomplished by book entries made by the Securities Depository and, in turn, by Participants acting on behalf of Beneficial Owners.

(4) Unless otherwise provided herein, the Division, the Board of Governors, the Board of Administration, and the Bond Registrar/Paying Agent (as used in this section, the "State and its agents") shall treat the Securities Depository as the sole and exclusive owner of the Bonds registered in its name for the purposes of:

(a) The payment of the principal of, premium, if any, and interest on the Bonds or portion thereof to be redeemed or purchased. Payments made to the Securities Depository of principal, premium, and interest shall be valid and effective to fully satisfy and discharge the Board of Governors' obligations to the extent of the sums so paid;

(b) The giving any of notice permitted or required to be given to Registered Owners under this Resolution; and

(c) The giving of any direction or consent or the making of any request by the Registered Owners hereunder. The State and its agents may rely conclusively upon:

(i) a certificate of the Securities Depository as to the identity of the Participants with respect to the Bonds; and

(ii) a certificate of any such Participant as to the identity of and the respective principal amount of Bonds beneficially owned by, the Beneficial Owners.

(5) The State and its agents shall have no responsibility or obligation to the Securities Depository, any Participant, any Beneficial Owner, or any other person which is not shown on the Bond Registrar with respect to:

(a) the accuracy of any records maintained by the Securities Depository or any Participant;

(b) the payment by the Securities Depository or by any Participant of any amount due to any Beneficial Owner in respect of the principal amount or redemption or purchase price of or interest on any Bond;

(c) the delivery of any notice by the Securities Depository or any Participant;

(d) the selection of the Participants or the Beneficial Owners to receive payment in the event of any partial redemption of the Bonds; or

(e) any consent given or any other action taken by the Securities Depository or any Participant.

(6) The requirements in this Resolution of holding, delivering, or transferring Bonds shall be deemed modified to require the appropriate person to meet the requirements of the Securities Depository as to registering or transferring the book-entry Bonds to produce the same effect. Any provision hereof permitting or requiring delivery of the Bonds shall, while the Bonds are in book-entry only form, be satisfied by the notation thereof on the books of the Securities Depository in accordance with applicable state law.

(C) The Division may discontinue the book-entry system with the Securities Depository, subject to the terms of its agreement with such securities depository. In this event, the Division shall either identify another qualified securities depository or prepare and deliver replacement Bonds in the form of fully registered Bonds to each Beneficial Owner.

ARTICLE III
AUTHORIZATION OF THE 2024 PROJECT

SECTION 3.01. AUTHORIZATION OF THE 2024 PROJECT. The Board of Governors, FSUAA, and the University are authorized to acquire and construct the 2024 Project from the proceeds of the sale of the 2024 Bonds and other legally available funds, subject to the provisions of this Resolution and the applicable laws of the State.

ARTICLE IV
SECURITY FOR THE BONDS;
APPLICATION AND ADMINISTRATION OF PLEDGED REVENUES

SECTION 4.01. BONDS SECURED BY PLEDGED REVENUES. (A) The payment of principal of and interest on the Bonds shall be secured forthwith equally and ratably by a valid and enforceable senior lien on the Pledged Revenues to be received under this Resolution as provided for in Section 6.01 hereof, and such Pledged Revenues, except as may be required for payment of Rebate Amounts, are hereby irrevocably pledged to the payment of the principal of and interest on the Bonds, as the same become due.

(B) The Bonds shall not be or constitute a general obligation of the State, or any political subdivision or instrumentality thereof, but shall be payable solely from the Pledged Revenues, as provided herein. No Registered Owner or Registered Owners of the Bonds shall ever have the right to compel the exercise of the taxing power of the State or any political subdivision or instrumentality thereof to pay such Bonds or the interest thereon or to be entitled to payment of such principal and interest from any other funds except such payments consisting of the Pledged Revenues, in the manner provided herein.

SECTION 4.02. APPLICATION OF PLEDGED REVENUES. (A) The Pledged Revenues shall be deposited, pursuant to the FSUAA Revenues Agreement, into the FSUAA Revenue Fund to be established by the University and held in a qualified public depository. Such fund shall constitute a trust fund for the purposes provided in this Resolution and shall be kept separate and distinct from all other funds of FSUAA, the University, and the Board of Governors, and used only for the purposes and in the manner provided in this Resolution.

(B) All revenues on deposit at any time in the FSUAA Revenue Fund shall be applied only in the following manner and order of priority:

(1) First, no later than fifteen (15) days before each Interest Payment Date or Principal Payment Date, the University shall transfer to the Board of Administration an amount of money sufficient to be used as follows:

(a) to deposit into the Sinking Fund, or accounts therein, which is hereby created, until there is accumulated in said Sinking Fund an amount sufficient to pay the next installment of principal and/or interest to become due, including Amortization Installments.

(b) for payment of the Administrative Expenses.

(c) to deposit into the Reserve Account in the Sinking Fund, which is hereby created, or subaccount(s) therein, an amount of money which, together with other moneys available for such purposes, equals the Reserve Requirement.

The moneys in the Reserve Account, or its subaccount(s), shall be used for the payments provided for in Section 4.02(B)(1)(a) and (b) above when the other moneys in the Sinking Fund are insufficient therefor. Any withdrawals from the Reserve Account, or its subaccount(s), shall be restored from the first moneys available therefor in the Sinking Fund after the required payments under Section 4.02(B)(1)(a) and (b) above have been made or provided for. Any unused portion of the moneys in the Reserve Account, or its subaccount(s), may be used by the Board of Administration to reduce the final installments of the Annual Debt Service Requirement becoming due on Bonds secured by such account or subaccount.

Notwithstanding the foregoing provisions, in lieu of the required deposits into the Reserve Account, the Board of Governors may at any time cause to be deposited into one or more subaccounts in the Reserve Account, one or more Reserve Account Credit Facilities for the benefit of the Registered Owners for which each subaccount has been established, in an amount which, together with sums on deposit, if any, equals the Reserve Requirement. In no event shall the use of such Reserve Account Credit Facilities be permitted if such use would cause, at the time of acquisition of such Reserve Account Credit Facility, an impairment in any existing rating on the Bonds or any Series of Bonds. The Reserve Account Credit Facilities shall be payable or available to be drawn upon, as the case may be, on or before any Interest Payment Date or Principal Payment Date on which a deficiency exists which cannot be cured by funds in any other account held for such Bonds pursuant to this Resolution and available for such purpose. If more than one Reserve Account Credit Facility is deposited into a subaccount in the Reserve Account, each Reserve Account Credit Facility shall be drawn upon in a proportion equal to its relative share of the amounts in such subaccount in the Reserve Account. If a disbursement is made under the Reserve Account Credit Facility, the Board of Governors shall be obligated, from the first Pledged Revenues available, to either reinstate such Reserve Account Credit Facility immediately following such disbursement to the amount required to be maintained in the applicable subaccount in the Reserve Account or to deposit into the applicable subaccount in the Reserve Account from the Pledged Revenues, as herein provided, funds in the amount of the disbursement made under such Reserve Account Credit Facility plus any amounts required to reimburse the Reserve Account Credit Facility provider for previous disbursements made pursuant to such Reserve Account Credit Facility, or a combination of such alternatives as shall equal the amount required to be maintained.

To the extent that the Board of Governors reinstates a Reserve Account Credit Facility or reimburses a Reserve Account Credit Facility Provider, such reinstatement or reimbursement shall be in proportion to the amounts drawn from the various Reserve Account Credit Facilities.

The Division shall cause to be established, and the Board of Administration shall establish, one or more specific subaccounts in the Reserve Account. Each subaccount may be established for one or more Series of Bonds. Each subaccount shall be available only to cure deficiencies in the accounts in the Sinking Fund with respect to the Series of Bonds for which such subaccount has been established, and no amounts in the other subaccounts in the Reserve Account shall be available for such purpose. Such separate subaccount shall be established and designated in the resolution authorizing such Series of Bonds. Such resolution may also specify the method of valuation of the amounts held in such separate subaccount.

Any moneys in a subaccount in the Reserve Account in excess of the amount required to be maintained therein shall, to the extent permitted by the Code, first be used to cure any deficiency in any other subaccount in the Reserve Account and then for the purposes and in the priority established by this section; and

(2) Second, the University shall transfer to the Board of Administration, for deposit into the Rebate Fund created by Section 6.03 of this Resolution, an amount of money sufficient to pay the Rebate Amount.

(3) Third, any remaining balance not needed for the deposits referenced in Sections 4.01(B)(1) and (2) may be applied for any lawful purpose.

(C) If, on any payment date, the Pledged Revenues are insufficient to place the required amounts in any of the funds, accounts, or subaccounts as above provided, the deficiency shall be made up in subsequent payments in addition to the payments which would otherwise be required to be made into such funds, accounts, or subaccounts on the subsequent payment dates.

(D) The FSUAA Revenue Fund and the Sinking Fund shall constitute trust funds for the purposes provided herein for such funds. All of such funds shall be continuously secured in the same manner as deposits of State funds are required to be secured by the laws of the State.

SECTION 4.03. INVESTMENT OF FUNDS. Except insofar as such funds may be needed for any payment required to be made by the terms of this Resolution or the Bonds, and except as otherwise provided herein or in the FSUAA Revenues Agreement, moneys in any of the funds authorized or required by this Resolution may be invested and reinvested at any time as provided by Section 17.57 or 215.47, Florida Statutes, as amended, provided that such investment will not adversely affect the exemption from federal income taxation of interest on any of the Bonds. When so invested or reinvested, proceeds derived from the investment or reinvestment of such obligations shall be held for and credited to the fund, account, or subaccount for which said obligations were purchased except as otherwise provided in this Resolution; provided, however, that any such obligations purchased as investments for moneys in the Sinking Fund shall mature not later than the dates upon which such moneys will be needed for the payment of maturing principal and interest to be paid from said Sinking Fund.

ARTICLE V
ADDITIONAL BONDS AND REFUNDING REQUIREMENTS

SECTION 5.01. ISSUANCE OF ADDITIONAL BONDS. The Division is authorized to issue Additional Bonds, but only upon the following terms, restrictions, and conditions:

(A) the Board of Governors, FSUAA, and the University must be current in all deposits into the various funds and accounts and all payment previously required to have been deposited or made by any of them under the provisions of this Resolution and the Board of Governors and the University must be currently in compliance with the covenants and provisions of this Resolution and any supplemental resolution hereafter adopted for the issuance of Additional Bonds, or upon the issuance of such Additional

Bonds, the Board of Governors, FSUAA, and the University will be brought into compliance with all such financial requirements, covenants, and provisions;

(B) the proceeds from such Additional Bonds shall be used to finance Project Costs of the Project(s), or to refund Outstanding Bonds or Prior Lien Obligations;

(C) the Board of Governors shall request the issuance of such Additional Bonds;

(D) certificates shall be executed by FSUAA, the University, the Board of Governors, or other appropriate State official setting forth:

(1) the average annual amount of Pledged Revenues, excluding Capital Gifts and Donations Revenue, from the two Fiscal Years immediately preceding the issuance of the proposed Additional Bonds, and

(2) the Annual Debt Service Requirement for each Fiscal Year on the Bonds then Outstanding and the Additional Bonds then proposed to be issued; and

(E) the average annual amount of Pledged Revenues, excluding Capital Gifts and Donations Revenue, for the two immediately preceding Fiscal Years, as certified by FSUAA, the University, the Board of Governors, or other appropriate State official pursuant to Section 5.01(D)(1) above, shall be equal to at least one hundred fifty percent (150%) of the Annual Debt Service Requirement in the current Fiscal Year and each Fiscal Year thereafter through the final maturity of the Bonds then Outstanding and the Additional Bonds then proposed to be issued.

SECTION 5.02. REFUNDING BONDS. The 2024 Bonds originally issued pursuant to this Resolution then Outstanding, together with all Additional Bonds issued and then Outstanding, may be refunded as a whole or in part in accordance with their terms. If the Annual Debt Service Requirement of the refunding Bonds in each Fiscal Year is equal to or less than the corresponding Annual Debt Service Requirement of the refunded Bonds, then the provisions of Section 5.01(D) and (E) of this Resolution shall not apply to the issuance of the refunding Bonds.

SECTION 5.03. ISSUANCE OF OTHER OBLIGATIONS OR CREATION OF ENCUMBRANCES. The Division of Bond Finance and the Board of Governors covenant that they will not issue any other obligations except Additional Bonds provided for in Section 5.01 hereof, refunding Bonds provided for in Section 5.02 hereof, or Completion Bonds provided for in Section 5.04 hereof, payable from the Pledged Revenues nor voluntarily create or cause to be created any other debt, lien, pledge, assignment, encumbrance, or other charge having priority to or being on a parity with the lien upon the Pledged Revenues securing the Bonds provided for in this Resolution. Any such other obligations hereafter issued by the Board of Governors, except for Additional Bonds, refunding Bonds, or Completion Bonds provided for in Sections 5.01, 5.02, or 5.04 hereof, respectively, shall contain an express statement that such obligations are junior and subordinate to the Bonds as to lien on and source and security for payment from such Pledged Revenues.

SECTION 5.04. COMPLETION BONDS. The Division may issue Completion Bonds. The Board of Governors and the Division need not comply with Section 5.01 of this Resolution in the issuance of Completion Bonds, provided that the net proceeds of such Completion Bonds available for deposit into the Project Construction Fund for the Project Costs shall be equal to or less than 20% of the original estimated Project Costs on the delivery date of the original Series of Bonds issued to finance the Project for which the Completion Bonds are being issued.

SECTION 5.05. NO ACCELERATION. The Bonds shall not be accelerated on account of any default on any payments required under this Resolution.

ARTICLE VI
COVENANTS

SECTION 6.01. PLEDGE OF PLEDGED REVENUES. The Board of Governors hereby covenants and agrees with the Registered Owners of the Bonds that, so long as any of the Bonds, or interest thereon, are Outstanding and unpaid, all of the Pledged Revenues provided for in this Resolution shall be pledged to the payment of the principal of and interest on the Bonds and the payment of such other amounts as are provided for in this Resolution, in the manner provided for in this Resolution, and the Registered Owners of the Bonds shall have a valid and enforceable senior lien on such Pledged Revenues in the manner provided herein.

SECTION 6.02. PLEDGED REVENUE COVENANTS. Pursuant to section 1010.62(2)(b), Florida Statutes, the Board of Governors covenants:

(A) That it will cause the University and FSUAA, in preparing, approving, and adopting any budget controlling or providing for the expenditures of funds for each budget period, to allocate, allot, and approve, from Pledged Revenues and other available funds, the amounts sufficient to apply the Pledged Revenues as provided in this Resolution.

(B) That it will cause the University and FSUAA to collect the Pledged Revenues as provided for in Section 6.01 of this Resolution in the manner and at the times provided in this Resolution; that the Pledged Revenues will be applied in a manner that assures the availability of sufficient moneys for the full and timely payment of debt service on the Bonds; that it will cause the University and FSUAA to prioritize the full and timely payment of debt service on the Bonds over any other uses of the Pledged Revenues; and that it will otherwise duly and punctually perform and carry out all the covenants of the Board of Governors made herein and the duties imposed upon the Board of Governors by this Resolution.

(C) That it will prohibit the University and FSUAA from effectuating any amendment(s) or modification(s) to the FSUAA Revenues Agreement that would have an adverse effect on the interests of the bondholders of any bonds issued by the Board of Governors on behalf of FSUAA.

SECTION 6.03. COMPLIANCE WITH TAX REQUIREMENTS. (A) In addition to any other requirement contained in this Resolution, the Division, the Board of Governors, and the Board of Administration hereby covenant and agree, for the benefit of the Registered Owners from time to time of the Bonds issued subject to the provisions of the Code, that each will comply with the applicable requirements contained in Section 103 and Part IV of Subchapter B of Chapter 1 of the Code as shall be set forth in the non-arbitrage certificate of the Board of Governors dated and delivered on the date of delivery of each such Series of Bonds.

(B) Specifically, without intending to limit in any way the generality of the foregoing, the Division and the Board of Governors covenant and agree:

(1) to pay or cause to be paid to the United States of America from the Pledged Revenues and any other legally available funds, at the times required pursuant to Section 148(f) of the Code, the Rebate Amount;

(2) to maintain and retain or cause to be maintained and retained all records pertaining to and to be responsible for making or causing to be made all determinations and calculations of

the Rebate Amount and required payments of the Rebate Amount as shall be necessary to comply with the Code; and

(3) to refrain from using proceeds from the Bonds in a manner that might cause any of the Bonds to be classified as private activity bonds under Section 141(a) of the Code; and

(4) to refrain from taking any action that would cause any of the Bonds to become arbitrage bonds under Section 148 of the Code.

(C) The Board of Governors, the Division, and the Board of Administration understand that the foregoing covenants impose continuing obligations that will exist throughout the term of the issue to comply with the requirements of the Code.

(D) The Division and the Board of Governors covenant and agree that they shall maintain and retain, or cause to be maintained and retained, all records pertaining to each series of Series of Bonds, and they shall be responsible for making and having made all determinations and calculations of the Rebate Amount for each tax-exempt Series of Bonds issued hereunder for each Bond Year within 60 days after the end of such Bond Year and within 60 days after the final maturity of each such Series of Bonds. On or before the expiration of each such 60-day period, the Board of Governors shall deposit or direct the Board of Administration to deposit into the Rebate Fund, which is hereby created and established in the accounts of the Board of Administration, from investment earnings or moneys deposited into the other funds and accounts created hereunder, or from any other legally available funds of the Board of Governors, an amount equal to the Rebate Amount for such Bond Year. The Board of Administration shall use such moneys deposited in the Rebate Fund only for the payment of the Rebate Amount to the United States as required by Section 6.03 of this section, and as directed by the Board of Governors, which payments shall be made in installments, commencing not more than 60 days after the end of the fifth Bond Year and with subsequent payments to be made not later than five years after the preceding payment was due except that the final payment shall be made within 60 days after the final maturity of the last obligation of the Series of Bonds issued hereunder. In complying with the foregoing, the Division and the Board of Governors may rely on any instructions from a nationally recognized bond/tax counsel.

(E) Notwithstanding anything in this Resolution to the contrary, to the extent moneys on deposit in the Rebate Fund are insufficient for the purpose of paying the Rebate Amount and other funds of the Board of Governors are not available to pay the Rebate Amount, then the Board of Administration shall pay the Rebate Amount first from Pledged Revenues, and to the extent the Pledged Revenues are insufficient to pay the Rebate Amount, then from moneys on deposit in any of the funds and accounts created hereunder.

(F) If at any time the Division or the Board of Governors determines that the amount of money on deposit in the Rebate Fund is in excess of the Rebate Amount, the Division or the Board of Governors may direct the Board of Administration to transfer the amount of money in excess of the Rebate amount to FSUAA, for deposit into (i) the funds or accounts created hereunder to which such amount of money is attributable, or (ii) the FSUAA Revenue Fund.

(G) If any amount shall remain in the Rebate Fund after payment in full of all Bonds issued hereunder, and after payment in full to the United States of any Rebate Amount in accordance with the terms hereof, such amounts shall be paid over to FSUAA and may be used for other purposes authorized by law.

(H) The Rebate Fund shall be held separate and apart from all other funds and accounts of the Board of Governors and shall be subject to a lien in favor of the Registered Owners, but only to secure payment of the Rebate Amount, and the moneys in the Rebate Fund shall be available for use only as herein provided.

(I) The Division, the Board of Administration, and the Board of Governors shall not be required to continue to comply with the requirements of this section in the event that the Division and the Board of Administration receive an opinion of nationally-recognized bond/tax counsel that (1) such compliance is no longer required in order to maintain the exclusion from gross income for federal income tax purposes of interest on the Boards, or (2) compliance with some other requirement will comply with the provisions of the Code in respect of arbitrage rebate, or in the event that any other agency is subsequently designed by proper authority to comply with the requirements of this section.

SECTION 6.04. CONTINUING DISCLOSURE. (A) If necessary to comply with Rule 15c2-12 of the Securities and Exchange Commission, the Board of Governors agrees to provide, to cause to be provided, such information as may be required from time to time, under such rule or any successor rule applicable to the Board of Governors.

(B) The Board of Governors or its duly appointed representative, in conjunction with the Director, is authorized and directed to execute and deliver any documents or agreements which are necessary to comply with the requirements of Rule 15c2-12 of the Securities and Exchange Commission or any successor rule applicable to the Board of Governors.

ARTICLE VII
REMEDIES

SECTION 7.01. ENFORCEABILITY BY REGISTERED OWNERS. (A) This Resolution, including the pledge of the Pledged Revenues, shall be deemed to have been made for the benefit of the Registered Owners from time to time of the Bonds. Such pledge and all the provisions of this Resolution shall be enforceable in any court of competent jurisdiction by any Registered Owner or Registered Owners of such Bonds, against either the Board of Governors or the Board of Administration or any other agency of the State, or instrumentality thereof having any duties concerning collection, administration, and disposition of the Pledged Revenues. The Board of Governors does hereby consent to the bringing of any proceedings in any court of competent jurisdiction by any Registered Owner or Registered Owners of the Bonds for the enforcement of all provisions of this Resolution and does hereby waive, to the extent permitted by law, any privilege or immunity from suit which it may now or hereafter have as an agency of the State. However, no covenant or agreement contained in this Resolution or any Bond issued pursuant hereto shall be deemed to be the covenant or agreement of any officer or employee of the State in such person's individual capacity and neither the officers nor employees of the State nor any official executing any of the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

(B) Any Registered Owners of such Bonds, or any trustee acting for the Registered Owners of such Bonds, may by civil action in any court of competent jurisdiction, protect and enforce any and all rights, including the right to the appointment of a receiver, existing under the laws of the State, or granted and contained in this Resolution, and may enforce and compel the performance of all duties required by this Resolution, and by any applicable Statutes, to be performed by the Division, the Board of Governors, FSUAA, or the Board of Administration, or by any officer thereof, including the payment of the Pledged Revenues payable under this Resolution. Other than as specifically provided herein, nothing herein shall be construed to grant to any Registered Owner of the Bonds any lien on any facility or funds of FSUAA, or the Board of Governors, or the Division.

(C) For purposes of exercising remedies pursuant to this section, the issuer of a Bond Insurance Policy shall be deemed the sole Registered Owner of Bonds it has insured, provided that the issuer of such Bond Insurance Policy has not failed to comply with its payment obligations under the Bond Insurance Policy and the ratings on the insured Bonds, based on the Bond Insurance Policy, are no lower than the "A" category by each Rating Agency which has rated such Bonds, including any rating modifiers.

ARTICLE VIII
MISCELLANEOUS

SECTION 8.01. RESOLUTION NOT ASSIGNABLE. This Resolution shall not be assignable by the Division or the Board of Administration, except for the benefit of the Registered Owners.

SECTION 8.02. MODIFICATION OR AMENDMENT. (A) Except as otherwise provided in subsections (B) and (C) of this section, no material modification or amendment of this Resolution, or of any resolution amendatory thereof or supplemental thereto, may be made without the consent in writing of (i) the Registered Owners of more than fifty percent in principal amount of the Bonds then Outstanding or (ii) in case less than all of the Series of Bonds then Outstanding are affected by the modification or amendment, the Registered Owners of more than fifty percent in principal amount of the Bonds so affected and Outstanding at the time such consent is given; provided, however, that no modification or amendment shall permit a change in the maturity of such Bonds or a reduction in the rate of interest thereon or affecting the promise to pay the interest on and principal of the Bonds, as the same mature or become due, or reduce the percentage of Registered Owners of Bonds required above for such modification or amendments, without the consent of the Registered Owners of all the Bonds.

(B) For purposes of this section, except where the consent of all Registered Owners of a Series of Bonds is required, to the extent any Series of Bonds is insured by a Bond Insurance Policy and the insured rating on such Series of Bonds is then rated in as high a rating category as the rating category in which such Series of Bonds was rated at the time of initial delivery thereof by a Rating Agency, then the consent of the issuer of the Bond Insurance Policy shall constitute the consent of the Registered Owners of such Series.

(C) The Division may amend, change, modify, and alter this Resolution without the consent of the Registered Owners of Bonds:

(1) to cure any defect, omission, conflict, or ambiguity in this Resolution or between the terms and provisions hereof and any other document executed or delivered herewith,

(2) to provide other changes, including such changes as may be necessary in order to adjust the terms hereof, so as to facilitate the issuance of various types of Bonds which will not materially adversely affect the interest of such Registered Owners of Bonds,

(3) to grant or confer upon the Registered Owners of Bonds any additional rights, remedies, powers, authority, or security (specifically including pledges of additional revenues) that may lawfully be granted to, or conferred upon, the Registered Owners,

(4) to provide for the issuance of Bonds in coupon form if, in the opinion of a nationally recognized bond/tax counsel, such issuance will not affect the exemption from federal income taxation of interest on the Bonds,

(5) to obtain credit enhancements or a higher rating in one of the three highest full rating categories of a Rating Agency,

(6) to add to the covenants and agreements of the Division, the Board of Administration, or the Board of Governors in this Resolution, other covenants and agreements to be observed by the Division, the Board of Administration, or the Board of Governors which are not contrary to or inconsistent with this Resolution as theretofore in effect,

(7) to add to the limitations and restrictions in this Resolution, other limitations and restrictions to be observed by the Division, the Board of Administration, or the Board of Governors which are not contrary to or inconsistent with this Resolution as theretofore in effect,

(8) to permit the qualification hereof and thereof under the Trust Indenture Act of 1939, as amended, or any similar federal statute hereafter in effect or to permit the qualifications of the Bonds for sale under the securities laws of any of the states of the United States of America,

(9) to enable the Division, the Board of Administration, and the Board of Governors to comply with their covenants, agreements, and obligations under Section 6.03 of this Resolution,

(10) to specify and determine any matters and things relative to the Bonds which are not contrary to or inconsistent with this Resolution and which shall not materially adversely affect the interests of the Registered Owners, and

(11) to otherwise amend or modify any provisions of this Resolution so long as such amendment or modification does not materially adversely affect the interests of the Registered Owners.

SECTION 8.03. NONPRESENTMENT OF BONDS; FUNDS HELD FOR BONDS AFTER DUE DATE OF BONDS. In the event any Bond shall not be presented for payment when the principal thereof becomes due, either at maturity, or otherwise, if funds sufficient to pay such Bond shall have been made available to the Board of Administration for the benefit of the Registered Owner thereof, all liability of the Board of Governors to the Registered Owner thereof for the payment of such Bond shall forthwith cease, terminate, and be completely discharged, and thereupon it shall be the duty of the Board of Administration to hold such funds, without liability for interest thereon, for the benefit of the Registered Owner of such Bonds, who shall thereafter be restricted exclusively to such funds, for any claim of whatever nature on his part under this Resolution or on, or with respect to, said Bond. Any such funds held by the Board of Administration for the Registered Owners of such Bonds for seven years after the principal the respective Bonds for which such funds have been so set aside has become due and payable and remaining (whether at maturity or upon redemption or otherwise) shall be subject to the laws of the State relating to disposition of unclaimed property, and unless demand for the payment of such Bonds shall have been made, the obligation thereon shall be extinguished.

SECTION 8.04. DEFEASANCE. (A) The covenants, liens, and pledges entered into, created, or imposed pursuant to this Resolution may be fully discharged and satisfied with respect to any of the Bonds in any one or more of the following ways:

(1) by paying the principal of and interest on such Bonds when the same shall become due and payable;

(2) by depositing with the Board of Administration, certain moneys which are irrevocably pledged to the payment of such Bonds and which, together with other moneys lawfully available therefor, shall be sufficient at the time of such deposit to pay when due the

principal of, redemption premium, if any, and interest due and to become due on such Bonds on or prior to the redemption date or maturity date thereof; or

(3) by depositing with the Board of Administration, moneys which are irrevocably pledged to the payment of such Bonds and which, together with other moneys lawfully available therefor when invested in Defeasance Obligations, will provide moneys (principal and interest thereof at maturity) which shall be sufficient to pay the principal of, redemption premium, if any, and interest due and to become due on such Bonds on or prior to a date fixed for redemption or the maturity date thereof.

(B) Upon such payment or deposit in the amount and manner provided in Section 8.04(A) above, the Bonds with respect to which payments on deposit have been made shall be deemed to be paid and shall no longer be deemed to be Outstanding for the purposes of this Resolution and all liability of the Board of Governors and Division with respect to such Bonds shall cease, terminate, and be completely discharged and extinguished, and the Registered Owners thereof shall be entitled to payment solely out of the moneys or securities so deposited.

(C) Notwithstanding the foregoing, the covenants, liens, and pledges entered into, created, or imposed pursuant to this Resolution shall not be discharged and satisfied with respect to any of the Bonds with respect to which debt service has been paid pursuant to a Bond Insurance Policy, to the extent that the amount so paid has not been reimbursed to the issuer of such Bond Insurance Policy or monies have not been deposited as set forth herein to provide for payment of such amounts. The issuer of a Bond Insurance Policy shall be subrogated to the rights of the Registered Owners of Bonds to which it has made payments pursuant to such Bond Insurance Policy.

(D) All references to the discharge and satisfaction of Bonds shall include the discharge and satisfaction of any Series of Bonds, any portion of any Series of Bonds, any maturity or maturities of any Series of Bonds, any portion of a maturity of any Series of Bonds, or any combination thereof.

(E) If any portion of the moneys deposited for the payment of the principal of and redemption premium, if any, and interest on any portion of Bonds is not required for such purpose, FSUAA may use the amount of such excess which is not otherwise obligated under this Resolution, for any lawful purpose, free and clear of any trust, lien, security interest, pledge, or assignment securing said Bonds or otherwise existing under this Resolution.

(F) Nothing herein shall be deemed to require the Board of Governors or the Division to call any of the Bonds for redemption prior to maturity pursuant to any applicable optional redemption provisions, or to impair the discretion of the Board of Governors or the Division in determining whether to exercise any such options for early redemption.

SECTION 8.05. TRUST FUNDS. (A) The funds and accounts established by this Resolution and all moneys on deposit therein shall constitute trust funds for their respective purposes as provided herein. The Sinking Fund shall be held and administered by the Board of Administration, and such funds shall be fully and continuously secured in the manner provided by the laws of the State for the securing of deposits of State funds. The Registered Owners shall have a lien on moneys in the Sinking Fund, except the moneys in the Rebate Fund, until such moneys are used or applied as provided herein.

(B) The designation and establishment of the various funds and accounts in and by this Resolution shall not be construed to require the establishment of any completely independent, self-balancing funds as such term is commonly defined and used in governmental accounting, but rather is intended solely to constitute an earmarking of certain revenues for certain purposes and to establish certain priorities for application of such revenues as herein provided. Cash and investments required to be accounted for in each of the funds and accounts established by or pursuant to this Resolution may be deposited in a single bank account, provided that accounting records are maintained to reflect the moneys and investments therein and the receipts of and disbursements from such funds and accounts and the investment income earned therefrom.

SECTION 8.06. FISCAL AGENT. Upon sale and delivery of the Bonds by the Division on behalf of the Board of Governors, the Board of Administration shall act as the fiscal agent for the Board of Governors with respect to the Bonds.

SECTION 8.07. SUBSTITUTE FOR MAILING. If, because of the temporary or permanent suspension of postal services, any person shall be unable to mail any notice required to be given by the provisions of this Resolution, such person shall give notice in such other manner as in its judgment shall most effectively approximate such mailing; the giving of such notice in such manner shall for all purposes of this Resolution be deemed to be in compliance with the requirement for the mailing thereof.

SECTION 8.08. INSTRUMENTS OF REGISTERED OWNERS. Any writing, including without limitation, any consent, request, direction, approval, objection, or other instrument or document, required under this Original Resolution to be executed by any Registered Owner may be in any number of concurrent writings of similar tenor and may be executed by that Registered Owner in person or by an attorney-in-fact appointed in writing. Proof of (i) the execution of any writing, (ii) the execution of any writing appointing any attorney-in-fact, and (iii) the ownership of Bonds, shall be sufficient for any of the purposes of this Resolution, if made in the following manner, and if so made, shall be conclusive in favor of FSUAA, the University, the Division, the Board of Governors, and the Board of Administration, with regard to any action taken thereunder, namely: (a) the fact and date of the execution by any person of any writing may be proved by the certificate of any officer in any jurisdiction, who has the power by law to take acknowledgments within that jurisdiction, that the person signing the writing acknowledged that execution before that officer, or by affidavit of any witness to that execution; and (b) the fact of ownership of Bonds of any Series shall be proved by the Bond Registrar/Paying Agent for such Series.

SECTION 8.09. VALIDATION AUTHORIZED. The attorneys for the Division are hereby authorized, but not required, to institute proceedings to validate the Bonds, pursuant to Chapter 75, Florida Statutes, as amended.

SECTION 8.10. GOVERNING LAW. The laws of the State shall govern the construction of this Resolution and of all Bonds issued hereunder.

SECTION 8.11. SURVIVAL OF CERTAIN PROVISIONS. Notwithstanding the foregoing, any provisions of this Resolution which relate to the maturity of Bonds, interest payments and dates thereof, optional and mandatory redemption provisions, credit against mandatory redemption requirements, exchange, transfer, and registration of Bonds, replacement of mutilated, destroyed, lost, or stolen Bonds, the safekeeping and cancellation of Bonds, non-presentment of Bonds, the holding of moneys in trust, the calculation of the Rebate Amount and the paying of the Rebate Amount to the United States, shall remain in effect and be binding upon the Division, the Board of Governors, the Bond Registrar/Paying Agent, and the Registered Owners notwithstanding the release and discharge of the lien and pledge of this Resolution or any subsequent resolution. The provisions of this section shall survive the release, discharge, and satisfaction of this Resolution or any subsequent resolution.

SECTION 8.12. SEVERABILITY OF INVALID PROVISIONS. If any one or more of the covenants or provisions of this Resolution shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants or provisions shall be null and void and shall be deemed separable from the remaining covenants or provisions of this Resolution or of the Bonds and shall in no way affect the validity or enforceability of any other covenants, agreements, or provisions of this Resolution or of the Bonds issued hereunder.

SECTION 8.13. REPEAL OF INCONSISTENT RESOLUTIONS. All resolutions and parts of resolutions heretofore adopted pertaining to the subject matter of this Resolution, to the extent that they are inconsistent with this Resolution, are hereby repealed, revoked, and rescinded, but only to the extent of any such inconsistencies.

SECTION 8.14. DIRECTOR'S AUTHORITY TO MODIFY SECTION 5.01. Notwithstanding other provisions of this Resolution, the Director of the Division is specifically authorized to modify Section 5.01 of this Resolution to adjust upward the average annual amount of Pledged Revenues required to issue Additional Bonds from one hundred fifty percent (150%) of the Annual Debt Service Requirement to an amount not to exceed two hundred percent (200%) of the Annual Debt Service Requirement; provided, however, that such adjustment may only be made to address credit rating considerations and must be evidenced by a certificate to be executed by the Director prior to the sale of the initial Series of Bonds.

SECTION 8.15. EFFECTIVE DATE. This Resolution shall take effect immediately upon adoption.

ADOPTED DECEMBER 19, 2023.

FORM OF
CERTIFICATE CONCERNING NON-MODIFICATION OF RESOLUTION

Section 8.14 of the Resolution Authorizing the Issuance of State of Florida, Board of Governors, Florida State University Athletics Association Revenue Bonds, Series 2024 (One or More Series to be Determined) (the "Resolution"), which was adopted on December 19, 2023, by the Division of Bond Finance of the State Board of Administration of Florida (the "Division"), conditionally authorizes the Director of the Division, prior to the sale of the initial Series of Bonds, to modify Section 5.01 of the Resolution to adjust upward the average amount of Pledged Revenues required to issue Additional Bonds. However, the undersigned Director hereby certifies that he will **not** make any such modification, and Section 5.01 of the Resolution will remain unchanged.

Dated: ______ ___, 2024

____
Director of the Division of Bond Finance of the State Board of Administration of Florida

**DIVISION OF BOND FINANCE
OF THE
STATE BOARD OF ADMINISTRATION
OF FLORIDA**

A RESOLUTION (THE FIRST SUPPLEMENTAL RESOLUTION) AUTHORIZING THE ISSUANCE AND SALE OF STATE OF FLORIDA, BOARD OF GOVERNORS, FLORIDA STATE UNIVERSITY ATHLETICS ASSOCIATION REVENUE BONDS, SERIES 2024A

DECEMBER 19, 2023

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A RESOLUTION (THE FIRST SUPPLEMENTAL RESOLUTION) AUTHORIZING THE ISSUANCE AND SALE OF A PORTION OF THE $381,000,000 STATE OF FLORIDA, BOARD OF GOVERNORS, FLORIDA STATE UNIVERSITY ATHLETICS ASSOCIATION REVENUE BONDS, SERIES 2024 (ONE OR MORE SERIES TO BE DETERMINED) AUTHORIZED PURSUANT TO THE RESOLUTION ADOPTED ON DECEMBER 19, 2023, BY THE GOVERNOR AND CABINET AS THE GOVERNING BOARD OF THE DIVISION; AUTHORIZING THE ISSUANCE AND SALE OF NOT EXCEEDING $265,000,000 STATE OF FLORIDA, BOARD OF GOVERNORS, FLORIDA STATE UNIVERSITY ATHLETICS ASSOCIATION REVENUE BONDS, SERIES 2024A, TO FINANCE RENOVATION OF DOAK S. CAMPBELL STADIUM ON THE MAIN CAMPUS OF THE UNIVERSITY; AND PROVIDING FOR AN EFFECTIVE DATE.

BE IT RESOLVED BY THE GOVERNOR AND CABINET OF THE STATE OF FLORIDA, AS THE GOVERNING BOARD OF THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA:

ARTICLE I
AUTHORITY, DEFINITIONS; RESOLUTION TO CONSTITUTE CONTRACT

SECTION 1.01. AUTHORITY FOR THIS RESOLUTION. This First Supplemental Resolution is adopted pursuant to the provisions of Article VII, Section 11(d) of the Florida Constitution; Sections 215.57-215.83, Florida Statutes (the "State Bond Act"); Section 1010.62, Florida Statutes, and other applicable provisions of law; and Article V of the Original Resolution (as defined herein), and it is supplemental to said Original Resolution.

SECTION 1.02. DEFINITIONS. All of the definitions contained in Article I of the Original Resolution, in addition to the definitions contained herein and except to the extent inconsistent with or modified by definitions contained herein, shall apply fully to 2024A Bonds (as defined herein).

"2024A Bonds" means the State of Florida, Board of Governors, Florida State University Athletics Association Revenue Bonds, Series 2024A, or such other designation as may be determined by the Director, issued pursuant to the Resolution.

"2024A Project" means the portion of the 2024 Project comprised of the renovation of Doak S. Campbell Stadium on the main campus of the University. The 2024A Project may be renamed using such other designation as may be determined by the Director.

"2024A Project Construction Fund" means the trust fund created and established pursuant to Section 3.02 of this Resolution, in which shall be deposited the net proceeds of the 2024A Bonds and other available moneys for the acquisition and construction of the 2024A Project. The 2024A Project Construction Fund may be renamed with such other designation as may be determined by the Director.

"First Supplemental Resolution" means this resolution authorizing the issuance and competitive sale of the 2024A Bonds.

"Original Resolution" means the resolution adopted on December 19, 2023, by the Governor and Cabinet as the Governing Board of the Division authorizing the issuance of Bonds from time to time, as the same may be amended or supplemented from time to time.

"Resolution" means the Original Resolution, as particularly supplemented by this First Supplemental Resolution.

SECTION 1.03. RESOLUTION TO CONSTITUTE CONTRACT. In consideration of the acceptance of the 2024A Bonds by those who shall be Registered Owners of the same from time to time, the Resolution shall be deemed to be and shall constitute a contract among the Division, the Board of Governors, FSUAA, the University, and such Registered Owners. The covenants and agreements to be performed by the Board of Governors, FSUAA, and the University shall be for the equal benefit, protection, and security of the Registered Owners of any and all of the Outstanding Bonds and the 2024A Bonds, all of which shall be of equal rank and without preference, priority, or distinction as to any of such Bonds over any other thereof, except as expressly provided therein and herein.

ARTICLE II
AUTHORIZATION, TERMS, EXECUTION, REGISTRATION, TRANSFER, ISSUANCE OF BONDS

SECTION 2.01. AUTHORIZATION OF THE 2024A BONDS. (A) Subject and pursuant to the provisions of the Resolution, fully registered revenue bonds of the Board of Governors to be known as "State of Florida, Board of Governors, Florida State University Athletics Association Revenue Bonds, Series 2024A," or such other designation as may be determined by the Director, are hereby authorized to be issued and to be sold by competitive sale by the Division in an aggregate principal amount not exceeding $265,000,000, for the purpose of financing all or a portion of the 2024A Project. Such 2024A Bonds may be sold and issued in one or more Series, and in combination with other Additional Bonds; provided that the actual designation of any such Series, whether sold in one or more than one Series (including a change of year designation, if desirable), and whether such Bonds or any portion thereof are to be taxable or tax-exempt, shall be determined by the Director.

(B) The Director is hereby authorized to determine the most advantageous date and time of sale and to provide notice pursuant to applicable law of such sale, at a time and in such manner as determined by the Director to be appropriate to provide adequate notice to potential bidders; provided, that if no bids are received, or if all bids received are rejected, such 2024A Bonds may again be offered for sale upon reasonable notice, the timing and manner of which shall be determined by the Director. Bids for the purchase of the 2024A Bonds will be received at the office of the Division or at another location designated in the Notice of Bond Sale, until the time and date of sale determined by the Director.

(C) The Director is hereby authorized to publish and distribute a Notice of Bond Sale and a proposal for the sale of the 2024A Bonds. The Notice of Bond Sale shall be in such form as shall be determined by the Director and shall contain such information as is consistent with the terms of the Resolution which the Director determines is in the best financial interest of the State. Any prior publication or distribution of a Notice of Bond Sale, or short form thereof, and proposal for sale is hereby ratified.

(D) The Director is hereby authorized to prepare and distribute disclosure documentation in connection with the offering of the 2024A Bonds, including preliminary and final official statements if a public offering. The Director is further authorized and directed to amend, supplement, or complete the information contained in the disclosure documentation, as may be needed, and to furnish such certification as to the completeness and finality of the preliminary official statement as is necessary to permit the successful bidder to fulfill its obligations under any applicable securities laws. The Chairman and Secretary of the Governing Board and the Director are hereby authorized to execute the final official statement in connection with the offering of the 2024A Bonds, and the execution thereof by any of the authorized individuals shall be conclusive evidence that the Governing Board has approved the form and content of the final official statement and that the final official statement is complete as of its date.

(E) The Director is hereby authorized to cause as many copies as he determines to be necessary of the disclosure documentation, including preliminary and final official statements, relating to the competitive offering of the 2024A Bonds to be prepared and distributed; to contract with national rating agencies and providers of municipal bond insurance and reserve account credit facilities; to retain bond counsel; to make a determination that the preliminary and final official statements are "deemed final" for purposes of Rule 15c2-12(b)(1) of the Securities and Exchange Commission; to conduct information meetings; and to take such other actions as may be deemed appropriate for the dissemination of information relating to the sale of the 2024A Bonds. Any prior printing and distribution of disclosure documentation, including a preliminary official statement, is hereby ratified.

(F) The Secretary or any Assistant Secretary of the Governing Board is hereby authorized and empowered to award said 2024A Bonds when offered, on his or her determination of the best proposal, as defined in the Notice of Bond Sale, submitted in accordance with the terms of the Notice of Bond Sale provided for herein, and such award shall be final. The Director or any Assistant Secretary of the Governing Board shall report such sale to the Governing Board after award of the 2024A Bonds. The Secretary or any Assistant Secretary of the Governing Board is authorized to deliver such 2024A Bonds to the purchasers thereof upon payment of the purchase price, together with any accrued interest to the date of delivery, and to distribute the proceeds of the 2024A Bonds as provided by this First Supplemental Resolution and other proceedings authorizing the issuance of the 2024A Bonds.

(G) The 2024A Bonds shall be executed in the name of the Board of Governors by its Chair or by such other authorized person. Any of the signatures required herein may be a facsimile signature imprinted or reproduced on the 2024A Bonds. In case any one or more of the officers who shall have signed any of the 2024A Bonds shall cease to be such officer before the 2024A Bonds so signed and sealed shall have been actually sold and delivered, the 2024A Bonds may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed or sealed such 2024A Bonds had not ceased to hold office.

(H) A certificate as to the approval of the issuance of the 2024A Bonds shall be executed by the manual or facsimile signature of the Secretary of the Governing Board, an Assistant Secretary, or by such other authorized person as provided by law.

(I) U.S. Bank Trust Company, National Association, or its successor, is hereby designated as Bond Registrar/Paying Agent for the 2024A Bonds on the terms and conditions set forth in the Registrar, Paying Agent and Transfer Agreement by and between the State Board of Administration of Florida and U.S. Bank Trust National Association (now U.S. Bank Trust Company, National Association), and its successor.

(J) The Interest Payment Dates and the Principal Payment Dates for the 2024A Bonds shall be as set forth in the Notice of Bond Sale. Interest on the 2024A Bonds shall be paid by check or draft mailed on the Interest Payment Date (or, in certain cases, may be paid by wire transfer at the election of a Registered Owner other than a securities depository, in the manner and under the terms provided for in the Registrar, Paying Agent and Transfer Agreement by and between the Board of Administration and the Bond Registrar/Paying Agent, provided that such Registered Owner advances to the Bond Registrar/Paying Agent the amount, if any, necessary to pay the wire charges or authorizes the paying agent to deduct the amount of such payment) to the Registered Owner thereof as of 5:00 pm Eastern Time on the Record Date shown on the registration books maintained by the Bond Registrar/Paying Agent for the 2024A Bonds.

(K) The 2024A Bonds shall be dated, shall mature in such years and amounts, and shall bear interest commencing on such date as set forth in the Notice of Bond Sale, a copy of which, as published, shall be retained in the files of the Division with this First Supplemental Resolution. The 2024A Bonds shall be issued in denominations of $1,000 or any integral multiple thereof unless otherwise provided in the Notice of Bond Sale. The 2024A Bonds shall be payable at the corporate trust office of the Bond Registrar/Paying Agent, or its successor. The Bonds will bear interest at the interest rate specified by the successful bidder, calculated based on a 360-day year consisting of twelve 30-day months.

(L) The 2024A Bonds shall be subject to redemption as provided in the Notice of Bond Sale. The Notice of Bond Sale shall contain such redemption provisions as shall be determined by the Director to be in the best financial interest of the State. Upon election by the successful bidder as provided in the Notice of Bond Sale, a portion of the 2024A Bonds identified in such election may be designated as Term Bonds. Additionally, in lieu of mailing the notice of redemption, the Bond Registrar/Paying Agent may elect to provide such notice by electronic means to any Registered Owner who has consented to such method of receiving notices.

(M) The Reserve Requirement for the 2024A Bonds shall be an amount determined by the Director prior to the issuance of the 2024A Bonds, which amount may be zero and which shall not exceed the maximum amount permitted pursuant to the Original Resolution. The Reserve Requirement, if any, for the 2024A Bonds shall be funded with proceeds of the 2024A Bonds, a Reserve Account Credit Facility, or some combination thereof, as determined by the Director. The Reserve Requirement for the 2024A Bonds shall be deposited, as determined by the Director, in a subaccount in the Reserve Account which is hereby established for the 2024A Bonds. Amounts on deposit in any subaccount in the Reserve Account may be commingled with the amounts deposited for Bonds of additional series which are secured thereby, shall be held for the benefit of the Registered Owners of only such Bonds as may be specifically secured by the Reserve Account, and shall be applied in the manner provided in the Resolution.

(N) Any portion of the 2024A Bonds may be issued as a separate Series of Bonds, provided that the Bonds of each Series shall be numbered consecutively from one upward. The 2024A Bonds referred to herein may be sold separately or combined with any other Additional Bonds authorized to be sold.

(O) The Director is hereby authorized to offer for sale a lesser principal amount of 2024A Bonds than that set forth in this First Supplemental Resolution and to adjust the maturity schedule and redemption provisions for the 2024A Bonds, if necessary, to reflect the issuance of such lesser amount, and to modify the Notice of Bond Sale as may be required. Any portion of the 2024A Bonds not offered shall remain authorized to be offered at a later date.

(P) The Director is authorized to provide in the Notice of Bond Sale of the 2024A Bonds that the purchase price for the 2024A Bonds may include a discount of not to exceed three percent (3%), excluding original issue discount, if any, of the aggregate principal amount of such Bonds offered for sale.

(Q) The Chairman, Secretary, and any Assistant Secretary of the Governing Board, the Director, and such other officers and employees of the Division as may be designated by the Governing Board as agents of the Division in connection with the issuance and delivery of the 2024A Bonds, are authorized and empowered, collectively and individually, to take all actions and steps, to execute all instruments, documents, and contracts, and to take all other action on behalf of the Division, as they may deem necessary or desirable, in connection with the execution and delivery of the 2024A Bonds.

(R) Notwithstanding anything contained in the Resolution to the contrary, it is the intent of the Governing Board that interest on any 2024A Bonds which are issued as tax-exempt 2024A Bonds be and remain excluded from gross income for federal income tax purposes, and therefore comply with all requirements of federal tax law applicable to such tax-exempt 2024A Bonds, whether such requirements are now in effect, pending, or subsequently enacted. The 2024A Bonds may be issued as either tax-exempt or taxable bonds as may be determined by the Director. The Division is hereby authorized and directed to take all actions necessary with respect to the 2024A Bonds to comply with such requirements of federal tax law.

ARTICLE III
APPLICATION OF PROCEEDS

SECTION 3.01. CONSTRUCTION OF THE 2024A PROJECT. The Board of Governors, FSUAA, and the University are authorized to acquire and construct the 2024A Project from the proceeds of the sale of the 2024A Bonds and other legally available funds, subject to the provisions of the Resolution and the applicable laws of the State.

SECTION 3.02. APPLICATION OF 2024A BOND PROCEEDS. (A) Upon receipt of the proceeds derived from the of the sale of the 2024A Bonds, the Division shall transfer and apply such proceeds as follows:

(1) first, the amount necessary to pay all costs and expenses of the Division (to the extent permitted by the Code) in connection with the preparation, issuance, and sale of the 2024A Bonds, including, but not limited to, a reasonable charge for the services of the Division for its services and for arbitrage rebate compliance program set-up, shall be transferred to the Division and deposited in the Bond Fee Trust Fund.

(2) second, any accrued interest and capitalized interest on the 2024A Bonds shall be transferred to the Board of Administration and deposited in the Sinking Fund and used for the payment of interest on the 2024A Bonds.

(3) third, an amount which, together with other moneys which may be available therefor and on deposit in the Reserve Account, is necessary to fund the Reserve Requirement shall be transferred to the Board of Administration and deposited in the applicable subaccount in the Reserve Account within the Sinking Fund. Alternatively, the Division, as provided in Section 4.02 of the Original Resolution, may elect at any time to provide in lieu of all or a portion of such funds a Reserve Account Credit Facility in an amount equal to the difference between the Reserve Requirement and the sums then on deposit in the applicable subaccount in the Reserve Account. Notwithstanding the above, the Reserve Account for the 2024A Bonds may be held outside of the Board of Administration as determined by the Director of the Division.

(B) After making the transfers provided for in Section 3.02(A) above, the balance of the proceeds of the 2024A Bonds shall be transferred to and deposited in a separate trust fund, known as the 2024A Project Construction Fund or such other designation as may be determined by the Director of the Division, which is hereby created, and used for payment of Project Costs of the 2024A Project. All or a portion of the 2024A Project Construction Fund may be held within or outside of the State Treasury as determined by the Director of the Division.

(C) Any unexpended balance remaining in the 2024A Project Construction Fund, after a consulting architect shall certify that the 2024A Project has been completed and all Project Costs thereof paid or payment provided for, shall be either (i) applied to any Projects authorized by supplemental resolution or (ii) deposited in the Sinking Fund and used for the purposes set forth therein, unless otherwise requested by the Board of Governors, provided that each such application will not adversely affect the exemption from federal income taxation of interest on any of the 2024A Bonds.

(D) In addition to the aforementioned proceeds of the 2024A Bonds, if necessary, the Board of Governors covenants that it will cause FSUAA to deposit into the 2024A Project Construction Fund additional funds legally available for the purposes of such fund which, together with the proceeds of the 2024A Bonds, will be sufficient to finance the total Project Cost of the 2024A Project. Any such additional funds, other than the proceeds of the 2024A Bonds or Completion Bonds, shall be derived from sources and in a manner which will not jeopardize the security of the 2024A Bonds issued pursuant to the Resolution.

(E) All moneys in the 2024A Project Construction Fund shall constitute a trust fund for such purposes and there is hereby created a lien upon such funds in favor of the Registered Owners of the 2024A Bonds issued pursuant to the Resolution, until such funds are applied as provided herein, except to the extent such moneys are required for the payment of any Rebate Amount, and all moneys in such fund shall be continuously secured in the manner now provided by the laws of the State for securing deposits of state funds.

SECTION 3.03. INVESTMENT OF 2024 PROJECT CONSTRUCTION FUND. Any moneys in the 2024A Project Construction Fund not immediately needed for the purposes provided in the Resolution may be temporarily invested and reinvested as provided in Sections 17.57 or 215.47, Florida Statutes, provided that such investment will not adversely affect the exemption from federal income taxation of interest on any of the 2024A Bonds.

ARTICLE IV
SECURITY FOR THE 2024A BONDS

SECTION 4.01. 2024A BONDS ON A PARITY WITH THE OUTSTANDING BONDS. The 2024A Bonds shall be issued pursuant to Article II of the Original Resolution and, to the extent any Bonds are Outstanding, shall be subject to the provisions of Sections 5.01 of the Original Resolution governing the issuance of Additional Bonds thereunder. The 2024A Bonds shall be payable on a parity with and rank equally as to lien on and source and security for payments from the Pledged Revenues and in all other respects with the Outstanding Bonds.

SECTION 4.02. 2024A BONDS SECURED BY ORIGINAL RESOLUTION. (A) The 2024A Bonds shall be deemed to have been issued pursuant to the Original Resolution, as supplemented by this First Supplemental Resolution, as fully and to the same extent as the Outstanding Bonds, and all of the covenants and agreements contained in the Original Resolution shall be deemed to have been made for the benefit of the Registered Owners of the 2024A Bonds as fully and to the same extent as the Registered Owners of the Outstanding Bonds.

(B) All of the covenants, agreements, and provisions of the Original Resolution, except to the extent inconsistent herewith, shall be deemed to be part of this First Supplemental Resolution to the same extent as if incorporated verbatim in this First Supplemental Resolution, and shall be fully enforceable in the manner provided in the Original Resolution by any of the Registered Owners of the 2024A Bonds.

ARTICLE V
MISCELLANEOUS

SECTION 5.01. RESOLUTION NOT ASSIGNABLE. This First Supplemental Resolution shall not be assignable by the Division or the Board of Administration, except for the benefit of the Registered Owners.

SECTION 5.02. MODIFICATION OR AMENDMENT. Modification or amendment hereof shall be governed by Section 8.02 of the Original Resolution.

SECTION 5.03. CONTINUING DISCLOSURE. (A) In order to comply with Rule 15c2-12 of the Securities and Exchange Commission, the Board of Governors agrees to provide, or cause to be provided, such information as may be required, from time to time, under such rule or any successor rule applicable to the Board of Governors.

(B) The Board of Governors or its duly appointed representative, in conjunction with the Director, is authorized and directed to execute and deliver any documents or agreements which are necessary to comply with the requirements of Rule 15c2-12 of the Securities and Exchange Commission or any successor rule applicable to the Board of Governors.

SECTION 5.04. SEVERABILITY OF INVALID PROVISIONS. If any one or more of the covenants or provisions of this First Supplemental Resolution shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants or provisions shall be null and void and shall be deemed separable from the remaining covenants or provisions of this First Supplemental Resolution or of the 2024A Bonds and shall in no way affect the validity or enforceability of any other covenants, agreements or provisions of this First Supplemental Resolution or of the 2024A Bonds issued hereunder.

SECTION 5.05. FISCAL AGENT. Upon the sale and delivery of the 2024A Bonds by the Division on behalf of the Board of Governors, the Board of Administration shall act as the fiscal agent for the Board of Governors with respect to the 2024A Bonds.

SECTION 5.06. REPEAL OF INCONSISTENT RESOLUTIONS. All prior or concurrent resolutions or parts of resolutions inconsistent with this First Supplemental Resolution are hereby repealed, revoked, and rescinded by this First Supplemental Resolution, but only to the extent of any such inconsistency and only with respect to the 2024A Bonds.

SECTION 5.07. SUCCESSOR AGENCIES AND OFFICIALS. Any references in the this First Supplemental Resolution to offices, bodies, or agencies which have been or are superseded, replaced, or abolished by law shall be deemed to refer to the successors of such offices, bodies, and agencies. Any action required or authorized to be taken by an official whose office, body, or agency has been or is so superseded, replaced, or abolished shall be taken by the successor to such official.

SECTION 5.08. CONFIRMATION OF ORIGINAL RESOLUTION. As supplemented by this First Supplemental Resolution, the Original Resolution is in all respects ratified and confirmed, and this First Supplemental Resolution shall be read, taken, and construed accordingly.

SECTION 5.09. EFFECTIVE DATE. This First Supplemental Resolution shall take effect immediately upon its adoption.

ADOPTED DECEMBER 19, 2023.

DIVISION OF BOND FINANCE
OF THE
STATE BOARD OF ADMINISTRATION
OF FLORIDA

A RESOLUTION (THE SECOND SUPPLEMENTAL RESOLUTION) AUTHORIZING THE ISSUANCE AND SALE OF STATE OF FLORIDA, BOARD OF GOVERNORS, FLORIDA STATE UNIVERSITY ATHLETICS ASSOCIATION REVENUE BONDS, SERIES 2024C

DECEMBER 19, 2023

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A RESOLUTION (THE SECOND SUPPLEMENTAL RESOLUTION) AUTHORIZING THE ISSUANCE AND SALE OF A PORTION OF THE $381,000,000 STATE OF FLORIDA, BOARD OF GOVERNORS, FLORIDA STATE UNIVERSITY ATHLETICS ASSOCIATION REVENUE BONDS, SERIES 2024 (ONE OR MORE SERIES TO BE DETERMINED) AUTHORIZED PURSUANT TO THE RESOLUTION ADOPTED ON DECEMBER 19, 2023, BY THE GOVERNOR AND CABINET AS THE GOVERNING BOARD OF THE DIVISION; AUTHORIZING THE ISSUANCE AND SALE OF NOT EXCEEDING $116,000,000 STATE OF FLORIDA, BOARD OF GOVERNORS, FLORIDA STATE UNIVERSITY ATHLETICS ASSOCIATION REVENUE BONDS, SERIES 2024C, TO FINANCE THE CONSTRUCTION OF A FOOTBALL OPERATIONS FACILITY ON THE MAIN CAMPUS OF THE UNIVERSITY; AND PROVIDING FOR AN EFFECTIVE DATE.

BE IT RESOLVED BY THE GOVERNOR AND CABINET OF THE STATE OF FLORIDA, AS THE GOVERNING BOARD OF THE DIVISION OF BOND FINANCE OF THE STATE BOARD OF ADMINISTRATION OF FLORIDA:

ARTICLE I
AUTHORITY, DEFINITIONS; RESOLUTION TO CONSTITUTE CONTRACT

SECTION 1.01. AUTHORITY FOR THIS RESOLUTION. This Second Supplemental Resolution is adopted pursuant to the provisions of Article VII, Section 11(d) of the Florida Constitution; Sections 215.57-215.83, Florida Statutes (the "State Bond Act"); Section 1010.62, Florida Statutes, and other applicable provisions of law; and Article V of the Original Resolution (as defined herein), and it is supplemental to said Original Resolution.

SECTION 1.02. DEFINITIONS. All of the definitions contained in Article I of the Original Resolution, in addition to the definitions contained herein and except to the extent inconsistent with or modified by definitions contained herein, shall apply fully to 2024C Bonds (as defined herein).

"2024C Bonds" means the State of Florida, Board of Governors, Florida State University Athletics Association Revenue Bonds, Series 2024C, or such other designation as may be determined by the Director, issued pursuant to the Resolution.

"2024C Project" means the portion of the 2024 Project comprised of the construction of a football operations facility on the main campus of the University, including the development of the physical infrastructure necessary to build and operate the facility. The 2024C Project may be renamed with such other designation as may be determined by the Director.

"2024C Project Construction Fund" means the trust fund created and established pursuant to Section 3.02 of this Resolution, in which shall be deposited the net proceeds of the 2024C Bonds and other available moneys for the acquisition and construction of the 2024C Project. The 2024C Project Construction Fund may be renamed with such other designation as may be determined by the Director.

“Original Resolution” means the resolution adopted on December 19, 2023, by the Governor and Cabinet as the Governing Board of the Division authorizing the issuance of Bonds from time to time, as the same may be amended or supplemented from time to time.

“Resolution” means the Original Resolution, as particularly supplemented by this Second Supplemental Resolution.

“Second Supplemental Resolution” means this resolution authorizing the issuance and competitive sale of the 2024C Bonds.

SECTION 1.03. RESOLUTION TO CONSTITUTE CONTRACT. In consideration of the acceptance of the 2024C Bonds by those who shall be Registered Owners of the same from time to time, the Resolution shall be deemed to be and shall constitute a contract among the Division, the Board of Governors, FSUAA, the University, and such Registered Owners. The covenants and agreements to be performed by the Board of Governors, FSUAA, and the University shall be for the equal benefit, protection, and security of the Registered Owners of any and all of the Outstanding Bonds and the 2024C Bonds, all of which shall be of equal rank and without preference, priority, or distinction as to any of such Bonds over any other thereof, except as expressly provided therein and herein.

ARTICLE II
AUTHORIZATION, TERMS, EXECUTION, REGISTRATION, TRANSFER, ISSUANCE OF BONDS

SECTION 2.01. AUTHORIZATION OF THE 2024C BONDS. (A) Subject and pursuant to the provisions of the Resolution, fully registered revenue bonds of the Board of Governors to be known as “State of Florida, Board of Governors, Florida State University Athletics Association Revenue Bonds, Series 2024C”, or such other designation as may be determined by the Director, are hereby authorized to be issued and to be sold by competitive sale by the Division in an aggregate principal amount not exceeding \$116,000,000, for the purpose of financing all or a portion of the 2024C Project. Such 2024C Bonds may be sold and issued in one or more Series, and in combination with other Additional Bonds; provided that the actual designation of any such Series, whether sold in one or more than one Series (including a change of year designation, if desirable), and whether such Bonds or any portion thereof are to be taxable or tax-exempt, shall be determined by the Director.

(B) The Director is hereby authorized to determine the most advantageous date and time of sale and to provide notice pursuant to applicable law of such sale, at a time and in such manner as determined by the Director to be appropriate to provide adequate notice to potential bidders; provided, that if no bids are received, or if all bids received are rejected, such 2024C Bonds may again be offered for sale upon reasonable notice, the timing and manner of which shall be determined by the Director. Bids for the purchase of the 2024C Bonds will be received at the office of the Division or at another location designated in the Notice of Bond Sale, until the time and date of sale determined by the Director.

(C) The Director is hereby authorized to publish and distribute a Notice of Bond Sale and a proposal for the sale of the 2024C Bonds. The Notice of Bond Sale shall be in such form as shall be determined by the Director and shall contain such information as is consistent with the terms of the Resolution which the Director determines is in the best financial interest of the State. Any prior publication or distribution of a Notice of Bond Sale, or short form thereof, and proposal for sale is hereby ratified.

(D) The Director is hereby authorized to prepare and distribute disclosure documentation in connection with the offering of the 2024C Bonds, including preliminary and final official statements if a public offering. The Director is further authorized and directed to amend, supplement, or complete the information contained in the disclosure documentation, as may be needed, and to furnish such certification as to the completeness and finality of the preliminary official statement as is necessary to permit the successful bidder to fulfill its obligations under any applicable securities laws. The Chairman and Secretary of the Governing Board and the Director are hereby authorized to execute the final official statement in connection with the offering of the 2024C Bonds, and the execution thereof by any of the authorized individuals shall be conclusive evidence that the Governing Board has approved the form and content of the final official statement and that the final official statement is complete as of its date.

(E) The Director is hereby authorized to cause as many copies as he determines to be necessary of the disclosure documentation, including preliminary and final official statements, relating to the competitive offering of the 2024C Bonds to be prepared and distributed; to contract with national rating agencies and providers of municipal bond insurance and reserve account credit facilities; to retain bond counsel; to make a determination that the preliminary and final official statements are "deemed final" for purposes of Rule 15c2-12(b)(1) of the Securities and Exchange Commission; to conduct information meetings; and to take such other actions as may be deemed appropriate for the dissemination of information relating to the sale of the 2024C Bonds. Any prior printing and distribution of disclosure documentation, including a preliminary official statement, is hereby ratified.

(F) The Secretary or any Assistant Secretary of the Governing Board is hereby authorized and empowered to award said 2024C Bonds when offered, on his or her determination of the best proposal, as defined in the Notice of Bond Sale, submitted in accordance with the terms of the Notice of Bond Sale provided for herein, and such award shall be final. The Director or any Assistant Secretary of the Governing Board shall report such sale to the Governing Board after award of the 2024C Bonds. The Secretary or any Assistant Secretary of the Governing Board is authorized to deliver such 2024C Bonds to the purchasers thereof upon payment of the purchase price, together with any accrued interest to the date of delivery, and to distribute the proceeds of the 2024C Bonds as provided by this Second Supplemental Resolution and other proceedings authorizing the issuance of the 2024C Bonds.

(G) The 2024C Bonds shall be executed in the name of the Board of Governors by its Chair or by such other authorized person. Any of the signatures required herein may be a facsimile signature imprinted or reproduced on the 2024C Bonds. In case any one or more of the officers who shall have signed any of the 2024C Bonds shall cease to be such officer before the 2024C Bonds so signed and sealed shall have been actually sold and delivered, the 2024C Bonds may nevertheless be sold and delivered as herein provided and may be issued as if the person who signed or sealed such 2024C Bonds had not ceased to hold office.

(H) A certificate as to the approval of the issuance of the 2024C Bonds shall be executed by the manual or facsimile signature of the Secretary of the Governing Board, an Assistant Secretary, or by such other authorized person as provided by law.

(I) U.S. Bank Trust Company, National Association, or its successor, is hereby designated as Bond Registrar/Paying Agent for the 2024C Bonds on the terms and conditions set forth in the Registrar, Paying Agent and Transfer Agreement by and between the State Board of Administration of Florida and U.S. Bank Trust National Association (now U.S. Bank Trust Company, National Association), and its successor.

(J) The Interest Payment Dates and the Principal Payment Dates for the 2024C Bonds shall be as set forth in the Notice of Bond Sale. Interest on the 2024C Bonds shall be paid by check or draft mailed on the Interest Payment Date (or, in certain cases, may be paid by wire transfer at the election of a Registered Owner other than a securities depository, in the manner and under the terms provided for in the Registrar, Paying Agent and Transfer Agreement by and between the Board of Administration and the Bond Registrar/Paying Agent, provided that such Registered Owner advances to the Bond Registrar/Paying

Agent the amount, if any, necessary to pay the wire charges or authorizes the paying agent to deduct the amount of such payment) to the Registered Owner thereof as of 5:00 pm Eastern Time on the Record Date shown on the registration books maintained by the Bond Registrar/Paying Agent for the 2024C Bonds.

(K) The 2024C Bonds shall be dated, shall mature in such years and amounts, and shall bear interest commencing on such date as set forth in the Notice of Bond Sale, a copy of which, as published, shall be retained in the files of the Division with this Second Supplemental Resolution. The 2024C Bonds shall be issued in denominations of $1,000 or any integral multiple thereof unless otherwise provided in the Notice of Bond Sale. The 2024C Bonds shall be payable at the corporate trust office of the Bond Registrar/Paying Agent, or its successor. The Bonds will bear interest at the interest rate specified by the successful bidder, calculated based on a 360-day year consisting of twelve 30-day months.

(L) The 2024C Bonds shall be subject to redemption as provided in the Notice of Bond Sale. The Notice of Bond Sale shall contain such redemption provisions as shall be determined by the Director to be in the best financial interest of the State. Upon election by the successful bidder as provided in the Notice of Bond Sale, a portion of the 2024C Bonds identified in such election may be designated as Term Bonds. Additionally, in lieu of mailing the notice of redemption, the Bond Registrar/Paying Agent may elect to provide such notice by electronic means to any Registered Owner who has consented to such method of receiving notices.

(M) The Reserve Requirement for the 2024C Bonds shall be an amount determined by the Director prior to the issuance of the 2024C Bonds, which amount may be zero and which shall not exceed the maximum amount permitted pursuant to the Original Resolution. The Reserve Requirement, if any, for the 2024C Bonds shall be funded with proceeds of the 2024C Bonds, a Reserve Account Credit Facility, or some combination thereof, as determined by the Director. The Reserve Requirement for the 2024C Bonds shall be deposited, as determined by the Director, in a subaccount in the Reserve Account which is hereby established for the 2024C Bonds. Amounts on deposit in any subaccount in the Reserve Account may be commingled with the amounts deposited for Bonds of additional series which are secured thereby, shall be held for the benefit of the Registered Owners of only such Bonds as may be specifically secured by the Reserve Account, and shall be applied in the manner provided in the Resolution.

(N) Any portion of the 2024C Bonds may be issued as a separate Series of Bonds, provided that the Bonds of each Series shall be numbered consecutively from one upward. The 2024C Bonds referred to herein may be sold separately or combined with any other Additional Bonds authorized to be sold.

(O) The Director is hereby authorized to offer for sale a lesser principal amount of 2024C Bonds than that set forth in this Second Supplemental Resolution and to adjust the maturity schedule and redemption provisions for the 2024C Bonds, if necessary, to reflect the issuance of such lesser amount, and to modify the Notice of Bond Sale as may be required. Any portion of the 2024C Bonds not offered shall remain authorized to be offered at a later date.

(P) The Director is authorized to provide in the Notice of Bond Sale of the 2024C Bonds that the purchase price for the 2024C Bonds may include a discount of not to exceed three percent (3%), excluding original issue discount, if any, of the aggregate principal amount of such Bonds offered for sale.

(Q) The Chairman, Secretary, and any Assistant Secretary of the Governing Board, the Director, and such other officers and employees of the Division as may be designated by the Governing Board as agents of the Division in connection with the issuance and delivery of the 2024C Bonds, are authorized and empowered, collectively and individually, to take all actions and steps, to execute all instruments, documents, and contracts, and to take all other action on behalf of the Division, as they may deem necessary or desirable, in connection with the execution and delivery of the 2024C Bonds.

(R) Notwithstanding anything contained in the Resolution to the contrary, it is the intent of the Governing Board that interest on any 2024C Bonds which are issued as tax-exempt 2024C Bonds be and remain excluded from gross income for federal income tax purposes, and therefore comply with all requirements of federal tax law applicable to such tax-exempt 2024C Bonds, whether such requirements are now in effect, pending, or subsequently enacted. The 2024C Bonds may be issued as either tax-exempt or taxable bonds as may be determined by the Director. The Division is hereby authorized and directed to take all actions necessary with respect to the 2024C Bonds to comply with such requirements of federal tax law.

ARTICLE III
APPLICATION OF PROCEEDS

SECTION 3.01. CONSTRUCTION OF THE 2024C PROJECT. The Board of Governors, FSUAA, and the University are authorized to acquire and construct the 2024C Project from the proceeds of the sale of the 2024C Bonds and other legally available funds, subject to the provisions of the Resolution and the applicable laws of the State.

SECTION 3.02. APPLICATION OF 2024C BOND PROCEEDS. (A) Upon receipt of the proceeds derived from the of the sale of the 2024C Bonds, the Division shall transfer and apply such proceeds as follows:

(1) first, the amount necessary to pay all costs and expenses of the Division (to the extent permitted by the Code) in connection with the preparation, issuance, and sale of the 2024C Bonds, including, but not limited to, a reasonable charge for the services of the Division for its services and for arbitrage rebate compliance program set-up, shall be transferred to the Division and deposited in the Bond Fee Trust Fund.

(2) second, any accrued interest and capitalized interest on the 2024C Bonds shall be transferred to the Board of Administration and deposited in the Sinking Fund and used for the payment of interest on the 2024C Bonds.

(3) third, an amount which, together with other moneys which may be available therefor and on deposit in the Reserve Account, is necessary to fund the Reserve Requirement shall be transferred to the Board of Administration and deposited in the applicable subaccount in the Reserve Account within the Sinking Fund. Alternatively, the Division, as provided in Section 4.02 of the Original Resolution, may elect at any time to provide in lieu of all or a portion of such funds a Reserve Account Credit Facility in an amount equal to the difference between the Reserve Requirement and the sums then on deposit in the applicable subaccount in the Reserve Account. Notwithstanding the above, the Reserve Account for the 2024C Bonds may be held outside of the Board of Administration as determined by the Director of the Division.

(B) After making the transfers provided for in Section 3.02(A) above, the balance of the proceeds of the 2024C Bonds shall be transferred to and deposited in a separate trust fund, known as the 2024C Project Construction Fund or such other designation as may be determined by the Director of the Division, which is hereby created, and used for payment of Project Costs of the 2024C Project. All or a portion of the 2024C Project Construction Fund may be held within or outside of the State Treasury as determined by the Director of the Division.

(C) Any unexpended balance remaining in the 2024C Project Construction Fund, after a consulting architect shall certify that the 2024C Project has been completed and all Project Costs thereof paid or payment provided for, shall be either (i) applied to any Projects authorized by supplemental resolution or (ii) deposited in the Sinking Fund and used for the purposes set forth therein, unless otherwise requested by the Board of Governors, provided that each such application will not adversely affect the exemption from federal income taxation of interest on any of the 2024C Bonds.

(D) In addition to the aforementioned proceeds of the 2024C Bonds, if necessary, the Board of Governors covenants that it will cause FSUAA to deposit into the 2024C Project Construction Fund additional funds legally available for the purposes of such fund which, together with the proceeds of the 2024C Bonds, will be sufficient to finance the total Project Cost of the 2024C Project. Any such additional funds, other than the proceeds of the 2024C Bonds or Completion Bonds, shall be derived from sources and in a manner which will not jeopardize the security of the 2024C Bonds issued pursuant to the Resolution.

(E) All moneys in the 2024C Project Construction Fund shall constitute a trust fund for such purposes and there is hereby created a lien upon such funds in favor of the Registered Owners of the 2024C Bonds issued pursuant to the Resolution, until such funds are applied as provided herein, except to the extent such moneys are required for the payment of any Rebate Amount, and all moneys in such fund shall be continuously secured in the manner now provided by the laws of the State for securing deposits of state funds.

SECTION 3.03. INVESTMENT OF 2024C PROJECT CONSTRUCTION FUND. Any moneys in the 2024C Project Construction Fund not immediately needed for the purposes provided in the Resolution may be temporarily invested and reinvested as provided in Sections 17.57 or 215.47, Florida Statutes, provided that such investment will not adversely affect the exemption from federal income taxation of interest on any of the 2024C Bonds.

ARTICLE IV
SECURITY FOR THE 2024C BONDS

SECTION 4.01. 2024C BONDS ON A PARITY WITH THE OUTSTANDING BONDS. The 2024C Bonds shall be issued pursuant to Article II of the Original Resolution and, to the extent any Bonds are Outstanding, shall be subject to the provisions of Sections 5.01 of the Original Resolution governing the issuance of Additional Bonds thereunder. The 2024C Bonds shall be payable on a parity with and rank equally as to lien on and source and security for payments from the Pledged Revenues and in all other respects with the Outstanding Bonds.

SECTION 4.02. 2024C BONDS SECURED BY ORIGINAL RESOLUTION. (A) The 2024C Bonds shall be deemed to have been issued pursuant to the Original Resolution, as supplemented by this Second Supplemental Resolution, as fully and to the same extent as the Outstanding Bonds, and all of the covenants and agreements contained in the Original Resolution shall be deemed to have been made for the benefit of the Registered Owners of the 2024C Bonds as fully and to the same extent as the Registered Owners of the Outstanding Bonds.

(B) All of the covenants, agreements, and provisions of the Original Resolution, except to the extent inconsistent herewith, shall be deemed to be part of this Second Supplemental Resolution to the same extent as if incorporated verbatim in this Second Supplemental Resolution, and shall be fully enforceable in the manner provided in the Original Resolution by any of the Registered Owners of the 2024C Bonds.

ARTICLE V
MISCELLANEOUS

SECTION 5.01. RESOLUTION NOT ASSIGNABLE. This Second Supplemental Resolution shall not be assignable by the Division or the Board of Administration, except for the benefit of the Registered Owners.

SECTION 5.02. MODIFICATION OR AMENDMENT. Modification or amendment hereof shall be governed by Section 8.02 of the Original Resolution.

SECTION 5.03. CONTINUING DISCLOSURE. (A) In order to comply with Rule 15c2-12 of the Securities and Exchange Commission, the Board of Governors agrees to provide, or cause to be provided, such information as may be required, from time to time, under such rule or any successor rule applicable to the Board of Governors.

(B) The Board of Governors or its duly appointed representative, in conjunction with the Director, is authorized and directed to execute and deliver any documents or agreements which are necessary to comply with the requirements of Rule 15c2-12 of the Securities and Exchange Commission or any successor rule applicable to the Board of Governors.

SECTION 5.04. SEVERABILITY OF INVALID PROVISIONS. If any one or more of the covenants or provisions of this Second Supplemental Resolution shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants or provisions shall be null and void and shall be deemed separable from the remaining covenants or provisions of this Second Supplemental Resolution or of the 2024C Bonds and shall in no way affect the validity or enforceability of any other covenants, agreements or provisions of this Second Supplemental Resolution or of the 2024C Bonds issued hereunder.

SECTION 5.05. FISCAL AGENT. Upon the sale and delivery of the 2024C Bonds by the Division on behalf of the Board of Governors, the Board of Administration shall act as the fiscal agent for the Board of Governors with respect to the 2024C Bonds.

SECTION 5.06. REPEAL OF INCONSISTENT RESOLUTIONS. All prior or concurrent resolutions or parts of resolutions inconsistent with this Second Supplemental Resolution are hereby repealed, revoked, and rescinded by this Second Supplemental Resolution, but only to the extent of any such inconsistency and only with respect to the 2024C Bonds.

SECTION 5.07. SUCCESSOR AGENCIES AND OFFICIALS. Any references in the this Second Supplemental Resolution to offices, bodies, or agencies which have been or are superseded, replaced, or abolished by law shall be deemed to refer to the successors of such offices, bodies, and agencies. Any action required or authorized to be taken by an official whose office, body, or agency has been or is so superseded, replaced, or abolished shall be taken by the successor to such official.

SECTION 5.08. CONFIRMATION OF ORIGINAL RESOLUTION. As supplemented by this Second Supplemental Resolution, the Original Resolution is in all respects ratified and confirmed, and this Second Supplemental Resolution shall be read, taken, and construed accordingly.

SECTION 5.09. EFFECTIVE DATE. This Second Supplemental Resolution shall take effect immediately upon its adoption.

ADOPTED DECEMBER 19, 2023.

FSUAA REVENUES AGREEMENT

This FSUAA Revenues Agreement (the "Agreement") is made and entered into among the Florida State University Board of Trustees, a public body corporate, acting for and on behalf of Florida State University ("FSU" or the "University"), Seminole Boosters, Inc. ("Seminole Boosters"), a Florida non-profit corporation, and Florida State University Athletics Association, Inc. ("FSUAA"), a Florida non-profit corporation, for the purpose of facilitating the issuance of bonds by the Board of Governors (as defined herein) on behalf of FSUAA.

WHEREAS, FSU desires to acquire, construct, improve, and/or equip various capital facilities located, or planned to be located, on the main campus of the University.

WHEREAS, Seminole Boosters, a direct support organization of the University pursuant to Section 1004.28, Florida Statutes, was established to benefit the University and the students thereof.

WHEREAS, FSUAA, a direct support organization of the University pursuant to Section 1004.28, Florida Statutes, was established by FSU's Board of Trustees in 2016 to provide greater coordination, efficiency, and transparency for athletics-related fundraising and management.

WHEREAS, FSU's President, FSU's Vice President and Director of Athletics, and the President & CEO of Seminole Boosters are committed, through FSUAA, to aligning the decision-making and resource allocation among FSU athletics' main institutional stakeholders.

WHEREAS, each of the parties to this Agreement desire to utilize FSUAA as the primary financing platform for FSU's athletics programs.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, the parties agree as follows:

Section 1. The following terms shall have the following meanings in this Agreement unless the text otherwise requires:

"Administrative Expenses" means, with respect to any bonds issued by the Board of Governors on behalf of FSUAA, to the extent applicable: (i) fees or charges, or both, of Florida's State Board of Administration (the "Board of Administration") and the Division of Bond Finance of the State Board of Administration (the "Division"); and (ii) such other fees or charges, or both, as may be approved by the Board of Administration or the Division, including but not limited to those relating to tax law compliance, disclosure of information, paying agents, rating agencies, and providers of credit enhancement, all as may be determined from time to time as necessary.

"Board of Governors" means the Board of Governors created by Article IX, Section 7 of the Florida Constitution, and includes any other entity succeeding to the powers thereof.

"Bonds" means any bonds, including refunding bonds, issued in accordance with the Original Resolution.

“Capital Gifts and Donations Revenue” means the annual gross revenue received by Seminole Boosters through capital gifts and donations, within five (5) years of the date the applicable Bonds are issued, for the specific purpose of funding the construction of, and/or paying the debt service for, any Project for which Bonds have been issued pursuant to the Original Resolution.

“Conference Distribution Revenue” means the annual gross revenue received by the University pursuant to its athletic teams’ competition in intercollegiate athletics conferences, associations, or leagues, including but not limited to the Atlantic Coast Conference (the “ACC”), any successor conference to the ACC, and any other conference(s) the University may join. Such revenue includes, but is not limited to, revenue derived from the sale or license of media or broadcast rights, as well as revenue derived from the University’s and/or the conference’s participation in any competitions such as games, matches, tournaments, bowl games, playoffs, or other such events.

“FSUAA Revenue Fund” means the fund created and established pursuant to Section 4.02 of the Original Resolution.

“Game Guarantee Revenue” means the annual gross revenue received by the University as a condition of its athletics teams’ participation in contractually arranged regular season, non-conference games, matches, or other such events.

“Interest Payment Date” means, for each series of Bonds, the dates on which interest on the Outstanding Bonds of such series is payable, as provided by applicable resolution(s) of the Division.

“Membership Fee Revenue” means the annual gross revenue received by Seminole Boosters pursuant to the annual membership fee(s) paid by its members, including but not limited to annual fee(s) associated with procuring or preserving the option to purchase tickets to University sporting events.

“Original Resolution” means the resolution adopted on December 19, 2023, by the Governor and Cabinet, as the Governing Board of the Division, authorizing the issuance of Bonds from time to time, including as amended and supplemented throughout the duration of this Agreement.

“Outstanding” means, as of any date of determination, all Bonds previously authenticated and delivered except:

(1) Bonds previously cancelled by the Bond Registrar/Paying Agent or delivered to the Bond Registrar/Paying Agent for cancellation;

(2) Bonds which are deemed paid and defeased and no longer Outstanding as provided herein;

(3) Bonds in lieu of which other Bonds have been issued pursuant to the provisions hereof relating to Bonds destroyed, stolen or lost, unless evidence satisfactory to

the Bond Registrar/Paying Agent has been received that any such Bond is held by a bona fide purchaser;

(4) For purposes of any consent or other action to be taken hereunder by the Registered Owners of a specified percentage of principal amount of Bonds, Bonds held by or for the account of the Division or the Board of Governors; and

(5) Bonds with respect to which debt service has been paid pursuant to a Bond Insurance Policy, to the extent that the amount of such payment has been reimbursed to the issuer of such Bond Insurance Policy (or monies have been deposited to defease such payment).

"Pledged Revenues" means, collectively, Seminole Boosters Revenues and University Revenues.

"Principal Payment Date" means, for each series of Bonds, the dates on which principal of the Outstanding Bonds of such series is payable, as provided by applicable resolution(s) of the Division.

"Prior Lien Obligations" means the (1) FSU Financial Assistance, Inc. Educational, Including Athletic, Facilities Improvement Revenue Refunding Bonds, Series 2012A; (2) FSU Financial Assistance, Inc. Educational, Including Athletic, Facilities Improvement Revenue Bonds, Series 2012C; (3) FSU Financial Assistance, Inc. Educational, Including Athletic, Facilities Improvement Revenue Bonds, Series 2015A; (4) FSU Financial Assistance, Inc. Taxable Educational, Including Athletic, Facilities Improvement Revenue Bonds, Series 2015B; and (5) FSU Financial Assistance, Inc. Educational, Including Athletic, Facilities Improvement Revenue Bonds, Series 2015C, each previously issued by FSU Financial Assistance, Inc.

"Project" means the construction or acquisition of new athletics capital facilities, or additions or improvements to existing athletics capital facilities, intended to be used by one or more University athletics programs.

"Rebate Amount" means the excess of the amount earned on all non-purpose investments, as defined in Section 148(f)(6) of the Internal Revenue Service Code of 1986 (as amended, and including any temporary, proposed, or permanent implementing regulations promulgated thereunder), over the amount which would have been earned if such non-purpose investments were invested at a rate equal to the yield on the Bonds, plus any income attributable to such excess.

"Reserve Requirement" means as of any date of calculation for a particular reserve subaccount within the Reserve Account, an amount to be determined by the Director, which amount may be zero, which shall not exceed the lesser of:

(1) the Maximum Annual Debt Service on the Bonds secured by such subaccount,

(2) 125% of the average annual debt service of the Bonds secured by such subaccount for the then current and succeeding Fiscal Years,

(3) 10% of the par amount of the Bonds secured by such subaccount, or

(4) the maximum debt service reserve permitted with respect to tax-exempt obligations and applicable to the Bonds secured by such subaccount under the Code.

"Seminole Boosters Revenues" means, collectively, Capital Gifts and Donations Revenue and Membership Fee Revenue.

"Sponsorship and Advertising Revenue" means the annual gross revenue received by the University pursuant to commercial advertising and sponsorship agreements concerning the University's athletics teams and/or athletics facilities, regardless of whether such revenue is received directly or through a third party.

"Ticket Revenue" means the annual net revenue that is received by the University pursuant to sales of tickets to attend University sporting events, less the amount of such revenue encumbered by Prior Lien Obligations. Ticket Revenue specifically includes revenue derived from sales of the right to attend scrimmages/practices, games, matches, and other such athletics competitions.

"University" means Florida State University, including its Department of Intercollegiate Athletics.

"University Revenues" means, collectively, Conference Distribution Revenue, Game Guarantees Revenue, and Sponsorship and Advertising Revenue, less the amount of such revenues encumbered by Prior Lien Obligations, plus Ticket Revenue.

Where the context so requires, words importing singular number shall include the plural in each case and vice versa. Any capitalized terms used, but not defined herein, shall have the meanings ascribed to them in the Original Resolution.

Section 2. The parties to this Agreement hereby acknowledge and agree that the bondholders of the Bonds have a senior lien on the Pledged Revenues, and that full and timely payment of debt service on the Bonds shall be prioritized over any other uses of the Pledged Revenues.

Section 3. Each budgetary period throughout the duration of this Agreement, the parties shall prepare and adopt budgets controlling and providing for the timely transfer of amounts of money sufficient to fulfill payment obligations associated with the Bonds.

Section 4. Throughout the duration of this Agreement, the parties shall make all reasonable efforts, with all appropriate expeditiousness, to collect and properly apply the revenues referenced herein, and to otherwise implement this Agreement in good faith.

Section 5. (A) On or before the 5th day of each month in which the Bonds remain Outstanding, the University and Seminole Boosters shall transfer to the FSUAA Revenue Fund an aggregate amount of the Pledged Revenues sufficient to pay 1/6 of the interest which will become due on the next Interest Payment Date and an aggregate amount of the Pledged Revenues sufficient to pay 1/12 of the principal which will become due on the next Principal Payment Date.

(B) If the period between Interest Payment Dates is greater than or less than 6 months, then such monthly deposits for interest payment shall be adjusted to provide equal monthly deposits aggregating to the amount due on the next Interest Payment Date.

(C) If the period between Principal Payment Dates is greater than or less than 12 months, then such monthly deposits for principal payment shall be adjusted to provide equal monthly deposits aggregating to the amount due on the next Principal Payment Date.

Section 6. Additionally, on or before the 5th day of any month in which such transfers will be necessary pursuant to the Original Resolution, the University and Seminole Boosters shall transfer to the FSUAA Revenue Fund an aggregate amount of money sufficient to pay Administrative Expenses due and payable, an aggregate amount of money which, together with other moneys legally available for such purpose, equals the Reserve Requirement, and an aggregate amount of money sufficient to pay the Rebate Amount.

Section 7. The parties hereby acknowledge and agree that funds held in the FSUAA Revenue Fund may be invested by the University in accordance with the University's investment policy established pursuant to Section 218.415, Florida Statutes (including any future amendments or modifications thereto), subject to the condition that such investment shall not interfere with the timely fulfillment of payment obligations associated with the Bonds.

Section 8. This Agreement may be signed in any number of counterpart copies, and all such copies shall constitute one and the same instrument.

Section 9. This Agreement shall take effect immediately upon its execution by authorized representatives of the University, Seminole Boosters, and FSUAA, and it shall remain in effect for as long as the Bonds remain Outstanding.

Section 10. This Agreement may be amended or modified through a written instrument executed by authorized representatives of the University, Seminole Boosters, and FSUAA, subject to the conditions that any such amendments or modifications shall not have an adverse effect on the interests of the bondholders of the Bonds and shall receive written concurrence by the Board of Governors and the Division prior to being effectuated by the parties.

Section 11. The parties expressly acknowledge that any bondholder of the Bonds is a third-party beneficiary of this Agreement.

Section 12. This Agreement shall be governed by, and construed and interpreted according to, the laws of the State of Florida. The sole and exclusive jurisdiction and venue for any actions arising under this Agreement shall be the State courts in Leon County, Florida.

Section 13. If any one or more of the covenants or provisions of this Agreement shall be deemed contrary to law by a court of competent jurisdiction, then such covenants or provisions shall be null and void and shall be deemed separable from the remaining covenants or provisions of this Agreement and shall not affect the validity or enforceability of any other covenants or provisions of this Agreement.

IN WITNESS WHEREOF, the University, Seminole Boosters, and FSUAA have duly executed this Agreement as of April 26, 2024.

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Name	Title	Signature
Dr. Richard McCullough ATTEST: ______________	President, FSU/ President, FSUAA	______________
Michael Alford ATTEST: ______________	Vice President & Director of Athletics, FSU/ Vice President, FSUAA	______________
Stephen Ponder ATTEST: ______________	President & CEO of Seminole Boosters	______________
Kyle Clark ATTEST: ______________	Senior Vice President of Finance & Administration, FSU	______________

FLORIDA STATE UNIVERSITY[1]
Tallahassee, Florida

Introduction and History

Florida State University (the "University") is a fully accredited, public educational institution operated within the State University System of Florida. The University is one of the largest and oldest of the twelve institutions of higher learning the ("State Universities") within the State University System and its main campus in Tallahassee has been the site of an institution of higher education longer than any other site in Florida. The University was initially established as a seminary by an 1851 act of the Florida Legislature as the West Florida Seminary and first offered instruction at the postsecondary level in 1857. In 1901, the West Florida Seminary became Florida State College, a four-year institution with a student body of 252; subsequently, it was reorganized into an all women's institution in 1905 and was renamed Florida State College for Women in 1909. In 1947, the Florida State College for Women returned to coeducational status, with a student body of 4,056, and was renamed Florida State University.

More than 43,000 students are enrolled at the University, representing all 50 states and 135 foreign countries. With 18 colleges, students may take courses of study leading to the baccalaureate degree in 106 degree programs, to the master's degree in 113 degree programs, to the advanced master's/specialist degree in 14 programs, to the doctorate degree in 70 degree programs, and to the professional degree in three degree programs. The academic divisions are the Colleges of Applied Sciences; Arts and Sciences; Business; Communication and Information; Criminology and Criminal Justice; Education; Engineering; Fine Arts; Human Sciences; Law; Medicine; Motion Picture Arts; Music; Nursing; Social Sciences and Public Policy; Social Work; Dedman School of Hospitality; and Jim Moran College of Entrepreneurship.

The University is designated a Research University by the Carnegie Foundation, which indicates robust research activity. Among the special programs that have won national or international distinction in research are the Program in Nuclear Research, the Institute for Molecular Biophysics, the Florida State University Coastal and Marine Laboratory, the Center of Music Research, the Learning Systems Institute, the Florida State University Proton-Induced X-Ray Emission (PIXE) Laboratory, and the Florida State University Institute of Science and Public Affairs.

In 1990, the National Science Foundation selected the University as the home of the National High Magnetic Field Laboratory (the "MagLab"), the largest and highest-powered magnet laboratory in the world and the first national laboratory to be located in Florida. A joint project with the University of Florida and Los Alamos National Laboratory that opened in 1994, the MagLab is the nation's top center for magnetic field research; more than 300 faculty, staff, and students from the University and visiting scientists conduct research on magnets millions of times more powerful than the Earth's magnetic field. Research at the lab is conducted in such diverse fields as biology, materials science, medicine, physics, chemistry, engineering and superconductivity.

In 2000, the Florida Legislature passed legislation funding the establishment of a medical school at the University. The University's College of Medicine has a mission centered on primary care, geriatric training, and service to rural and underserved areas. The medical school is community-integrated and provides the first two years of medical education on campus in Tallahassee and the last two years in community clinical settings around the state.

The University offers a variety of overseas study opportunities for students during the regular academic year located in several centers as additional study programs around the world, including Italy, Panama, and England. Courses at the study centers are offered each semester and cover a wide range of subject areas and the study programs provide additional offerings. Additionally, there is one Linkage Institute, FLORICA, in Costa Rica, and Beyond Borders programs in Turrialba, Costa Rica, Kingston, Jamaica, and Dresden, Germany.

Governance and Administration

Board of Governors – The Board of Governors was created in 2003, pursuant to Article IX, Section 7(d), of the Florida Constitution, to operate, regulate, control and be fully responsible for the management of the State University System. The Board of Governors defines the mission of each State University and ensures the well-planned coordination and operation of the System. The Governor appoints 14 members to the Board of Governors for staggered terms of seven years. The Commissioner of Education, the chair of the Advisory Council of Faculty Senates, and the president of the Florida Student Association, also serve as *ex-officio* members. The appointed members are subject to confirmation by the Senate.

Boards of Trustees – Each State University is governed directly by a board of trustees. The establishment of boards of trustees, created pursuant to Article IX, Section 7(c), of the Florida Constitution, has increased the individual institutions' control of academic

[1] Source: Florida State University

and fiscal affairs. Each board of trustees consists of 13 members serving staggered terms of five years; six members are appointed by the Governor and five by the Board of Governors. Each State University's Chair of the Faculty Senate and the Student Body President are also *ex-officio* members of their board of trustees. The appointed members are subject to confirmation by the Senate. The Board of Governors establishes the powers and duties of the boards of trustees. The boards of trustees are responsible for setting policies for the State Universities that provide governance in accordance with the rules and policies of the Board of Governors.

Budget – The State Universities have control over their budgets once State funds have been received. The State Legislature retains control of the appropriations process.

Tuition – The State Universities have been granted certain powers with regard to setting tuition and the right to retain tuition revenues instead of sending them to the State for redistribution. However, tuition-setting power for in-state students remains largely in the hands of the State Legislature, with lawmakers determining the maximum allowable tuition increase and the University setting the tuition within those limits. The Florida Constitution requires a two-thirds vote of each chamber of the State Legislature to adopt legislation authorizing a new state tax or fee or raising any state tax or fee. As a result, future increases in undergraduate in-state tuition, which require legislative action, will require a two-thirds vote of each chamber of the State Legislature for approval.

Fees – The ability to set and collect certain student service fees provides State Universities have a meaningful offset to limitations regarding tuition. The Florida Constitution requires a super-majority vote of any Board of Trustees (9 of 13 members) to raise, impose, or authorize any such student service fees.

Bonding Authority – Bond-issuing authority is retained by the Division of Bond Finance of the State Board of Administration of Florida (the "Division of Bond Finance"); however, State Universities may also borrow through affiliated direct support organizations ("DSOs") outside the Division of Bond Finance. The Board of Governors authorizes and requests the issuance of revenue bonds by the Division of Bond Finance to finance or refinance capital outlay projects for the State Universities, as permitted by law.

University Board of Trustees – The University's Board of Trustees (the "Board of Trustees") is comprised of the following individuals:

Members of the Florida State University Board of Trustees

University Trustees	Term Expires*
Peter Collins (Chair) – Tampa, FL	January 2025
Maximo "Max" Alvarez – Miami, FL	January 2026
Kathryn Ballard – Tallahassee, FL	January 2028
Bridgett Birmingham – Tallahassee, FL	April 2025
Vivian de las Cuevas-Diaz – Miami, FL	January 2026
Jorge Gonzalez – Inlet Beach, FL	January 2026
Jim Henderson – Winter Park, FL	January 2028
Justin Roth – New Smyrna Beach, FL	January 2026
Deborah Sargeant – Gulf Stream, FL	January 2025
Bob Sasser – Clearwater, FL	January 2025
John Thiel – Clearwater, FL	January 2025
Drew Weatherford – Tampa, FL	January 2026
Jackson Boisvert (Student Body President) – Tallahassee, FL	April 2025

* Trustees with expired terms will continue to serve on the board until such time as successor Trustees are appointed by the Governor.

University Officials – The President serves as the executive officer and corporate secretary of the University Board and is responsible for all operations of the University. Other senior administrative officers are designated by the President. Generally, the Provost/Vice President for Academic Affairs assumes responsibility for the President during any absence and is the chief academic officer. Other vice presidents have responsibility for specific areas within the University. The deans of colleges and schools are responsible to the Provost for all programs and personnel in their respective academic units. The following table sets forth the University's administrative officers and members of the University's Executive Council.

Florida State University Officials

University Official	Position
Richard McCullough	President
Jim Clark	Provost and Executive Vice President for Academic Affairs
Michael Alford	Vice President and Director of Athletics
Kyle Clark	Senior Vice President for Finance and Administration
Carolyn Egan	General Counsel
Amy Hecht	Vice President for Student Affairs
Clay Ingram	Chief Legislative Affairs Officer
Janet Kistner	Vice President for Faculty Development and Advancement
Marissa Langston	Vice President and Chief of Staff
Stacey Patterson	Vice President of Research
Marla Vickers	Vice President for University Advancement and President, Florida State University Foundation, Inc.

Dr. Richard McCullough has served as the University's 16th President since August 2021. Dr. McCullough was selected by the Board of Trustees in May 2021 and confirmed by the Board of Governors in June 2021. Prior to joining the University, Dr. McCullough was a professor of chemistry, department head, dean, and then vice president at Carnegie Mellon University between 1990 and 2012; he served as a vice provost at Harvard University from 2012 through 2021.

Dr. James Clark has served as Provost and Executive Vice President for Academic Affairs since January 2022. Dr. Clarke oversees Academic Affairs; the Office of Faculty Development and Advancement; the Graduate School; the Division of Undergraduate Studies; and The Ringling, the State Art Museum of Florida. Dr. Clark joined the University as the Dean of the College of Social Work in 2015.

Mr. Michael Alford has served as Vice President and Director of Athletics since December 2021. Mr. Alford plans and directs the overall administrative and operational activities of intercollegiate athletics for the University. Mr. Alford previously served as president and CEO of Seminole Boosters, Inc.

Mr. Kyle Clark has served as Vice President for Finance and Administration since 2013. Mr. Clark has responsibility for an expansive and comprehensive plan that drives the university financially, including oversight and development of the University's $2 billion annual operating budget and leadership of administrative and fiscal/business operations in the areas of Administrative Services, Budget, Business Services, Controller, Facilities, Human Resources, Police, Procurement, and Component Unit Accounting.

Ms. Carolyn Egan has served as General Counsel for the University since 2012. She obtained a Juris Doctorate with honors from the College of Law. Ms. Egan is responsible for all legal advice rendered by University attorneys to the Board of Trustees, the President, senior administrators, staff, and faculty of the University.

Dr. Amy Hecht has served as Vice President for Student Affairs since 2017. Dr. Hecht oversees a student affairs division that spans a wide array of departments including University Housing, University Health Services, the University Counseling Center, Campus Recreation, the Career Center, the Dean of Students, the Student Union, and the Student Government Association.

Mr. Clay Ingram has served as the Chief Legislative Affairs Officer since 2020 and leads the Office of Governmental Relations. Prior to joining the University, Mr. Ingram served in the Florida House of Representatives from 2010 to 2018.

Dr. Janet Kistner has served as the Vice President for Faculty Development and Advancement since 2016. Dr. Kistner is responsible for supporting faculty development throughout the University including promotion and tenure reviews.

Ms. Marissa Langston was appointed by President McCullough as his Chief of Staff in 2021. In this role, Ms. Langston, who previously served as Assistant Dean for Strategic Engagement at the College of Business, works closely with the provost and vice presidents on a number of topics related to strategic development and implementation, administration, shared governance, and other faculty, staff and student issues as well as serving as liaison to the Board of Trustees.

Dr. Stacey Patterson began as Vice President for Research on October 15, 2022, having previously served as the vice president for research, outreach, and economic development in the University of Tennessee system and as president of the UT Research Foundation since 2017. Dr. Patterson now leads FSU's Division of Research and works closely with the provost and president to promote the university's overall academic mission, while specifically building the university's research and creative activity. She oversees the

Office of Research, which includes several administrative units such as Federal Relations, the Office of Commercialization and the Council on Research and Creativity. Additionally, the university hosts more than 50 centers and institutes, five of which fall under the direct oversight of the Office of Research.

Ms. Marla Vickers started as Vice President of University Advancement on October 1, 2022. Ms. Vickers previously served as associate vice president of Advancement at Emory University and possesses over 20 years of experience in higher education at some of the nation's elite universities. Ms. Vickers now leads Florida State's fundraising, alumni relations, advancement services and real estate giving and works closely with the Seminole Boosters while laying the groundwork for FSU's next comprehensive campaign.

Buildings and Other Capital Facilities

The University operates in facilities located throughout the State, in more than 500 buildings and nearly 1,588 acres. The Main Campus, located in Tallahassee, sits on 474 acres. Other significant holdings include the Southwest Campus, also located in Tallahassee, which houses the FAMU-FSU College of Engineering, the MagLab, and Innovation Park, which is a major research/manufacturing center. The University also operates two other significant campuses, the Panama City Campus and the John and Mable Ringling Museum of Art, which is located in Sarasota, Florida.

Capital Improvement Plan

The University has numerous capital improvement projects in various stages of design and construction. Many of these projects are funded with Public Education Capital Outlay ("PECO") monies, which are generated from the collection of gross receipts taxes levied on utilities and telecommunication services and are appropriated to State Universities by the Florida Legislature. Various other funding sources, including, but not limited to monies appropriated from General Revenue, the Educational Enhancement Trust Fund, and the Capital Improvement Trust Fund ("CITF"); carryforward of previously appropriated funds; private funds; and bond proceeds also provide funding for capital improvement projects. The following table shows the capital improvement projects currently in progress for the University as well as the funding sources for each.

Current Capital Improvement Projects[1]

Project	Total Cost[1]
Doak Campbell Seating Enhancement	$233,305,705
Legacy Hall, College of Business	160,000,000
Student Union	145,880,069
College of Engineering – Building C	140,500,000
Arts District	140,000,000
Football Operations Facility	138,000,000
Interdisciplinary Research Commercialization Building	130,000,000
Academic Health Center	125,000,000
Panama City Health Academic Research	100,000,000
Dittmer Building Remodel	95,400,000
Academic Support – Maintenance Complex	70,800,000
Veterans Legacy Complex	44,000,000
Kellogg Building Remodel	32,500,000
Doak Campbell Stadium Structural	20,000,000
National High Magnetic Field Lab Electrical Expansion	16,440,017
Biology Unit I Renovations	13,208,000
Tucker Center Deferred Maintenance	10,000,000
Infrastructure, Repairs & Renovations, Minor Projects	279,517,112
Total Capital Improvement Projects	**$1,894,550,903**

[1] As provided in the Fiscal Year 2024 Fixed Capital Outlay budget approved by Board of Trustees on September 8, 2023 and the Board of Governors on November 9, 2023. Amounts of project costs and funding sources are estimates and are subject to change.

The University funded approximately $48 million of the Student Union Expansion with the proceeds of the Mandatory Student Facility Fee Revenue Bonds, Series 2022A, issued in September 2022. Additionally, $44 million of the Interdisciplinary Research Commercialization Building project was funded by the proceeds of a bank loan issued by the Florida State University Research Foundation, Inc., a University DSO, in April 2022. The remainder of the funding for the projects listed above are expected to be provided by legislative appropriations, University funds, and DSO funds. The University anticipates funding a portion of the Doak Campbell

Seating Enhancement and Football Operations Facility projects with the proceeds of the FSU Athletic Association Revenue Bonds, Series 2023A.

Budgetary Process

The Board of Trustees prepare and submit an annual operating budget to the Board of Governors for review. The operating budget represents the University's plan for utilizing the resources available through direct or continuing appropriations by the State Legislature, student fees, and other local sources. The operating budget is prepared and submitted in accordance with the provisions of State law, rules of the Board of Governors, and the General Appropriations Act. The University's operating budget is comprised of the following budget entities: Educational and General, Auxiliary Enterprises, Contracts and Grants, Student Activities, Intercollegiate Athletics, Financial Aid, Technology Fee and Concessions.

Educational and General – The Education and General ("E&G") budget consists of State-appropriated funding from General Revenue (primarily funded from State sales tax revenues), the Educational Enhancement Trust Fund (funded from Florida Lottery revenues), and tuition. The University receives an allocation of E&G resources from the Florida Legislature. The President approves the general guidelines for the allocation E&G resources at the University level. Within the President's guidelines and the guidelines provided by the Board of Trustees, an allocation of E&G resources is made to each vice president for the functional areas under their direction. In coordination with the University Budget Office and the Division of Finance and Administration, E&G funding is distributed by account/department.

Auxiliary Enterprises, Intercollegiate Athletics, and Concessions – The Auxiliary Enterprises, Intercollegiate Athletics, and Concessions budgets each consist of University business operations that are self-supporting through user fees, payments, and charges. These budgets do not receive any General Revenue. Vice presidents and the athletics director prepare operating budget requests for these budgets based on anticipated revenues. The University Budget Office then coordinates the vice presidents' presentations and justifications of annual budget requests as required and finalizes them based on the Board of Trustees guidelines. Budget revisions required by the president are incorporated into the requests.

Student Activities – The Student Activities budget consists primarily of planned expenditures to be funded from activity and service fees which the University is authorized by the rules of the Board of Trustees to charge its students. The budget is developed and approved in accordance with Section 1009.24(8) and (9)(a)(b), Florida Statutes.

Contracts and Grants – The Contracts and Grants budget consists of estimated expenditures supported by various private businesses and federal, state, and local units of government.

Financial Aid – The Financial Aid budget consists of estimated expenditures of revenues received for loans, grants, scholarships, and other student financial aid.

Operating Budget

The University submits an annual operating budget representing the University's plan for utilizing the resources available through direct or continuing appropriation by the Florida Legislature, student fees, and other local sources during the Fiscal Year to the Board of Trustees for approval. The Board of Trustees reviews the proposed annual operating budget and submits it to the Board of Governors for review. Approved budgets are released for expenditures to the University. All of the colleges/campuses of the University submit budget requests for additional resources to the University Budget Office. Any new State resources are allocated to the University according to the priorities set by the president, as are any University-wide reductions. The following table sets forth the historical operating budgets for each budget entity of the University for the past five Fiscal Years.

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Historical Operating Budget

Budget Entity	Fiscal Year Ended June 30, 2020	2021	2022	2023	2024
Educational and General	$699,052,867	$721,789,987	$741,857,332	$827,981,183	$951,484,907
Technology Fee	5,749,532	7,328,993	6,514,676	8,577,712	9,662,081
Auxiliary Enterprises	283,090,977	276,914,549	336,963,387	476,386,832	467,879,228
Contracts and Grants	243,200,987	278,794,315	333,220,065	291,879,979	354,946,950
Student Activities	15,833,113	15,793,560	20,950,037	16,910,687	16,336,903
Intercollegiate Athletics	97,479,667	104,896,302	100,126,956	106,348,023	115,954,662
Financial Aid	207,160,945	219,165,643	270,146,896	224,612,559	226,807,526
Concessions	642,931	684,542	625,396	610,597	571,730
Total	**$1,552,211,019**	**$1,625,367,891**	**$1,810,404,745**	**$1,953,307,572**	**$2,143,643,987**

Section 1011.45, Florida Statutes, requires each State University to maintain a carryforward balance totaling at least 7% of its state operating budget; it also permits, but does not require, State Universities to commit additional carryforward funds to a contingency reserve for expenses incurred related to a state of emergency declared by the Governor. Additionally, Section 1011.45(5), Florida Statutes, permits the State Universities to spend a portion of their statutory 7% reserve if a demonstrated emergency exists, subject to approval by its board of trustees and Board of Governors. As of July 1, 2023, the University holds $139.7 million in carryforward reserves related to the statutory 7% reserve requirement and has not designated additional carryforward funds for a contingency reserve.

Sources of Revenue

Historical Summary of Revenue Sources – The following table sets forth the percentage of the University's total revenues represented by each revenue source for the periods indicated.

Historical Summary of Current Fund Sources
(As a Percent of Total)

Fund Source	Fiscal Year Ended June 30, 2019	2020	2021	2022	2023
State Appropriations	37.07%	36.12%	34.85%	30.95%	34.55%
Student Tuition and Fees	16.12	15.28	19.30	18.73	17.72
Federal Grants and Contracts	12.48	12.35	13.19	15.02	12.39
Auxiliary Enterprises	13.36	12.84	12.71	14.42	17.94
State and Local Grants and Contracts	1.68	1.49	1.37	1.63	1.50
Nongovernmental Grants and Contracts	1.09	1.07	0.69	0.70	0.89
Noncapital Grants, Contracts, and Gifts	6.00	6.34	4.06	4.33	4.51
Federal and State Student Financial Aid	0.53	0.64	0.67	0.65	0.59
Other Sources	37.07	36.12	34.85	30.95	34.55
Total	**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**

History of State Appropriations – The following table sets forth the history of State appropriations to the University for the last five Fiscal Years. General Revenue appropriations are primarily funded from Florida's sales tax and include E&G funding for the University, the College of Medicine, and the College of Engineering. The University also receives performance-based and preeminence funding from the State. Historically, the majority of General Revenue appropriations are dedicated to University operations with specific allocations for capital projects provided in certain years. The University also receives appropriations for operations from the Educational Enhancement Trust Fund ("Lottery"), which is funded by revenues of the Florida Lottery, and capital appropriations from PECO and CITF.

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Historical State Appropriations

	Fiscal Year Ended June 30,				
	2020	**2021**	**2022**	**2023**	**2024**
Operations					
General Revenue	$321,165,566	$330,871,018	$332,226,348	$389,323,359	$451,122,894
Lottery	53,672,030	60,879,922	72,127,729	89,400,319	102,291,145
Preeminence	58,487,179	58,487,179	58,487,179	58,487,179	91,820,512
Performance	54,935,981	54,144,150	53,879,537	54,605,672	70,974,333
Total Operations	$488,260,756	$504,382,269	$516,720,793	$591,816,529	$716,208,884
Capital					
General Revenue	$4,233,813	-	$36,578,996	$148,421,258	-
PECO	342,304	$153,000	19,353,901	62,500,000	107,767,202
CITF	3,869,074	3,926,212	4,508,474	4,151,205	4,263,520
Total Capital	$8,445,191	$4,079,212	$60,441,371	$215,072,463	$112,030,722
Total State Appropriations	**$496,705,947**	**$508,461,481**	**$577,162,164**	**$806,888,992**	**$828,239,606**

Tuition and Fees – The tuition and fees charged by the University have remained constant since the 2013-14 academic year. The average annual undergraduate tuition and fees, assuming 30 credit hours, is $6,517 for in-state students and $21,683 for out-of-state students. The average annual graduate tuition and fees, assuming 24 credit hours, is $11,554 for in-state students and $26,707 for out-of-state students. The following tables list the registration, tuition and fees charged to each undergraduate student and graduate student, respectively, per credit hour for the 2023-24 academic year.

Current Tuition and Fees
(Per Credit Hour)

	Tuition and Fees	
In-State Students	**Undergraduate**	**Graduate**
Tuition	$105.07	$403.51
Tuition Differential	49.59	-
Student Financial Aid Fee	5.25	20.17
Capital Improvement Trust Fund Fee	4.76	4.76
Local Fees	50.88	50.88
Total In-State Tuition and Fees	**$215.55**	**$479.32**
Out-of-State Students	**Undergraduate**	**Graduate**
In-State Tuition and Fees	$215.55	$479.32
Non-Resident Tuition Fee	481.48	601.34
Non-Resident Student Financial Aid Fee	24.07	30.06
Total Out-of-State Tuition and Fees	**$721.10**	**$1,110.72**

Selected Historical Financial Information

Selected University financial information for Fiscal Years 2019 through 2023 is set forth in the following two tables. This selected historical information has been derived from and should be read in conjunction with the University's financial statements and the related notes thereto. The University Financial Statements are subject to audit procedures as part of the audit of Florida's Comprehensive Annual Financial Report. Additionally, the University Financial Statements are independently audited by the State Auditor General's office. The University's audited Financial Statements for Fiscal Year 2022 are reproduced as Appendix F-1, and the University's unaudited Financial Statements for Fiscal Year 2023 are reproduced as Appendix F-2.

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Statement of Net Position
(Amounts in Thousands)

	As of June 30,				
	2019	**2020**	**2021**	**2022**	**2023**
ASSETS:					
Current Assets:					
Cash and Cash Equivalents	$10,554	$11,002	$10,678	$15,994	$20,805
Investments	618,422	677,766	826,903	892,624	969,768
Accounts Receivable, Net	52,595	55,358	61,886	55,895	67,873
Loans and Notes Receivable – Net	809	759	1,143	463	394
Leases Receivable	-	-	-	429	448
Due From State Agencies	83,981	58,334	35,854	87,925	246,275
Due From Component Units/University	15,082	25,725	5,213	5,463	4,511
Inventories	2,525	2,373	2,104	2,595	2,736
Other Current Assets	16,864	11,898	9,077	11,013	14,803
Total Current Assets	**$800,832**	**$843,215**	**$952,858**	**$1,072,401**	**$1,327,613**
Non-Current Assets:					
Restricted Cash and Cash Equivalents	4,289	2,176	2,001	1,461	1,193
Restricted Investments	171,983	139,040	98,543	144,168	282,485
Loans and Notes Receivable, Net	5,729	4,028	2,505	2,927	3,473
Leases Receivable	-	-	-	7,693	7,245
Depreciable Capital Assets, Net	1,742,638	1,788,617	1,773,385	1,884,398	1,893,822
Nondepreciable Capital Assets	288,356	266,805	284,288	202,647	268,326
Other Non-Current Assets	4,185	4,038	3,889	3,741	3,593
Total Non-Current Assets	**$2,217,180**	**$2,204,704**	**$2,164,611**	**$2,247,035**	**$2,460,137**
TOTAL ASSETS	**$3,018,012**	**$3,047,919**	**$3,117,469**	**$3,319,436**	**$3,787,750**
Deferred Outflows of Resources					
Related to Pensions	140,821	129,379	137,360	93,869	117,826
Related to Other Postemployment Benefits	5,163	32,539	61,289	55,196	64,117
LIABILITIES:					
Current Liabilities:					
Accounts Payable	$17,937	$8,325	$12,647	$14,628	$20,706
Construction Contracts Payable	15,916	11,800	13,978	11,465	16,312
Salaries and Wages Payable	30,169	10,680	14,826	18,346	20,363
Deposits Payable	9,859	8,935	4,589	5,886	3,523
Due to Component Units/University	36,704	57,009	46,282	42,946	37,889
Unearned Revenue	64,286	42,600	53,060	103,066	298,503
Other Current Liabilities	1,176	2,288	1,015	929	1,056
Long Term Liabilities – Current Portion:					
Capital Improvement Debt Payable	15,781	16,406	16,078	16,358	17,263
Loans and Notes Payable	-	-	-	-	1,330
Right to Use Leases - Current	-	-	-	948	1,464
Capital Leases Payable	1,093	1,326	1,313	-	-
Accrued Self-Insurance Claims	-	-	-	-	17
Compensated Absences Payable	5,122	5,506	5,924	6,484	7,495
Other Postemployment Benefits Payable	5,098	2,665	3,162	3,543	4,143
Revenue Received in Advance	3,823	3,419	2,037	2,823	2,886
Net Pension Liability	1,791	1,392	855	403	64
SBITA Liability	-	-	-	-	7,798
Other Non-current Liabilities	3,199	2,562	12,974	14,171	703
Total Current Liabilities	**$211,954**	**$174,913**	**$188,740**	**$241,996**	**$441,515**

Statement of Net Position, continued
(Amounts in Thousands)

	As of June 30,				
	2019	**2020**	**2021**	**2022**	**2023**
Non-Current Liabilities:					
Capital Improvement Debt Payable	$218,848	$202,442	$180,473	$164,115	$193,724
Loans and Notes Payable	-	-	-	-	5,162
Right to Use Leases - Non-current	-	-	-	5,603	8,736
Capital Leases Payable	9,815	9,147	7,833	-	-
Accrued Self-Insurance Claims	438	435	470	496	532
Compensated Absences Payable	73,797	77,453	81,730	80,119	85,119
Other Postemployment Benefits Payable	169,003	203,426	191,731	198,952	160,626
Revenue Received in Advance	21,600	20,991	20,267	20,961	18,193
Net Pension Liability	291,880	333,456	397,050	129,584	338,236
SBITA Liability – Non-Current	-	-	-	-	56,088
Other Non-current Liabilities	7,864	13,459	14,764	9,603	1,848
Total Non-Current Liabilities	**$793,245**	**$860,809**	**$894,318**	**$609,433**	**$868,264**
TOTAL LIABILITIES	**$1,005,199**	**$1,035,722**	**$1,083,058**	**$851,429**	**$1,309,780**
Deferred Inflows of Resources					
Related to Pensions	26,595	21,611	11,287	204,866	20,847
Related to Other Postemployment Benefits	29,877	36,435	86,844	78,107	126,811
Leases	-	-	-	7,974	7,394
NET POSITION:					
Net Invested in Capital Assets	$1,793,176	$1,820,444	$1,845,944	$1,873,134	$1,859,158
Restricted for Expendable:					
Debt Service	3,217	3,444	145	217	333
Loans	3,732	3,538	3,186	4,101	4,367
Capital Projects	159,707	115,480	67,924	142,042	242,967
Other	215,019	224,888	216,063	216,975	216,927
Unrestricted	(72,526)	(51,725)	1,667	89,656	181,110
TOTAL NET POSITION	**$2,102,325**	**$2,116,069**	**$2,134,929**	**$2,326,125**	**$2,504,862**

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Statement of Revenues, Expenses, and Changes in Net Position
(Amounts in Thousands)

	Fiscal Year Ended June 30,				
	2019	**2020**	**2021**	**2022**	**2023**
OPERATING REVENUES					
Student Tuition and Fees	$398,221	$401,252	$418,677	$450,806	$449,009
Scholarship Allowances	(181,230)	(194,736)	(137,766)	(136,566)	(141,224)
Student Tuition and Fees, Net of Scholarship Allowances	216,991	206,516	280,911	314,240	307,785
Federal Grants and Contracts	168,002	166,992	191,969	192,009	215,303
State and Local Grants and Contracts	22,674	20,174	19,947	27,340	26,110
Nongovernmental Grants and Contracts	14,640	14,490	10,060	11,676	15,403
Sales and Services of Auxiliary Enterprises	179,846	173,607	185,048	241,966	313,200
Interest on Loans and Notes Receivable	262	266	216	459	674
Other Operating Revenue	6,874	8,368	9,542	10,449	9,646
Total Operating Revenues	**$609,289**	**$590,413**	**$697,693**	**$798,139**	**$888,120**
OPERATING EXPENSES					
Compensation and Employee Benefits	804,651	874,247	913,731	869,671	950,888
Services and Supplies	283,114	265,635	256,997	338,689	404,690
Utilities and Communications	35,083	34,161	29,748	35,566	42,724
Scholarships, Fellowships and Waivers	117,664	136,881	141,619	172,537	122,137
Depreciation	85,376	89,376	92,175	95,563	109,675
Total Operating Expenses	**$1,325,888**	**$1,400,300**	**$1,434,270**	**$1,512,026**	**$1,630,113**
Total Operating Income (Loss)	**($716,599)**	**($809,887)**	**($736,577)**	**($713,887)**	**($741,993)**
NON-OPERATING REVENUES (EXPENSES)					
State Noncapital Appropriations	498,951	488,261	507,295	519,136	600,076
Federal and State Student Financial Aid[1]	156,883	187,443	191,681	227,680	172,020
Noncapital Grants, Contracts and Gifts	80,703	85,688	59,117	132,559	78,369
Investment Income	17,954	25,487	14,158	7,437	20,926
Net Increase (Decrease) in Fair Value of Investments	17,177	14,473	(33,099)	(42,297)	29,009
Investment Expense	-	-	-	-	-
Other Non-Operating Revenue	1,549	10,034	9,567	2,058	1,819
Gain/Loss on Disposal of Capital Assets	(7,321)	(3,256)	(58)	2,051	(1,630)
Interest on Asset Related Debt	(10,377)	(10,263)	(9,817)	(7,959)	(11,438)
Other Non-Operating Expenses	(4,147)	(1,049)	(2,991)	(440)	(988)
Total Non-Operating Revenue (Expenses)	**$751,372**	**$796,818**	**$735,853**	**$840,225**	**$888,162**
Income (Loss) Before Other Revenues, Expenses, Gains, or Losses	**34,773**	**(13,069)**	**(724)**	**126,338**	**146,169**
Capital Appropriations	49,824	23,168	6,447	15,297	24,711
Capital Grants, Contracts, Donations and Fees	4,366	3,645	13,137	49,561	7,857
Increase (Decrease) in Net Position	**88,963**	**13,744**	**18,860**	**191,196**	**178,737**
Net Position, Beginning of Year	2,013,362	2,102,325	2,116,069	2,134,929	2,326,125
NET POSITION, END OF YEAR	**$2,102,325**	**$2,116,069**	**$2,134,929**	**$2,326,125**	**$2,504,862**

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Students

General – Student enrollment at the University has steadily grown over the past several years. Approximately 82% of the students enrolled at the University attend full time. Total student enrollment is comprised of 73% undergraduates, 24% graduate students, and 3% other students who are not enrolled in degree-granting programs. Women constitute 58% of the enrollment, minorities over approximately 40%, and foreign international students comprise 6%. The following table shows admission and registration data for the University for the past five academic years.

Historical Admission and Registration, by Type of Student

	Fall 2018	Fall 2019	Fall 2021	Fall 2022	Fall 2023
Total Students:					
Number of Applicants	67,978	77,038	81,245	96,450	95,712
Number Admitted	22,549	24,685	26,679	23,427	22,360
% of Applicants Admitted	33.2%	32.0%	32.8%	24.3%	23.4%
Number Enrolled	8,390	8,909	9,717	8,143	8,072
% of Admitted Enrolled	37.2%	36.1%	36.4%	34.8%	36.1%
First-Time-in-College:					
Number of Applicants	47,565	52,605	55,823	67,482	61,278
Number Admitted	15,830	16,424	18,683	15,307	14,180
% of Applicants Admitted	33.3%	31.2%	33.5%	22.7%	23.1%
Number Enrolled	4,156	3,826	4,900	3,661	3,351
% of Admitted Enrolled	26.3%	23.3%	26.2%	23.9%	23.6%
Community College Transfers:					
Number of Applicants	3,852	3,572	3,389	3,545	3,467
Number Admitted	1,691	1,623	1,620	1,613	1,663
% of Applicants Admitted	43.9%	45.4%	47.8%	45.5%	48.0%
Number Enrolled	1,367	1,298	1,255	1,233	1,290
% of Admitted Enrolled	80.8%	80.0%	77.5%	76.4%	77.6%
Other Undergraduate Transfers:					
Number of Applicants	4,389	4,193	4,529	5,009	4,812
Number Admitted	722	716	810	793	704
% of Applicants Admitted	16.5%	17.1%	17.9%	15.8%	14.6%
Number Enrolled	456	459	487	425	405
% of Admitted Enrolled	63.2%	64.1%	60.1%	53.6%	57.5%
Graduate:					
Number of Applicants	10,556	14,851	15,039	17,759	23,470
Number Admitted	4,077	5,724	5,357	5,487	5,536
% of Applicants Admitted	38.6%	38.5%	35.6%	30.9%	23.6%
Number Enrolled	2,206	3,128	2,888	2,642	2,795
% of Admitted Enrolled	54.1%	54.6%	53.9%	48.2%	50.5%
Professional Schools:					
Number of Applicants	1,616	1,817	2,465	2,655	2,685
Number Admitted	229	198	209	227	277
% of Applicants Admitted	14.2%	10.9%	8.5%	8.5%	10.3%
Number Enrolled	205	198	187	182	231
% of Admitted Enrolled	89.5%	100.0%	89.5%	80.2%	83.4%

Historical and Current Enrollment – The following table shows the annual full-time equivalent ("FTE") enrollment of the University and total fall headcount enrollment by level for the past five academic years. The FTE calculation is a measure of instructional activity that is based on the number of student credit hours for which students enroll. FTE is based on the standard national definition, which divides undergraduate credit hours by 30 and graduate credit hours by 24. FTE enrollment is determined by dividing the total number of hours enrolled by all students in a specific category by the appropriate hour requirement. For housing and financial aid purposes, undergraduate students are considered full time if they take 12 credit hours, and graduate students are considered full-time if they take 9 credit hours.

Historical Annual FTE and Fall Headcount Enrollment, by Level

Academic	**Annual FTE**				**Fall Headcount**		
Year	**Undergraduate**	**Graduate[1]**	**Total**	**Fall**	**Undergraduate**	**Graduate[1]**	**Total**
2018-19	32,251	7,971	40,222	2018	33,166	8,551	41,717
2019-20	32,930	8,553	41,483	2019	33,679	9,197	42,876
2020-21	32,584	9,624	42,208	2020	32,902	11,051	43,953
2021-22	33,238	10,253	43,491	2021	33,932	11,561	45,493
2022-23	32,750	9,865	42,615	2022	33,348	11,249	44,597
2023-24[2]	n/a	n/a	n/a	2023	32,668	11,033	43,701

[1] Includes students in professional programs, such the College of Medicine and the College of Law.
[2] Projections for Academic Year 2022-23 FTEs are provided in the table on the following page.

The majority of students who attend the University are in-state students; approximately 79% of current students are from Florida, approximately 15% are from other states, and approximately 6% are from foreign countries. The table below show the fall headcount enrollment by area of origin for the five most recent years.

Historical Fall Headcount Enrollment, by Area of Origin
(At Time of Admission or Readmission)

Area	**Fall 2019**	**Fall 2020**	**Fall 2021**	**Fall 2022**	**Fall 2023**
Florida	34,929	36,038	36,813	35,766	34,438
Georgia	1,000	1,051	1,123	1,047	989
North Carolina	353	372	322	363	358
New York	385	370	431	445	462
New Jersey	345	352	341	412	446
Texas	269	284	300	321	351
Virginia	292	280	396	326	321
Illinois	225	239	234	299	334
Pennsylvania	239	238	375	324	337
Maryland	198	202	280	241	221
California	202	201	229	228	209
All Other States	2,126	2,231	2,415	2,348	2,390
USA Total	**40,563**	**41,858**	**43,259**	**42,120**	**40,856**
Foreign Countries	2,313	2,095	2,234	2,477	2,845
Total	**42,876**	**43,953**	**45,493**	**44,597**	**43,701**

Projected Enrollment – The University projects enrollment to remain in line with historical levels. The following table shows the projected fall headcount enrollment and projected annual FTE enrollment for the University for the next five years. No representations are made as to the reasonableness of the assumptions used in preparing the projections; no assurances are made that actual results will equal those set forth below, and investors should not rely on such projections in making their investment decision.

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Projected Annual Full-Time Equivalent and Fall Headcount Enrollment

Academic Year	Annual FTE Undergraduate	Graduate[1]	Total	Fall	Fall Headcount Total
2023-24	32,447	10,260	42,707	2023[2]	43,701
2024-25	32,358	10,375	42,733	2024	43,700
2025-26	31,768	10,472	42,240	2025	43,700
2026-27	31,478	10,578	42,056	2026	43,530
2027-28	31,069	10,736	41,805	2027	43,300

1 Includes students enrolled in professional programs, such the College of Medicine and the College of Law.
2 Fall 2022 headcount is actual.

Student Recruitment – The Office of Admissions is responsible for nationally recruiting and enrolling a student body consisting of outstanding academic talent. Students are recruited for whom intense study with faculty in seminars and tutorials will have rich personal meaning. The annual national campaign to recruit and enroll the fall class involves creating and updating publications; communicating with prospective students through direct mail and email campaigns; traveling to selected secondary schools, college fairs, Florida state colleges, and national and regional professional meetings of college placement counselors and admissions officers; and entertaining prospective students through tours, on-campus information sessions, and overnight stays in the residence halls. Affirmative action efforts include special mailings to minority students and hosting on-campus events for students and counselors.

Student Quality Indicators – The following table shows the 25th – 75th percentile ranges of average weighted high school grade point averages (GPA), Scholastic Aptitude Test (SAT) scores, and American College Test (ACT) scores for first-time-in-college ("FTIC") students at the University for each of the past five fall semesters.

FTIC Student Quality Indicators[1]

Fall	High School GPA	SAT Score[2]	ACT Score
2019	4.0-4.4	1250-1360	28-31
2020	4.1-4.5	1270-1370	28-31
2021	4.1-4.5	1230-1360	27-31
2022	4.3-4.6	1280-1390	28-32
2023	4.2-4.5	1330-1410	29-32

1 Ranges represent the middle 50% statistics. Includes only regularly admitted FTIC students who meet the Florida Board of Education's freshman admissions requirements and excludes students admitted under the alternative admissions program.
2 Ranges of SAT scores shown include the combined scores for the critical reading and mathematics subtests only.

A second measure of student quality is the University's number of National Merit Scholars. The number of National Merit Scholars attending the University has nearly doubled from 78 National Merit Scholars in Fall 2017 to 141 in Fall 2023.

Faculty and Staff

The University's faculty includes nationally and internationally recognized scholars. Faculty members have been elected to serve as members of the National Academy of Sciences and the American Academy of Arts and Sciences. Additionally, a total of six Nobel laureates have served on the staff of the University. The following table provides historical faculty information for the 2016-17 through 2021-22 academic years.

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Historical Faculty Data

Academic Year	Full-Time Faculty[1]	Part-Time Faculty[1]	Tenured Faculty	Student to Faculty Ratio
2017-18	1,925	69	834	24.5:1
2018-19	2,056	63	848	20.8:1
2019-20	2,095	63	880	20.5:1
2020-21	2,090	59	895	21.1:1
2021-22	2,082	63	916	21.8:1
2022-23	2,119	47	909	17.4:1

1 Faculty includes salaried regular appointments and does not include adjunct faculty. Librarians and Development Research School employees on faculty lines have been excluded.

The makeup of the University's faculty for the 2022-23 academic year was comparable to the past five academic years, with a leveling off in the portion of full-time faculty with tenure. In Fall 2022, the University had 2,169 full-time faculty, of which 909 were tenured faculty. Approximately 27% of full-time faculty held the rank of Professor, 19% were Associate Professors, 15% were Assistant Professors, and 40% were in other faculty classifications. Approximately 95% of full-time faculty employed in Fall 2022 held terminal degrees. The Fall 2022 student to faculty ratio was 17.4 to 1.

As of Fall 2023, the University employed nearly 15,372 personnel, and a breakout by employment type is provided in the following table:

Personnel Data for Fall 2023

Traditional Faculty[1]	2,258
Adjunct Faculty	469
Administrative and Professional Employees	3,198
USPS (Support Personnel)	1,479
Graduate Assistants	3,081
Hourly Staff[2]	4,687
Lab School	127
Librarians	73
Total Employees	**15,372**

1 Faculty including the ranked faculty in the previous table and additional personnel.
2 Hourly Staff includes work study employees, temporary employees, and student assistants.

Division of Student Affairs

The University provides students with opportunities outside the classroom to stimulate social and cultural awareness, physical well-being, intellectual expansion and spiritual and moral growth. The Division of Student Affairs works to ensure that all students are able to take advantage of the formal and informal educational experiences offered by the University.

The Vice President for Student Affairs and staff offer and coordinate programs that provide housing, career guidance, mental and physical health care, recreation, child care, self-governance, leadership development, enhancement of academic skills to students and mentoring programs for women. The Student Union, with its information center, main lounge and several restaurants and banking facilities, along with the world's only collegiate circus, the Flying High Circus, are under the aegis of Student Affairs. Student Affairs is also responsible for programs and services for international students, disabled students, minority students and student activities and organizations.

One of the goals of Student Affairs is to encourage the moral development of students so that they can make positive contributions to society. To support service learning opportunities, the Campus-Community Partnership Program was established. The Florida Office of Campus Volunteers is hosted by the University and guided by Student Affairs staff, who also assist with the selection of the President's Humanitarian of the Year Award.

Direct Support Organizations

There are currently fifteen University DSOs, which are considered component units of the University, including: The Florida State University Foundation, Inc., Florida State University Alumni Association, Inc., Florida State University International Programs Association, Inc., Seminole Boosters, Inc., Florida State University Financial Assistance, Inc., Florida Medical Practice Plan, Inc., Florida State University Magnet Research and Development, Inc., The Florida State University Real Estate Foundation, Inc., Florida State University College of Business Investment Fund, Inc., The Florida State University Foundation for Innovation, Inc., The Florida State University Athletics Association, Inc., The Florida State University Research Foundation, Inc., The John and Mable Ringling Museums of Art Foundation, Inc, and Florida State University Transportation, Inc.

Endowments and Fund Raising Efforts

The University Foundation – The University Foundation is responsible for securing and managing private voluntary contributions for the University. It is specifically responsible for receiving, investing, and administering all private gifts and bequests made to the University, except those made to The Florida State University Research Foundation, Inc. The University Foundation was organized in 1960 and is designated a charitable, tax-exempt 501(c)(3) organization under the Internal Revenue Code. It is the principal fund-management and fundraising arm of the University.

As of June 30, 2023, the total private endowment at the University Foundation was $723 million, while the total value of the assets managed by the University Foundation was approximately $1.2 billion. The University Foundation provided the University with $53.3 million in support from non-endowed gifts and spendable transfers from the endowment in Fiscal Year 2023. The table below sets forth historical financial information relating to the University Foundation for Fiscal Years 2019 through 2023. The fluctuations in revenues over the period shown are, in part, a result of market volatility.

Florida State University Foundation, Inc., Summary of Position

Fiscal Year	Assets	Liabilities	Revenues	Expenditures
2019	$750,191,436	$38,833,956	$85,046,124	$64,125,114
2020	730,089,060	36,048,268	42,783,811	60,100,499
2021	971,730,123	41,499,388	285,116,432	48,926,489
2022	955,792,392	36,643,598	44,758,133	55,829,529
2023	1,155,047,306	181,650,115	115,976,240	61,743,027

Fund Raising Campaigns – Academic fundraising became a priority of the University in 1991 when the University's first capital campaign, "Investment in Learning," was launched with a goal of $200 million. When the Investment in Learning Campaign ended on December 31, 1997, it had raised more than $301 million.

In the spring of 2000, the University Foundation's Board of Trustees approved the initiation of the University's second capital campaign and its five-year campaign budget. The University publicly announced the launch of the "FSU CONNECT" Campaign on October 26, 2001, which was completed on December 31, 2005, and raised more than $630 million to support students, faculty, and academic programs over five years.

The University's most recent campaign, "Raise the Torch: The Campaign for Florida State," was the most ambitious fundraising campaign in University history. With receipts of $1.16 billion in gifts over the eight-year campaign, well over the goal of $1 billion, the University will be able to implement bold ideas that will continue to distinguish the University as a preeminent university and positively affect the future for students, faculty, and alumni.

Historical Giving – The level of gifts received by the University Foundation reflects the impact of the economic climate on ability to give and is subject to the overall financial markets, changes in which may influence donors. The University Foundation did not experience a decrease in giving as a result of COVID-19. However, various factors may impact the financial position of the University Foundation in the future as it relates to acquiring future contributions, as such factors impact investment performance in the overall financial markets, which in turn will influence the decision making by donors as to the level and timing of future gifts.

Gifts received by the University Foundation are shown by restriction and giving program in the table below for Fiscal Years 2019 through 2023.

Gift Report by Fiscal Year
Current Receipts and Deferred Additions by Donor Type

	Fiscal Year Ended June 30,				
	2019	2020	2021	2022	2023
Current Gifts					
Unrestricted Gifts	$203,970	$199,090	$225,400	$286,402	$5,143,336
Restricted Gifts[1]	59,166,259	58,393,581	51,279,567	54,572,881	50,867,814
Loan Funds	100	500	350	500	675
Property, Buildings, Equipment	13,178,472	8,273,673	13,458,969	14,247,809	29,395,175
Total Current Gifts	**$72,548,801**	**$66,866,844**	**$64,964,286**	**$69,107,592**	**$85,407,000**
Endowment Gifts					
Restricted Gifts[2]	$19,068,049	$13,671,568	$15,775,841	$23,930,533	$25,439,842
Total Endowment Gifts	**$19,068,049**	**$13,671,568**	**$15,775,841**	**$23,930,533**	**$25,439,842**
Total Cash Gifts	**$91,616,850**	**$80,538,412**	**$80,740,127**	**$98,793,834**	**$110,846,842**
Deferred Gifts					
Present Value of Deferred Gifts[3]	**$1,278,017**	**$943,633**	**$156,236**	**$88,131**	**$182,165**
Total Gifts	**$92,894,867**	**$81,482,045**	**$80,896,363**	**$98,881,965**	**$111,029,007**

[1] Gifts restricted for use by the University for academic support, scholarships, research, etc.
[2] Endowed gifts restricted for use by the University for academic support, scholarships, research, etc.
[3] Represents the present value of deferred gifts (trusts and annuities) received during the Fiscal Year.

FLORIDA STATE UNIVERSITY

ANNUAL REPORT 2022-2023


DODD HALL
Dodd Hall
641

Florida State University

Annual Report 2022–2023

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MESSAGE FROM THE PRESIDENT

Over the past fiscal year, I have focused on investing resources in strategic priorities that will advance our ambitious agenda and improve Florida State University's standing as one of the top public universities in America. We are making tremendous progress.

Our commitment to student success remains a top priority. Our 96% student retention rate and 85% six-year and 75% four-year graduation rates are among the best in the nation. We remain steadfast in our commitment to ensure that every FSU student, regardless of background, earns a degree in a timely way.

We also continue to expand our research enterprise by conducting groundbreaking studies, engaging in creative endeavors, and launching bold initiatives. Last year, our research expenditures reached a record-breaking $400 million. Our research mission not only paves the way for world-changing discoveries but also contributes significantly to the economies of our state and nation.

We are making great progress on our FSU Health initiative that we launched in 2022 with the aim of revolutionizing health care in North Florida and beyond. We have secured land on the Tallahassee Memorial HealthCare campus to establish an academic health center. We're also collaborating with TMH and the St. Joe Company to build a medical campus in Panama City Beach, which will include an urgent care center and a 100-plus-bed hospital.

We have also launched a major initiative in aerospace and advanced manufacturing in Northwest Florida to build a research, educational and workforce development facility to help transform the entire Panhandle area.

In addition, this past year we announced $20 million in new investments in quantum science and engineering that will allow us to buy equipment and hire world-class faculty in this area. This funding is in addition to investments by individual colleges and units. Building upon our already prominent position in magnetism, thanks to the National High Magnetic Field Laboratory and strong materials research programs, these investments will position FSU as a leader in this emerging field of national and global importance.

These projects are game changers for FSU. They will attract top-tier faculty, physician-scientists, and engineers, all leading to increased federal research funding.

Entrepreneurship and innovation are among FSU's core values, and that's why we've streamlined the process to move research from the lab to the marketplace. The new process, called Fast Start, is designed to allow faculty and researchers to execute license agreements quickly, with fewer roadblocks and delays. This is a significant step in accelerating university innovation and increasing the number of startups at FSU, which will lead to increased job opportunities and economic development in our region.

During the 2023 session, the Florida Legislature appropriated a record amount of funding, including $109 million in recurring funds and $108 million for building projects, which will be critical as we continue to advance our top priorities. Our legislators recognize that FSU provides an excellent return on investment, and we are grateful for their support.

We also continued our storied tradition in athletics, which plays a key role in advancing the mission of the university by keeping our alumni connected and by contributing to the national visibility of our brand.

Every day, we're working to make FSU even better. With many opportunities within our grasp and on the horizon, I'm excited for what the future holds for Florida State University.

Sincerely,

Richard McCullough

Richard McCullough, *President*
Florida State University

INTRODUCTION FROM THE SENIOR VICE PRESIDENT FOR FINANCE AND ADMINISTRATION

The Annual Financial Report for the 2022–23 fiscal year at Florida State University offers insights into the university's financial activities over the past year and provides an overview of our fiscal health. There have been several notable developments during this period.

The university's Board of Trustees approved a $2.62 billion operating budget for the fiscal year ending on June 30, 2024. This represents a year-over-year increase of 11%. This budget, the largest in university history, reaffirms Florida State's commitment to affordability and academic excellence.

FSU will receive nearly $109 million in new recurring operational support for FY24. Of this, $60.7 million will be directed toward enhancing research, ensuring student success, and furthering our FSU Health initiative. This strategic investment is a testament to our commitment to transforming health care in North Florida and beyond.

We dedicated extensive time and effort to prepare for the reaffirmation process with the Southern Association of Colleges and Schools, Commission on Colleges. Occurring once every decade, reaffirmation involves rigorous compliance with the SACS Principles of Accreditation and the development of a comprehensive Quality Enhancement Plan. Our commitment to this process underscores our dedication to the advancement of higher education and continuous institutional improvement.

The university has broken ground on its future home for the College of Business, Legacy Hall. This cutting-edge, world-class facility is designed to inspire the next generation of business leaders. Legacy Hall will be the largest academic space on our campus and will serve as a hub for business education, collaboration, and development for FSU and beyond, bolstering the growing national and global prestige of the college and the university. Its anticipated opening in 2025 coincides with the 75th anniversary of the College of Business. Construction also continues on the Interdisciplinary Research and Commercialization Building, a collaborative space for researchers from various fields focused on creating and advancing new materials. This facility is scheduled to open in 2024.

President McCullough continues to drive a bold agenda for the university. The dedicated support from the governor and the Florida Legislature, as evident in the record funding within the state budget, underscores their commitment to Florida State University maintaining its status as one of the top public universities in the nation.

We look forward to the future with anticipation and enthusiasm, confident that our commitment to excellence will continue to shape our journey.

Kyle C. Clark, *Senior Vice President*
Florida State University

UNIVERSITY OVERVIEW

About FSU

Florida State University is a premier, comprehensive, graduate research university offering a broad array of academic and professional programs at all degree levels. Located in Tallahassee, Florida's capital city, and founded in 1851, FSU is the oldest of the twelve public institutions of higher learning in the State University System. The university is fully accredited by the Commission on Colleges of the Southern Association of Colleges and Schools and is officially designated as a preeminent research university in the state by the Florida Legislature.

Mission and Vision

Florida State University preserves, expands, and disseminates knowledge in the sciences, technology, arts, humanities, and professions, while embracing a philosophy of learning strongly rooted in the traditions of the liberal arts. The university is dedicated to excellence in teaching, research, creative endeavors, and service. The university strives to instill the strength, skill, and character essential for lifelong learning, personal responsibility, and sustained achievement within a community that fosters free inquiry and embraces diversity.

Florida State University will be among the nation's most entrepreneurial and innovative universities, transforming the lives of our students and shaping the future of our state and society through exceptional teaching, research, creative activity, and service. We will amplify these efforts through our distinctive climate—one that places a premium on interdisciplinary inquiry and draws from the rich intellectual and personal diversity of our students, faculty, staff, and alumni. These three forces—entrepreneurship, interdisciplinary, and diversity—deepen FSU's impact and result in a powerful return to our students and the people of Florida for their continued support and trust.

Academics

Florida State University offers leading undergraduate, graduate, and professional programs, many of which consistently rank among the nation's top twenty-five public universities. Baccalaureate degrees are offered in 103 programs, master's degrees in 107 programs, advanced master's/specialist degrees in six programs, doctorates in 63 programs, and four professional degrees.

Students

Designated as a Carnegie Research University (designating very high research activity), Florida State awards more than 3,000 graduate and professional degrees each year, and is recognized as a national leader in the number of doctorates awarded to African-American students and in the graduation rate of African-American undergraduates.

During the Fall 2022 semester, there were 32 freshmen and 153 total undergraduate National Merit Scholars enrolled at Florida State University. The middle 50 percent high school GPA for the Fall 2022 freshman class was 4.3-4.6 and middle 50 percent SAT scores were 1280-1390.

With more than 44,000 students enrolled in Fall 2022, the student body was comprised of 74 percent undergraduates, 24 percent graduates, and 2 percent unclassified. Our student body is diverse and represents every county in Florida, all 50 states, and 130 countries. Minorities represent 37 percent, and women represent 58 percent of our students.

UNIVERSITY OVERVIEW

Faculty

At Florida State University, we are fortunate that our faculty comprises men and women who are widely acknowledged as the finest in their fields. They have distinguished themselves in many disciplines and have gained the high regard of peers around the world. Their academic careers are marked by excellence and the excitement of discovery so important to educating the next generation.

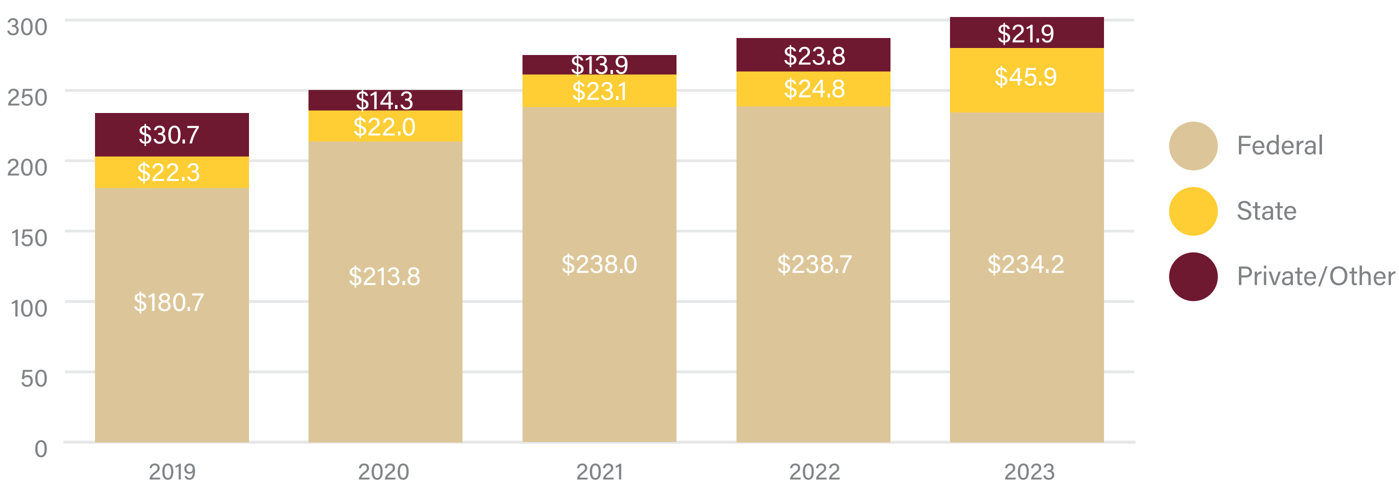
Our faculty members continually strive to build stronger programs in critical areas of technology and science and in the arts and humanities. The result is the expansion of knowledge as well as the discovery of new inventions, products, and processes benefiting the state of Florida, our nation, and the world.

Research

Research and creative activity is about discovery. It is about having an idea and finding the right environment in which to explore that idea. At FSU, we take great pride in our ability to provide supportive environments for the exploration of all types of ideas; and with approximately $200 million in research expenditures each year, and more than 50 prominent research centers and institutes calling our campuses home, FSU continues to be one of the top idea-incubators in the nation.

Florida State University is also home to the National High Magnetic Field Laboratory (NHMFL), funded by the National Science Foundation. The only national lab in Florida, the NHMFL holds the most world records for the most powerful magnets on earth. Other research centers, such as the Center for Advanced Power Systems (CAPS), are supported by the U.S. Departments of Defense and Energy. The NHMFL and CAPS, among other labs, place Florida State University at the cutting edge of research and its application to industry.

SPONSORED PROGRAM AWARDS ($ IN MILLIONS)



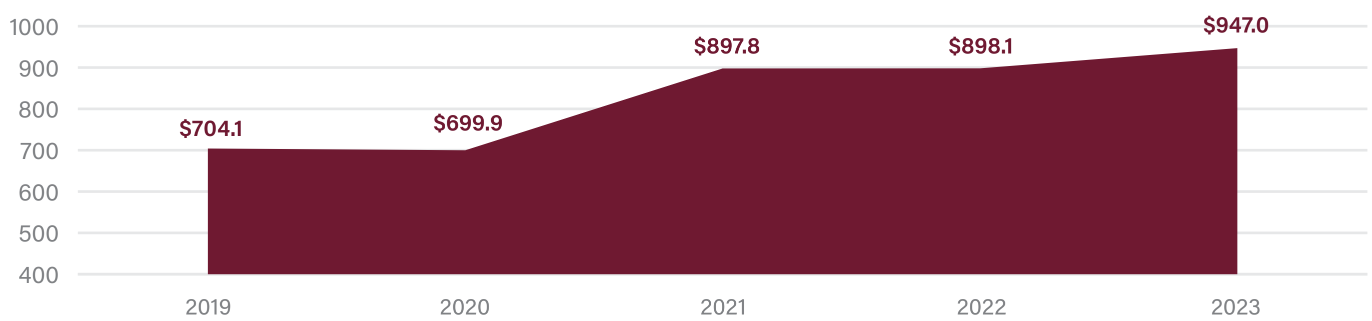
Veterans

The Florida State University Veterans Alliance represents the University's campus-wide commitment to veteran support and success. The Veterans Alliance encompasses FSU's initiatives that ease the transition from military service to campus life, foster a community of past, present, and future veterans, raise awareness of veterans issues among campus and local communities, and support student veterans through graduation and into rewarding careers and graduate-education programs. It is the goal of the Veterans Alliance that FSU be the most veteran-friendly and veteran-empowering university in the country.

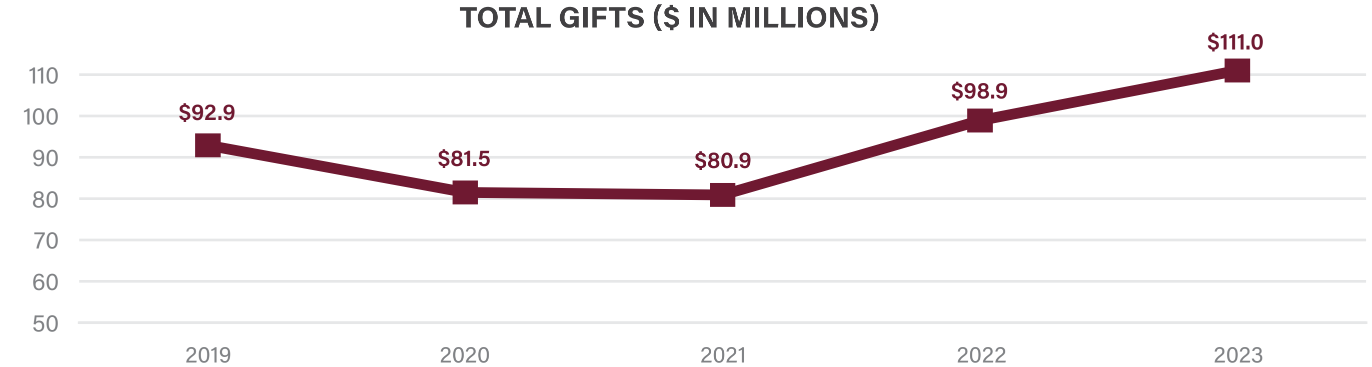
Endowment

The Total Endowment and Gifts comprises endowments and gifts from the following university direct support organizations: FSU Foundation, Seminole Boosters, FSU Research Foundation, and The John and Mable Ringling Museum of Art Foundation. The FSU Foundation enhances the academic vision and priorities of FSU through its organized fundraising activities and funds management. The Seminole Boosters acts as the fundraising arm of Florida State University Athletics. The FSU Research Foundation promotes and encourages, and provides assistance to, the research and training activities of faculty, staff and students at FSU. The John and Mable Ringling Museum of Art Foundation provides charitable and educational aid to the university's John and Mable Ringling Museum of Art.

ENDOWMENT FAIR MARKET VALUE ($ IN MILLIONS)



TOTAL GIFTS ($ IN MILLIONS)



Florida State University in 2022–23

FSU's rankings and achievements during this past fiscal year include:

- Florida State University retained its place in the Top 25 among national public universities in the latest *U.S. News & World Report* rankings.
- Florida State consistently delivers an affordable, high-quality education and offers distinctive opportunities to engage its students. FSU has been named the No. 8 Best Value College in the nation among public colleges and universities according to *U.S. News & World Report's* "Best Colleges 2024" guidebook.
- Florida State continues to be a strong investment with the highest-rated credit of any public university in the state of Florida with an AA+ rating by S&P and Fitch and an equivalent Aa1 rating by Moody's.
- FSU's four-year graduation rate is among the highest in the country at 75%. FSU's six-year graduation rate rose to a record 83 percent, also among the highest in the nation.
- FSU's record retention rate, which measures how many first-year students stay enrolled from one fall semester to the next fall, reached 96% for the first time in FSU history.
- Florida State is one of the nation's top research institutions for producing Fulbright U.S. Scholars and students. Three FSU faculty scholars earned Fulbright grants for 2022–2023 along with nine student Fulbright Scholars receiving awards in 2022–2023.
- *U.S. News & World Report* currently ranks Florida State No. 30 overall and No. 23 among public universities in its "Best National Universities for Veterans" rankings.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AUDITOR GENERAL
STATE OF FLORIDA

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Auditor General

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The President of the Senate, the Speaker of the
House of Representatives, and the
Legislative Auditing Committee

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Financial Statements

Opinions

We have audited the financial statements of Florida State University, a component unit of the State of Florida, and its aggregate discretely presented component units as of and for the fiscal year ended June 30, 2023, and the related notes to the financial statements, which collectively comprise the University's basic financial statements as listed in the table of contents.

In our opinion, based on our audit and the reports of other auditors, the accompanying financial statements referred to above present fairly, in all material respects, the respective financial position of Florida State University and of its aggregate discretely presented component units as of June 30, 2023, and the respective changes in financial position and, where applicable, cash flows thereof for the fiscal year then ended in accordance with accounting principles generally accepted in the United States of America.

We did not audit the financial statements of the aggregate discretely presented component units, which represent 100 percent of the transactions and account balances of the aggregate discretely presented component units columns as of June 30, 2023. Those statements were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for the aggregate discretely presented component units, is based solely on the reports of the other auditors.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. 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 University and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Emphasis of Matter

As discussed in Note 2. to the financial statements, the University adopted new accounting guidance Governmental Accounting Standards Board Statement No. 96, *Subscription-Based Information Technology Arrangements*, which is a change in accounting principle that addresses accounting and financial reporting for subscription-based information technology arrangements. This affects the comparability of amounts reported for the 2022-23 fiscal year with amounts reported for the 2021-22 fiscal year. Our opinion is not modified with respect to this matter.

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 from 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 University's ability to continue as a going concern for 12 months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

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 from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. 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 and *Government Auditing Standards* 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 and *Government Auditing Standards*, 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 University'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 University'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.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that **MANAGEMENT'S DISCUSSION AND ANALYSIS**, the **Schedule of the University's Proportionate Share of the Net Pension Liability – Florida Retirement System Pension Plan**, **Schedule of University Contributions – Florida Retirement System Pension Plan**, **Schedule of the University's Proportionate Share of the Net Pension Liability – Health Insurance Subsidy Pension Plan**, **Schedule of University Contributions – Health Insurance Subsidy Pension Plan**, and **Schedule of the University's Proportionate Share of the Total Other Postemployment Benefits Liability** be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Management is responsible for the other information included in this report. The other information comprises the Message from the President, Introduction from the Senior Vice President for Finance and Administration, and University Overview but does not include the basic financial statements and our auditor's report thereon. Our opinions on the basic financial statements do not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the basic financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated December 13, 2023, on our consideration of the Florida State University's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, rules, regulations, contracts, and grant agreements and other matters included under the heading **INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS***. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the University's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Florida State University's internal control over financial reporting and compliance.

Respectfully submitted,

Sherrill F. Norman

Sherrill F. Norman, CPA
Tallahassee, Florida
December 13, 2023
Audit Report No. 2024-091

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's discussion and analysis (MD&A) provides an overview of the financial position and activities of the university for the fiscal year ended June 30, 2023, and should be read in conjunction with the financial statements and notes thereto. The MD&A, and financial statements and notes thereto, are the responsibility of university management. The MD&A contains financial activity of the university for the fiscal years ended June 30, 2023, and June 30, 2022.

OVERVIEW OF FINANCIAL STATEMENTS

Pursuant to GASB Statement No. 35, the university's financial report includes three basic financial statements: the statement of net position; the statement of revenues, expenses, and changes in net position; and the statement of cash flows. The financial statements, and notes thereto, encompass the university and its component units. Based upon the application of the criteria for determining component units, thirteen component units are included within the university reporting entity as discretely presented component units. Information regarding these component units, including summaries of the discretely presented component units' separately issued financial statements, is presented in the notes to financial statements. This MD&A focuses on the university, excluding the component units. The component units' MD&A information is included in their separately issued audit reports.

Statement of Net Position

The statement of net position reflects the assets, deferred outflows of resources, liabilities, and deferred inflows of resources of the university, using the accrual basis of accounting, and presents the financial position of the university at a specified time. Assets, plus deferred outflows of resources, less liabilities, less deferred inflows of resources, equals net position, which is one indicator of the university's current financial condition. The changes in net position that occur over time indicate improvement or deterioration in the university's financial condition.

Condensed Statement of Net Position at June 30

(In Thousands)

	2023	2022
Assets		
Current Assets	$ 1,327,613	$ 1,072,401
Capital Assets, Net	2,162,148	2,087,045
Other Noncurrent Assets	297,989	159,990
Total Assets	**3,787,750**	**3,319,436**
Deferred Outflows of Resources	**181,943**	**149,065**
Liabilities		
Current Liabilities	441,515	241,996
Noncurrent Liabilities	868,264	609,433
Total Liabilities	**1,309,779**	**851,429**
Deferred Inflows of Resources	**155,052**	**290,947**
Net Position		
Net Investment in Capital Assets	1,859,158	1,873,134
Restricted	464,594	363,335
Unrestricted	181,110	89,656
Total Net Position	**$ 2,504,862**	**$ 2,326,125**

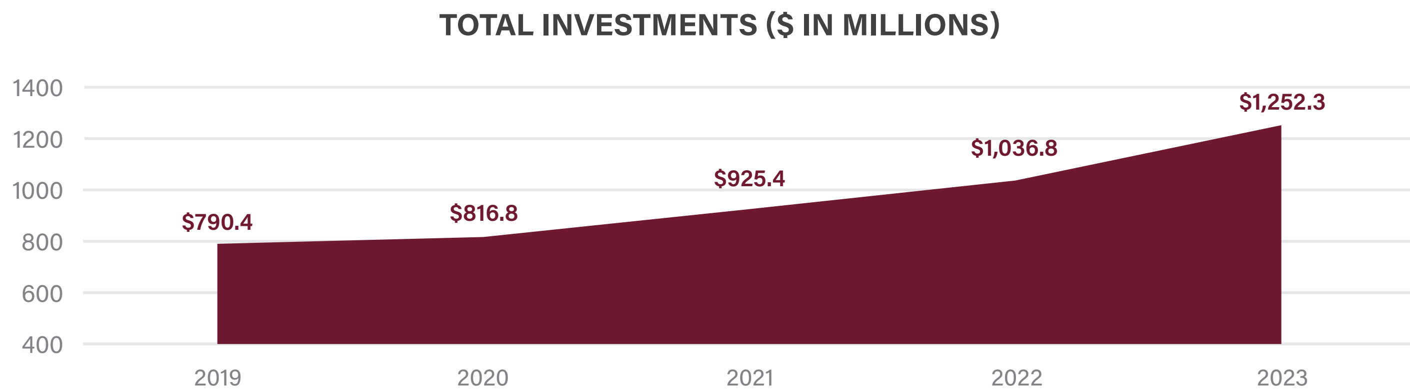
The university's total assets as of June 30, 2023, increased by $468.3 million, or 14.1 percent. Current assets increased by $255.2 million, or 23.8 percent, driven by a $77.1 million rise in unrestricted total investments combined with increased capital appropriations due from the State of $158.3 million mainly related to new allocations for the university's Academic Health Center and campus-wide deferred maintenance projects. Net capital assets increased by $75.1 million, or 3.6 percent, primarily due to an increase in construction in progress of $61.7 million combined with the addition of a $62.4 million right-to-use asset resulting from the implementation of GASB Statement No. 96, *Subscription-Based Information Technology Arrangements* (SBITA). These increases were offset by a $52 million decrease in the net value of buildings largely due to annual depreciation. Other noncurrent assets increased by $138 million, or 86.3 percent, largely due to an increase in restricted investments of institutional funds earmarked for the construction of various capital projects including the Interdisciplinary Research and Commercialization Building (IRCB) and Legacy Hall.

Total liabilities as of June 30, 2023, increased by $458.4 million, or 53.8 percent. Current liabilities grew by $199.5 million, or 82.4 percent. This increase was principally caused by a rise in unearned revenues for State funded capital projects which included $124.9 million for the Academic Health Center, $65.9 million for campus-wide deferred maintenance projects, and $8.3 million for the National High Magnetic Field Laboratory. Noncurrent liabilities increased by $258.8 million, or 42.5 percent, due to increases in the university's proportional share of the State's net pension liability of $208.7 million, and the additional liability associated with the right-to-use asset noted above resulting from the implementation of GASB Statement No. 96, *Subscription-Based Information Technology Arrangements*. Pensions, other postemployment benefits, and leases also drove deferred outflows and deferred inflows of resources, which increased by $32.9 million and decreased by $135.9 million, respectively.

As a result, the university's overall net position increased by $178.7 million, or 7.7 percent.

Investments

As of June 30, 2023, the university had $969.8 million of unrestricted investments plus another $282.5 million of restricted investments, for total investments of over $1.2 billion. The university shifted a significant portion of its investments to Florida PRIME in the second half of the fiscal year to take advantage of higher short-term interest rates. Total balances in Florida PRIME and the State Treasury Special Purpose Investment Account stood at $434.9 million and $823.5 million, respectively, at June 30, 2023.



Additional information about the university's investments is presented in Note 4 to the financial statements.

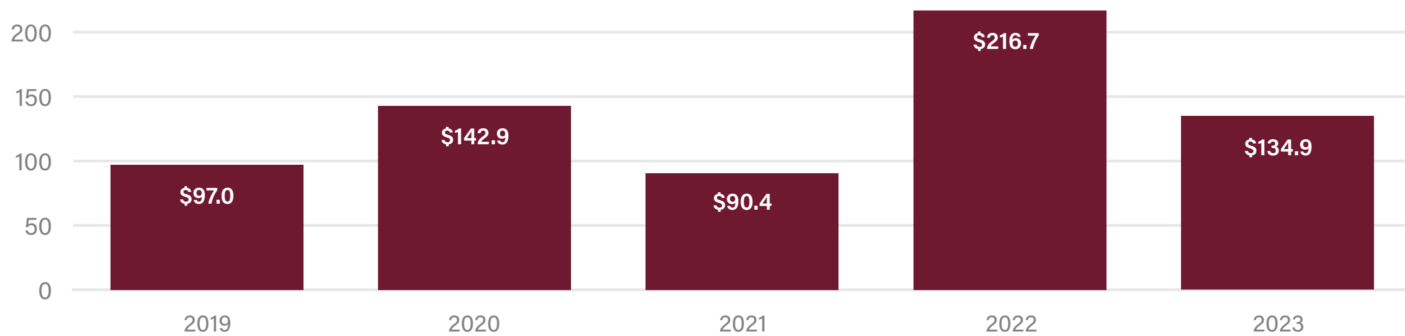
Capital Assets

At June 30, 2023, the university had $3.7 billion in capital assets, less accumulated depreciation of $1.5 billion, for net capital assets of $2.2 billion. Depreciation charges for the current fiscal year totaled $109.7 million. Effective July 1, 2022, the university implemented of GASB Statement No. 96, *Subscription-Based Information Technology Arrangements*.

Capital Assets, Net at June 30
(In Thousands)

	2023	2022
Land	$ 95,536	$ 95,536
Buildings	1,614,512	1,666,508
Infrastructure and Other Improvements	73,778	77,465
Furniture and Equipment	95,759	97,130
Library Resources	37,600	36,934
Right-to-Use Leases	9,784	6,360
Right-to-Use SBITA	62,389	-
Works of Art and Historical Treasures	89,872	85,846
Construction in Progress	82,918	21,266
Capital Assets, Net	**$ 2,162,148**	**$ 2,087,045**

CAPITAL ASSET ADDITIONS ($ IN MILLIONS)



Additional information about the university's capital assets is presented in the notes to financial statements.

Debt Administration

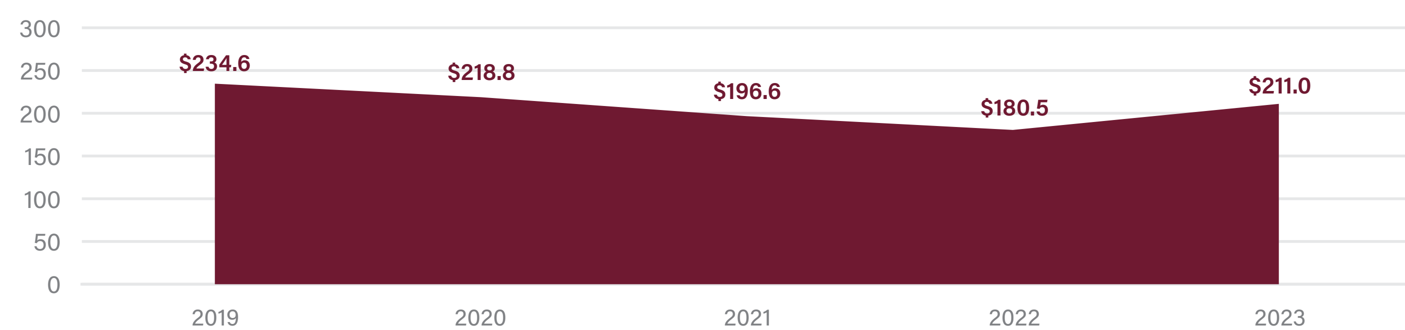
As of June 30, 2023, the university had $211 million in outstanding capital improvement debt payable, representing an increase of $30.5 million, or 16.9 percent, from the prior fiscal year. The increase is related to debt issued during the 2022-23 fiscal year to finance a portion of the cost of constructing the new student union on the main campus of the university.

Effective July 1, 2022, the university reclassified long-term debt previously reported as other noncurrent liabilities to loans and notes payable and added right-to-use subscription-based information technology arrangements, due to the implementation of GASB Statement No. 96, *Subscription-Based Information Technology Arrangements*.

Long-Term Debt, at June 30
(In Thousands)

	2023	2022
Capital Improvement Debt Payable	$ 210,987	$ 180,473
Loans and Notes Payable	6,492	-
Right-to-Use Leases Payable	10,200	6,551
Right-to-Use SBITA Payable	63,886	-
Other Noncurrent Liabilities	-	7,833
Total	**$ 291,565**	**$ 194,857**

CAPITAL IMPROVEMENT DEBT PAYABLE ($ IN MILLIONS)



Additional information about the university's long-term debt is presented in Note 10 to the financial statements.

Statement of Revenues, Expenses, and Changes in Net Position

The statement of revenues, expenses, and changes in net position presents the university's revenue and expense activity, categorized as operating and nonoperating. Revenues and expenses are recognized when earned or incurred, regardless of when cash is received or paid.

Condensed Statement of Revenues, Expenses, and Changes in Net Position For the Fiscal Years

(In Thousands)

	2022-23	2021-22
Operating Revenues	$ 888,120	$ 798,139
Less, Operating Expenses	(1,630,113)	(1,512,026)
Operating Loss	**(741,993)**	**(713,887)**
Net Nonoperating Revenues	888,162	840,225
Income (Loss) Before Other Revenues	**146,169**	**126,338**
Other Revenues	32,568	64,858
Net Increase in Net Position	**178,737**	**191,196**
Net Position, Beginning of Year	2,326,125	2,134,929
Net Position, End of Year	**$ 2,504,862**	**$ 2,326,125**

Revenues

Revenues

(In Thousands)

	2022-23	2021-22
Net Tuition and Fees	$ 307,785	$ 314,240
Grants and Contracts	256,816	231,025
Sales and Services of Auxiliary Enterprises	313,200	241,966
Other	10,319	10,908
Operating Revenues	**888,120**	**798,139**
State Noncapital Appropriations	600,076	519,136
Federal and State Student Financial Aid	172,020	227,680
Noncapital Grants, Contracts, and Gifts	78,369	132,559
Other	51,754	(32,802)
Nonoperating Revenues	**902,219**	**846,573**
State Capital Appropriations	24,711	15,297
Capital Grants, Contracts, Donations, and Fees	7,857	49,561
Other Revenues	**32,568**	**64,858**
Total Revenues	**$ 1,822,907**	**$ 1,709,570**

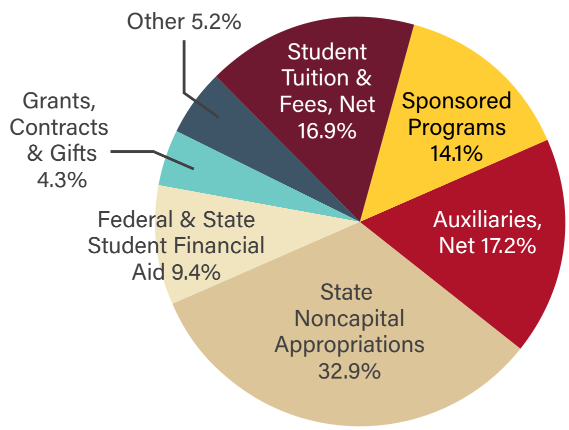
The university's total operating revenues were higher by $90 million, or 11.3 percent, over the 2021-22 fiscal year. Net tuition and fees were down $6.5 million, representing a decrease of only 2.1 percent. The $25.8 million, or 11.2 percent, increase in grants and contracts revenues resulted mainly from an increase in federal grants and contracts activity at the National High Magnetic Field Laboratory (NHMFL) and College of Nursing. Sales and services of auxiliary enterprises increased by $71.2 million, or 29.4 percent, with the largest driver of the overall auxiliary revenue increase driven by the Northwest Regional Data Center, which absorbed the State's data center operations at the beginning of the fiscal year.

Nonoperating revenues increased by $55.6 million, or 6.6 percent, from the 2021-22 fiscal year. Significant growth in recurring General Revenue and Lottery appropriations as part of the State of Florida's overall budget drove the $80.9 million, or 15.6 percent, increase in State noncapital appropriations. Federal and State student financial aid decreased by $55.7 million, or 24.4 percent, whereas noncapital grants, contracts, and gifts were lower by $54.2 million, or 40.9 percent. Both decreases were due to the completion of the Higher Education Emergency Relief Fund (HEERF) grant program in the prior fiscal year. Other nonoperating revenues increased by $84.6 million, or 257.8 percent, mainly due to increases in investment income of $13.5 million and the change in the fair value of underlying securities held in the State Treasurer's Investment Pool of $71.3 million.

Other revenues, which are comprised of capital appropriations, grants, contracts, donations, and fees, decreased by $32.3 million, or 49.8 percent, primarily due to a one-time capital donation of $44 million related to the IRCB in the prior fiscal year which was slightly offset by an increase in State capital appropriations of $9.4 million during the current fiscal year.

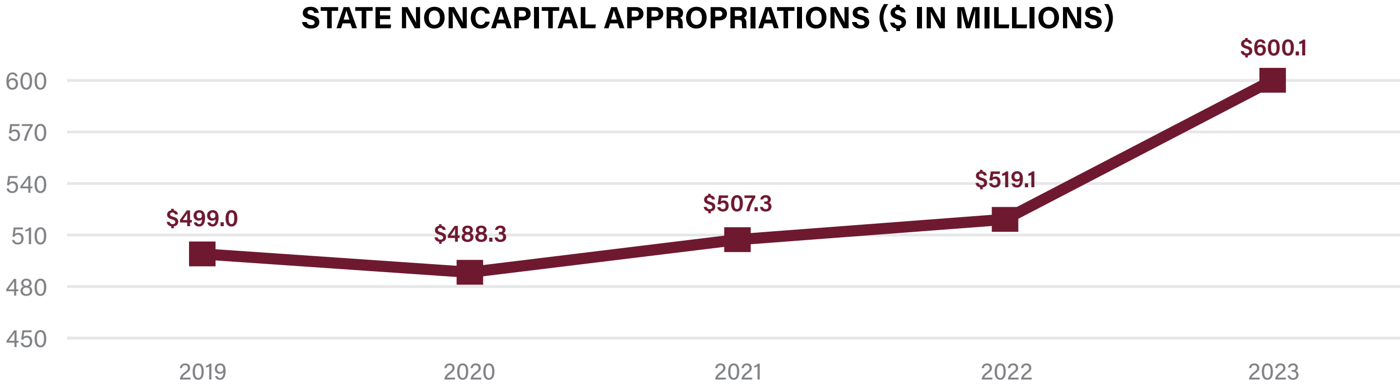
Generally, the university has a diversified revenue base. The single largest major source generated a third of total revenues in fiscal year 2023.

2023 REVENUES BY MAJOR SOURCE



While revenues are well diversified, the university's largest source, State noncapital appropriations, have been steadily rising over the past five years. This rise highlights the consistent support the university receives from the State of Florida.

STATE NONCAPITAL APPROPRIATIONS ($ IN MILLIONS)



Expenses

Expenses are categorized as operating or nonoperating. The majority of the university's expenses are operating expenses as defined by GASB Statement No. 35. GASB gives financial reporting entities the choice of reporting operating expenses in the functional or natural classifications. The university has chosen to report the expenses in their natural classification on the statement of revenues, expenses, and changes in net position and has displayed the functional classification in the notes to financial statements.

Expenses
(In Thousands)

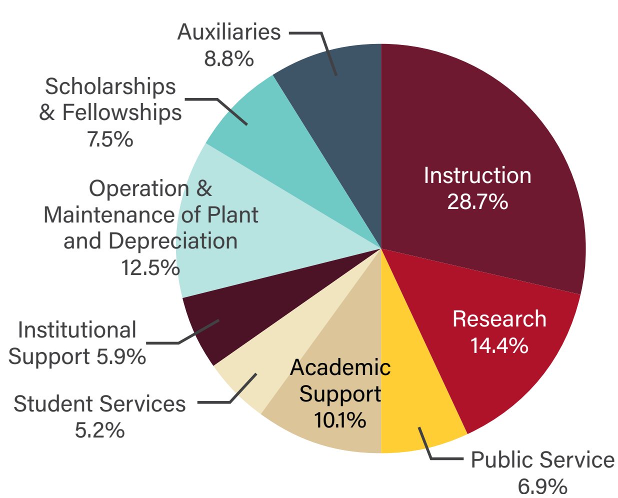
		2022-23		2021-22
Compensation and Employee Benefits	$	950,888	$	869,671
Services and Supplies		404,689		338,689
Utilities and Communications		42,724		35,566
Scholarships and Fellowships		122,137		172,537
Depreciation		109,675		95,563
Operating Expenses		**1,630,113**		**1,512,026**
Nonoperating Expenses		**14,057**		**6,348**
Total Expenses	**$**	**1,644,170**	**$**	**1,518,374**

Operating expenses increased by $118.1 million, or 7.8 percent, over the 2021-22 fiscal year. Compensation and employee benefits were higher by $81.2 million, or 9.3 percent, partially due to the university's proportional share of the State's net pension and other postemployment benefit expenses, which saw a $34.5 million net increase. Excluding these charges, compensation and employee benefits otherwise rose by $46.7 million, or 5.4 percent, primarily due to salary increases for university personnel. Expenses for services and supplies grew by $66 million, or 19.5 percent, which was attributable to a variety of factors. Some of the most significant drivers were the addition of the State's data center, increased activity at the NHMFL, and higher travel expenses. Utilities and communications expenses rose by $7.2 million, or 20.1 percent, due to a combination of increases in demand and rates for electrical and other utility services as well as communication network materials and supplies. Scholarships and Fellowships were lower by $50.4 million, or 29.2 percent, mainly due to the completion of student aid disbursed under the HEERF grant program in the prior fiscal year.

Nonoperating expenses increased by $7.7 million, or 121.4 percent, mainly due to increases in interest on capital asset-related debt of $3.5 million resulting from a bond issue for the cost of constructing the new student union, and the change in the disposal of capital assets of $3.7 million.

A proportional breakdown of operating expenses by functional classification follows.

2023 OPERATING EXPENSES BY FUNCTION



Statement of Cash Flows

The statement of cash flows provides information about the university's financial results by reporting the major sources and uses of cash and cash equivalents. This statement will assist in evaluating the university's ability to generate net cash flows, its ability to meet its financial obligations as they come due, and its need for external financing. Cash flows from operating activities show the net cash used by the operating activities of the university. Cash flows from capital financing activities include all plant funds and related long-term debt activities. Cash flows from investing activities show the net source and use of cash related to purchasing or selling investments and earning income on those investments. Cash flows from noncapital financing activities include those activities not covered in other sections.

Condensed Statement of Cash Flows

(In Thousands)

	2022-23	2021-22
Cash Provided (Used) by:		
Operating Activities	$ (640,032)	$ (621,858)
Noncapital Financing Activities	857,659	864,789
Capital and Related Financing Activities	(46,962)	(91,376)
Investing Activities	(166,122)	(146,779)
Net Increase (Decrease) in Cash and Cash Equivalents	**4,543**	**4,776**
Cash and Cash Equivalents, Beginning of Year	17,455	12,679
Cash and Cash Equivalents, End of Year	**$ 21,998**	**$ 17,455**

Major sources of funds came from State noncapital appropriations ($600.3 million), net student tuition and fees ($306.2 million), grants and contracts ($250.8 million), sales and services of auxiliary enterprises ($306.5 million), and Federal and State student financial aid ($172 million). Major uses of funds were for payments made to and on behalf of employees ($940.4 million), payments to suppliers ($453 million), payments to and on behalf of students for scholarships ($122.1 million), and the purchase or construction of capital assets ($110.7 million).

ECONOMIC FACTORS THAT WILL AFFECT THE FUTURE

As a public institution, the condition of the State of Florida's economy is the primary factor impacting the university's future. In July 2023, the Florida Economic Estimating Conference adopted a new forecast for the State's economy, which while largely unchanged from its previous estimate, did show a small increase in General Revenue collections. The Conference anticipates that economic expansion of the State's economy will drop from the healthy 3 percent experienced for the 2022-23 fiscal year to a more characteristic 2.5 percent for the 2023-24 fiscal year as economic imbalances continue to weigh on the economy. Thereafter, it is expected to grow 1.7 and 2.4 percent for the 2024-25 and 2026-27 fiscal years, respectively.

The university's 2023-24 operating budget adopted by the Florida Legislature included total recurring General Revenue and Lottery funding for the University of $627.9 million, which represented a 21.4 percent increase as compared to the prior fiscal year. This year's record-breaking State budget was the single largest factor behind the double-digit percentage increase to the university's operating budget. Also, State Capital Appropriations exceeded $100 million for various capital projects across campus. These included $40 million for the Dittmer Chemistry Laboratory, $30 million for the Academic Support Building, $20 million for the FAMU/FSU College of Engineering, and $10 million for the Veterans Legacy Complex.

The Florida Legislature's recent investment in FSU Health will give the university a vehicle for not only growing its research portfolio, but also to build a clinical practice and health education that translates research into services for patients across the Big Bend and Panhandle – and eventually to the State and nation. FSU Health will transform how our community accesses world-class health care and will measurably improve health outcomes in the region.

Moving forward, FSU will continue to strategically invest in areas that will contribute to student success and help advance our goals as we strive for even greater academic and research excellence.

REQUESTS FOR INFORMATION

Questions concerning information provided in the MD&A or other required supplemental information, and financial statements and notes thereto, or requests for additional financial information should be addressed to the University Controller's Office, Florida State University, 2200A University Center, Tallahassee, Florida 32306.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STATEMENT OF NET POSITION

AS OF JUNE 30, 2023 (in thousands)

	UNIVERSITY	COMPONENT UNITS
ASSETS		
Current Assets:		
Cash and Cash Equivalents	$ 20,805	$ 36,494
Investments	969,768	183,622
Accounts Receivable, Net	67,873	15,409
Loans and Notes Receivable, Net	394	235
Leases Receivable	448	197
Due from State	246,275	554
Due from Component Units/University	4,511	37,308
Inventories	2,736	167
Other Current Assets	14,803	5,845
Total Current Assets	**1,327,613**	**279,831**
Noncurrent Assets:		
Restricted Cash and Cash Equivalents	1,193	47,122
Restricted Investments	282,485	929,908
Loans and Notes Receivable, Net	3,473	41,954
Leases Receivable	7,245	-
Depreciable Capital Assets, Net	1,893,822	250,617
Nondepreciable Capital Assets	268,326	15,345
Other Noncurrent Assets	3,593	196,756
Total Noncurrent Assets	**2,460,137**	**1,481,702**
TOTAL ASSETS	**3,787,750**	**1,761,533**
DEFERRED OUTFLOWS OF RESOURCES		
Related to Pensions	**117,826**	**-**
Related to Other Postemployment Benefits	**64,117**	**-**
Loss on Debt Refunding	-	**1,115**
LIABILITIES		
Current Liabilities:		
Accounts Payable	$ 20,706	$ 16,292
Construction Contracts Payable	16,312	-
Salaries and Wages Payable	20,363	89
Deposits Payable	3,523	23
Due to Component Units/University	37,889	5,204
Unearned Revenue	298,503	11,149
Other Current Liabilities	1,056	8,404
Long-Term Liabilities - Current Portion:		
Capital Improvement Debt Payable	17,263	-
Bonds Payable	-	7,078
Loans and Notes Payable	1,330	1,296
Right-to-Use Leases Payable	1,464	1,328
Right-to-Use SBITA Payable	7,798	588
Accrued Self-Insurance Claims	17	-
Compensated Absences Payable	7,495	36
Other Postemployment Benefits Payable	4,143	-
Revenue Received in Advance	2,886	28,055
Net Pension Liability	64	-
Other Noncurrent Liabilities	703	-
Total Current Liabilities	**441,515**	**79,542**

STATEMENT OF NET POSITION

AS OF JUNE 30, 2023 (in thousands)

	UNIVERSITY	COMPONENT UNITS
Noncurrent Liabilities:		
Capital Improvement Debt Payable	193,724	-
Bonds Payable	-	122,416
Loans and Notes Payable	5,162	86,485
Right-to-Use Leases Payable	8,736	4,512
Right-to-Use SBITA Payable	56,088	214
Accrued Self-Insurance Claims	532	-
Compensated Absences Payable	85,119	814
Other Postemployment Benefits Payable	160,626	-
Revenue Received in Advance	18,193	5,398
Net Pension Liability	338,236	-
Other Noncurrent Liabilities	1,848	14,596
Total Noncurrent Liabilities	**868,264**	**234,435**
TOTAL LIABILITIES	**1,309,779**	**313,977**
DEFERRED INFLOWS OF RESOURCES		
Related to Pensions	**20,847**	**-**
Related to Other Postemployment Benefits	**126,811**	**-**
Leases	**7,394**	**3,042**
Split-Interest Agreements for Remainder Interests	**-**	**3,684**
Trusts Held by Others	**-**	**8,405**
Other	**-**	**1,455**
NET POSITION		
Net Investment in Capital Assets	$ 1,859,158	$ 87,334
Restricted for Nonexpendable, Endowment	-	571,532
Restricted for Expendable:		
Debt Service	333	53,898
Loans	4,367	-
Capital Projects	242,967	82,933
Other	216,927	9,353
Endowment	-	450,007
Unrestricted	181,110	177,028
TOTAL NET POSITION	**$ 2,504,862**	**$ 1,432,085**

The accompanying notes to financial statements are an integral part of this statement.

STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION

FOR THE FISCAL YEAR ENDED JUNE 30, 2023 (in thousands)

	UNIVERSITY	COMPONENT UNITS
OPERATING REVENUES		
Student Tuition and Fees, Net of Scholarship Allowances of $141,224	$ 307,785	$ -
Federal Grants and Contracts	215,303	-
State and Local Grants and Contracts	26,110	-
Nongovernmental Grants and Contracts	15,403	-
Sales and Services of Auxiliary Enterprises, Net of Scolarship Allowances of $20,113	313,200	-
Sales and Services of Component Units	-	47,408
Royalties and Licensing Fees	-	5,221
Gifts and Donations	-	90,168
Interest on Loans and Notes Receivable	674	-
Other Operating Revenues	9,645	17,216
Total Operating Revenues	**888,120**	**160,013**
OPERATING EXPENSES		
Compensation and Employee Benefits	950,888	34,653
Services and Supplies	404,689	143,307
Utilities and Communications	42,724	73
Scholarships and Fellowships	122,137	-
Depreciation	109,675	13,419
Total Operating Expenses	**1,630,113**	**191,452**
OPERATING LOSS	**(741,993)**	**(31,439)**
NONOPERATING REVENUES (EXPENSES)		
State Noncapital Appropriations	600,076	-
Federal and State Student Financial Aid	172,020	-
Noncapital Grants, Contracts, and Gifts	78,369	1,336
Investment Income, Net of Expenses	20,926	35,624
Net Increase in the Fair Value of Investments	29,009	34,913
Other Nonoperating Revenues	1,819	6,255
Gain (Loss) on Disposal of Capital Assets	(1,630)	(733)
Interest on Capital Asset-Related Debt	(11,438)	(7,543)
Other Nonoperating Expenses	(989)	(23,483)
NET NONOPERATING REVENUES (EXPENSES)	**888,162**	**46,369**
Income (Loss) Before Other Revenues	**146,169**	**14,930**
State Capital Appropriations	24,711	-
Capital Grants, Contracts, Donations, and Fees	7,857	50,612
Additions to Permanent Endowments	-	23,868
Increase (Decrease) in Net Position	**178,737**	**89,410**
Net Position, Beginning of Year	2,326,125	1,342,675
NET POSITION, END OF YEAR	**$ 2,504,862**	**$ 1,432,085**

The accompanying notes to financial statements are an integral part of this statement.

STATEMENT OF CASH FLOWS FOR THE FISCAL YEAR ENDED JUNE 30, 2023 (in thousands)

	UNIVERSITY
CASH FLOWS FROM OPERATING ACTIVITIES	
Tuition and Fees, Net	$ 306,154
Grants and Contracts	250,800
Sales and Services of Auxiliary Enterprises	306,534
Interest on Loans Receivable	674
Other Operating Receipts	11,150
Payments to Employees	(940,371)
Payments to Suppliers for Goods and Services	(452,974)
Payments to Students for Scholarships and Fellowships	(122,137)
Self-Insurance Claims	53
Collections on Loans to Students	85
Net Cash Used by Operating Activities	**(640,032)**
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES	
State Noncapital Appropriations	600,339
Noncapital Grants, Contracts, and Gifts	79,321
Federal and State Student Financial Aid	172,020
Federal Direct Loan Program Receipts	156,155
Federal Direct Loan Program Disbursements	(156,499)
Net Change in Funds Held for Others	(265)
Other Nonoperating Receipts	9,338
Other Nonoperating Disbursements	(2,750)
Net Cash Provided by Noncapital Financing Activities	**857,659**
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES	
Proceeds from Capital Debt	75,539
State Capital Appropriations	57,014
Capital Grants, Contracts, Donations, and Fees	3,237
Capital Subsidies and Transfers	40
Purchase or Construction of Capital Assets	(110,710)
Principal Paid on Capital Debt, and Leases, and SBITA	(59,877)
Interest Paid on Capital Debt, and Leases, and SBITA	(12,843)
Principal Received on Leases	429
Interest Received on Leases	209
Net Cash Used by Capital and Related Financing Activities	**(46,962)**
CASH FLOWS FROM INVESTING ACTIVITIES	
Proceeds from Sales and Maturities of Investments	1,432,362
Purchase of Investments	(1,618,574)
Investment Income	20,090
Net Cash Used by Investing Activities	**(166,122)**
Net Increase in Cash and Cash Equivalents	4,543
Cash and Cash Equivalents, Beginning of Year	17,455
Cash and Cash Equivalents, End of Year	**$ 21,998**
RECONCILIATION OF OPERATING LOSS TO NET CASH USED BY OPERATING ACTIVITIES	
Operating Loss	$ (741,993)
Adjustments to Reconcile Operating Loss to Net Cash Used by Operating Activities	
Depreciation Expense	109,675
Change in Assets, Liabilities, Deferred Outflows of Resources, and Deferred Inflows of Resources:	
Other Receivables, Net	(13,942)
Inventories	(140)
Loans and Notes Receivable, Net	(478)
Deferred Charges and Other Assets	608
Accounts Payable	5,407
Salaries and Wages Payable	2,127
Self-Insurance Claims	53
Deposits Payable	3
Compensated Absences Payable	5,997
Other Postemployment Benefits Payable	(37,726)
Unearned Revenue	2,427
Pension Liability	208,312
Pension Deferred Outflows	(23,958)
Pension Deferred Inflows	(184,020)
Other Postemployment Benefits Deferred Outflows	(8,921)
Other Postemployment Benefits Deferred Inflows	48,704
Other Liabilities	(12,167)
NET CASH USED BY OPERATING ACTIVITIES	**$ (640,032)**

SUPPLEMENTAL DISCLOSURE OF NONCASH CAPITAL AND RELATED FINANCING AND INVESTING ACTIVITIES

The following items were recognized on the statement of revenues, expenses, and changes in net position, but are not cash transactions for the statement of cash flows:

Unrealized gains on investments	$ 29,009
Losses on disposal of capital assets	$ (1,630)

The accompanying notes to financial statements are an integral part of this statement.

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

The university is a separate public instrumentality that is part of the State university system of public universities, which is under the general direction and control of the Florida Board of Governors. The university is directly governed by a Board of Trustees (Trustees) consisting of thirteen members. The Governor appoints six citizen members and the Board of Governors appoints five citizen members. These members are confirmed by the Florida Senate and serve staggered terms of five years. The chair of the faculty senate and the president of the student body of the university are also members. The Board of Governors establishes the powers and duties of the Trustees. The Trustees are responsible for setting policies for the university, which provide governance in accordance with State law and Board of Governors' Regulations. The Trustees select the University President. The University President serves as the Executive Officer and the Corporate Secretary of the Trustees and is responsible for administering policies prescribed by the Trustees.

Criteria for defining the reporting entity are identified and described in the Governmental Accounting Standards Board's (GASB) *Codification of Governmental Accounting and Financial Reporting Standards*, Sections 2100 and 2600. These criteria were used to evaluate potential component units for which the primary government is financially accountable and other organizations for which the nature and significance of their relationship with the primary government are such that exclusion would cause the primary government's financial statements to be misleading. Based on the application of these criteria, the university is a component unit of the State of Florida, and its financial balances and activities are reported in the State's Annual Comprehensive Financial Report by discrete presentation.

Discretely Presented Component Units

Based on the application of the criteria for determining component units, the following organizations met all of the financial accountability criteria necessary for inclusion as discretely presented component units and therefore are included within the university reporting entity, or are included based on the nature and significance of their relationship with the university.

These organizations and their purposes are explained as follows:

- **The Florida State University Foundation, Inc. (Foundation)** - The university's fundraising and private support programs are accounted for and reported separately by the Foundation. The Foundation revenues include unrestricted and restricted gifts and grants, rental income, and investment income. The Foundation expenses include scholarship distributions to students and departmental faculty, staff development support, various memorials and class projects, departmental research, and administrative costs of the Foundation's development program.
- **Seminole Boosters, Inc. (Boosters)** - The primary purpose of the Boosters is to stimulate and promote the education, health, and physical welfare of university students by providing financial support from the private sector for the Intercollegiate Athletic Program. Funds raised by the Boosters are utilized for scholarships, recruiting expenses, and authorized travel and entertainment in accordance with the rules and regulations of the National Collegiate Athletic Association. The Boosters' financial information includes the activities of the Florida State University Financial Assistance, Inc., as a blended component unit.
- **The Florida State University Research Foundation, Inc. (Research Foundation)** - The Research Foundation was established to promote and assist the research and training activities of the university through income from contracts, grants, and other sources, including income derived from the development and commercialization of the university's work products.
- **Florida State University International Programs Association, Inc. (International Programs Association)** - The purpose of the International Programs Association is to promote intercultural activities among students, educators, and others. It provides teaching, studying, research, and conference opportunities to U.S. students, scholars, and other professionals and community groups through Florida State University Study-Abroad Programs in England, Italy, Costa Rica, and other sites.
- **Florida State University Schools, Inc. (School)** - The School is a charter school established pursuant to Section 1002.33(5)(a), Florida Statutes. The School provides a setting where university faculty, School faculty, and graduate students can design, demonstrate, and analyze the effectiveness of new instructional materials, technological advances, and strategies under controlled conditions. It also offers an environment for the systematic research, evaluation, and development of commercial or prototype materials and techniques adaptable to other Florida public schools and is supported by School and university researchers or private sector partners.
- **Florida State University Alumni Association, Inc. (Alumni Association)** - The Alumni Association serves as a connecting link between alumni and the university. The nature and purpose of the Alumni Association is to aid, strengthen, and expand the university and its alumni. The Alumni Association utilizes private gifts, devises, other contributions, and advertising income to publish and exchange information with university alumni, to assist the university's development programs, and to provide public and community service.
- **The John and Mable Ringling Museum of Art Foundation, Inc. (Ringling Museum Foundation)** - The Ringling Museum Foundation was established to provide charitable and educational aid to the university's John and Mable Ringling Museum of Art.
- **Florida Medical Practice Plan, Inc. (FMPP)** - FMPP's purpose is to improve and support medical education in the Florida State University College of Medicine.

- **Florida State University Magnet Research and Development, Inc. (Magnet Research and Development)** - The Magnet Research and Development organization was incorporated to promote, encourage, and assist the research and training activities of faculty, staff, and students of the university and specifically to design, develop, invent, assemble, construct, test, repair, maintain, and fabricate magnets or magnet systems of any type or design.
- **The Florida State University Real Estate Foundation, Inc. (Real Estate Foundation)** - The Real Estate Foundation was established to receive, hold, manage, lease, develop, or sell real estate, and to make expenditures, grants, and contributions to or for the benefit of the university.
- **The Florida State University College of Business Student Investment Fund, Inc. (Student Investment Fund)** - The Student Investment Fund was established to support a student managed investment fund and other FSU College of Business programs.
- **Florida State University Athletics Association, Inc. (Athletics Association)** - The Athletics Association was established to administer varsity collegiate athletics for and on behalf of Florida State University, including oversight, governance, and coordination between the Department of Intercollegiate Athletics and Seminole Boosters, Inc.
- **Florida State University Panama City Developmental Laboratory Charter School, Inc. (The Collegiate School)** - The Collegiate School was established to provide a quality education for all students enrolled in the program that prepares graduates for success in post-secondary education and the workplace with the committed involvement of post-secondary, business, and community partners. There was no activity during the 2022-23 fiscal year.

An annual audit of each operational organization's financial statements is conducted by independent certified public accountants. The annual reports are submitted to the Auditor General and the university Board of Trustees. Additional information on the university's discretely presented component units, including copies of audit reports, is available by contacting the University Controller. Condensed financial statements for the university's discretely presented component units are disclosed in a subsequent note.

Basis of Presentation

The university's accounting policies conform with accounting principles generally accepted in the United States of America applicable to public colleges and universities as prescribed by GASB. The National Association of College and University Business Officers (NACUBO) also provides the university with recommendations prescribed in accordance with generally accepted accounting principles promulgated by GASB which allows public universities various reporting options. The university has elected to report as an entity engaged in only business-type activities. This election requires the adoption of the accrual basis of accounting and entity wide reporting including the following components:

- Management's Discussion and Analysis
- Basic Financial Statements:
  - Statement of Net Position
  - Statement of Revenues, Expenses, and Changes in Net Position
  - Statement of Cash Flows
  - Notes to Financial Statements
- Other Required Supplementary Information

The statement of net position is presented in a classified format to distinguish between current and noncurrent assets and liabilities. The statement of revenues, expenses, and changes in net position is presented by major sources of operating revenues, natural classifications of operating expenses, nonoperating revenues and expenses, and all other activity not otherwise classified. The statement of cash flows is presented using the direct method in compliance with GASB Statement No. 9, *Reporting Cash Flows of Proprietary and Nonexpendable Trust Funds and Governmental Entities That Use Proprietary Fund Accounting*.

Measurement Focus and Basis of Accounting

The university's and its discretely presented component units' financial statements are presented using the economic resources measurement focus, which aims to report all inflows, outflows, and balances affecting or reflecting an entity's net position, and the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned, and expenses are recorded when an obligation has been incurred. All significant intra-agency transactions have been eliminated.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and cash in demand accounts. University cash deposits are held in banks qualified as public depositories under Florida law. All such deposits are insured by Federal depository insurance, up to specified limits, or collateralized with securities held in Florida's multiple financial institution collateral pool required by Chapter 280, Florida Statutes. Cash and cash equivalents that are externally restricted to make debt service payments, maintain sinking or reserve funds, or to purchase or construct capital or other restricted assets, are classified as restricted.

Investments and Fair Value Measurement

The university categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets, Level 2 inputs are significant other observable inputs, and Level 3 inputs are significant unobservable inputs.

Other Current Assets

Other Current Assets are primarily made up of prepaid items, which represent payments for goods and services that will benefit future periods.

Capital Assets

University capital assets consist of land, works of art and historical treasures, construction in progress, buildings, infrastructure and other improvements, furniture and equipment, library resources, right-to-use assets, and computer software. These assets are capitalized and recorded at cost at the date of acquisition or at acquisition value at the date received in the case of gifts and purchases of State surplus property, except for right-to-use assets as discussed below. Additions, improvements, and other outlays that significantly extend the useful life of an asset are capitalized. Other costs incurred for repairs and maintenance are expensed as incurred. The university has a capitalization threshold of $5,000 for tangible personal property, $100,000 for buildings and other improvements, and $4,000,000 for intangible assets.

Depreciation is computed on the straight-line basis over the following estimated useful lives:

- Buildings, Infrastructure and Other Improvements – 10 to 50 years
- Furniture and Equipment – 3 to 20 years
- Library Resources - 10 years
- Computer Software – 5 years

Leases

Leases consist of contracts that convey control of the right to use an underlying asset as specified in the contract for a period of time in an exchange or exchange-like transaction. The university recognizes a lease receivable and deferred inflow of resources when it is the lessor party to a contract, or an intangible right-to-use lease asset and lease liability when it is the lessee party to a contract. The expected receipts or payments are discounted using the interest rate stated in the contract, if available, or are otherwise discounted using an estimated incremental borrowing rate. The university applies a materiality threshold of $5,000 for equipment and $100,000 for space based on the present value of expected receipts or payments over the term of the contract. Lease amounts are amortized over the shorter of the contract term or the useful life of the underlying asset.

Noncurrent Liabilities

Noncurrent liabilities include capital improvement debt payable, loans and notes payable, leases payable, SBITA payable, accrued self-insurance claims, compensated absences payable, other postemployment benefits payable, revenue received in advance, net pension liability, and other noncurrent liabilities that are not scheduled to be paid within the next fiscal year. Capital improvement debt payable is reported net of unamortized premium or discount. The university amortizes debt premiums and discounts over the life of the debt using the straight-line method.

Compensated Absences

Employees earn vacation and sick leave each pay period and can carryforward unused balances up to certain amounts each calendar year. The university calculates the compensated absences liability based on recorded balances of unused leave as of the end of the fiscal year for which the university expects to compensate employees through paid time off or cash payments at termination. Upon termination of employment, employees are entitled to be paid for any accumulated unused leave up to the maximum allowable amounts.

Subscription-Based Information Technology Arrangements

Subscription-based information technology arrangements consist of contracts that convey control of the right to use another party's information technology software as specified in the contract for a period of time in an exchange or exchange-like transaction. The university recognizes an intangible right-to-use SBITA asset and liability. The expected payments are discounted using the interest rate stated in the contract, if available, or are otherwise discounted using an estimated incremental borrowing rate. The university applies a materiality threshold of $4,000,000 based on the present value of expected payments over the term of the contract. Amounts are amortized over the shorter of the contract term or the useful life of the underlying asset.

Pensions

For the purposes of measuring the net pension liabilities, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net positions of the Florida Retirement System (FRS) defined benefit plan and the Health Insurance Subsidy (HIS) defined benefit plan and additions to/deductions from the FRS and HIS fiduciary net positions have been determined on the same basis as they are reported by the FRS and HIS plans. Benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with benefit terms. Investments are reported at fair value.

Other Postemployment Benefits

For the purposes of measuring the net postemployment benefit liability, deferred outflows of resources and deferred inflows of resources related to postemployment benefits, and benefit expense, information about the fiduciary net positions of the Florida Division of State Group Insurance Other Postemployment Benefits Plan (OPEB Plan) and additions to/deductions from the OPEB Plan fiduciary net positions have been determined on the same basis as they are reported by the OPEB Plan. Benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with benefit terms. Investments are reported at fair value.

Net Position

The university's components of net position are classified as follows:

Net Investment in Capital Assets - Represents the university's total investment in capital assets, net of accumulated depreciation and net of outstanding debt obligations and deferred outflows/inflows of resources related to those capital assets.

Nonexpendable Restricted Net Position - Consists of endowment and similar type funds in which donors or other outside sources have stipulated, as a condition of the gift instrument, that the principal is to be maintained inviolate and in perpetuity, and invested for the purpose of producing present and future income, which may be expendable or added to principal. All endowment and similar type funds are held by the university's component units.

Expendable Restricted Net Position - Includes resources in which the university is legally or contractually obligated to spend resources in accordance with restrictions imposed by external third parties.

Unrestricted Net Position - Represents resources derived from student tuition and fees, State appropriations, and the sales and services of auxiliary enterprises. These resources are used for transactions relating to the educational and general operations of the university and may be used at the discretion of the governing board to meet current expenses for any purpose.

When both restricted and unrestricted resources are available to fund certain programs, generally it is the university's policy to first apply the restricted resources to such programs, followed by the use of the unrestricted resources.

Operating Revenues and Expenses

The university's principal operating activities consist of instruction, research, and public service. Operating revenues include activities that have characteristics of exchange transactions, such as student fees, net of scholarship discounts and allowances; sales and services of auxiliary enterprises; and Federal, State, local and nongovernmental grants and contracts.

Operating expenses include scholarships and fellowships for students, operation and maintenance of capital assets, depreciation on capital assets, and all other fiscal transactions directly related to the university's principal operating activities as well as those related to the academic and general administration of the university.

Scholarship Discounts and Allowances

Student tuition and fee revenues, and certain other revenue from students, are reported net of scholarship discounts and allowances, which are the differences between the stated charge for goods and services provided by the university and the amount that is actually paid by a student or a third party making payment on behalf of the student. Certain governmental grants, such as Pell grants, and other Federal, State, or nongovernmental programs, such as the Florida Bright Futures Program, are recorded as nonoperating revenues in the university's financial statements. To the extent that revenues from such programs are used to satisfy tuition and fees and other student charges, the university has recorded a scholarship discount and allowance.

The university applied the "Direct Method" as prescribed in NACUBO Advisory Report 2000-05 to determine the reported net scholarship discounts and allowances.

Nonoperating Revenues and Expenses

Nonoperating revenues include activities that have characteristics of nonexchange transactions, such as gifts and contributions, and other revenue sources that are defined as nonoperating revenues by GASB Statement No. 9, *Reporting Cash Flows of Proprietary and Nonexpendable Trust Funds and Governmental Entities That Use Proprietary Fund Accounting*, and GASB Statement No. 35, *Basic Financial Statements – and Management's Discussion and Analysis – for Public Colleges and Universities*, as amended by GASB Statements Nos. 37 and 38. Nonoperating revenues include State noncapital appropriations; Federal and State student financial aid; Noncapital grants, contracts, and gifts; and investment income. Nonoperating expenses include interest on capital asset-related debt and losses on the disposal of capital assets.

2. REPORTING CHANGES

The university implemented GASB Statement No. 96, *Subscription-Based Information Technology Arrangements*. This statement establishes that a subscription-based information technology arrangement (SBITA) results in a right-to-use subscription asset and a corresponding liability. As a result of implementation, changes were made to Note 8 Capital Assets, and Note 10 Long-Term Liabilities. There was no effect to beginning net position.

3. UNRESTRICTED NET POSITION

The university had an unrestricted net position of $181,109,556 at June 30, 2023. This includes the full recognition of long-term liabilities expected to be financed in future years. The effect of these items on the university's unrestricted net position is shown below:

Description		Amount
Total Unrestricted Net Position Before Recognition of Long-Term Liabilities, Deferred Outflows of Resources, and Deferred Inflows of Resources	$	742,507,678
Amount Expected to be Financed in Future Years:		
Compensated Absences Payable		92,614,663
Other Postemployment Benefits Payable and Related Deferred Outflows of Resources and Deferred Inflows of Resources		227,463,150
Net Pension Liability and Related Deferred Outflows of Resources and Deferred Inflows of Resources		241,320,309
Total Amount Expected to be Financed in Future Years		(561,398,122)
Total Unrestricted Net Position	**$**	**181,109,556**

4. INVESTMENTS

Section 1011.42(5), Florida Statutes, authorizes universities to invest funds with the State Treasury and State Board of Administration (SBA) and requires that universities comply with the statutory requirements governing investment of public funds by local governments. Accordingly, universities are subject to the requirements of Chapter 218, Part IV, Florida Statutes. The university's Board of Trustees has adopted a written investment policy providing that surplus funds of the university shall be invested in those institutions and instruments permitted under the provisions of Florida Statutes. Pursuant to Section 218.415(16), Florida Statutes, the university is authorized to invest in the Florida PRIME investment pool administered by the SBA; interest-bearing time deposits and savings accounts in qualified public depositories, as defined in Section 280.02, Florida Statutes; direct obligations of the United States Treasury; obligations of Federal agencies and instrumentalities; securities of, or interests in, certain open-end or closed-end management type investment companies; Securities and Exchange Commission registered money market funds with the highest credit quality rating from a nationally recognized rating agency; and other investments approved by the university's Board of Trustees as authorized by law. Investments set aside to make debt service payments, maintain sinking or reserve funds, or to purchase or construct capital assets are classified as restricted.

The university's investments at June 30, 2023, are reported as follows:

Investments by Fair Value Level	Fair Value	Level 1	Level 2	Level 3
External Investment Pool:				
State Treasury Special Purpose Investment Account	$ 796,052,479	$ -	$ -	$ 796,052,479
State Board of Administration Debt Service Accounts	113,586	113,586	-	-
Mutual Funds:				
Bonds	8,238,401	8,238,401	-	-
Equities	4,032,186	4,032,186	-	-
Other Investments	8,875,312	-	-	8,875,312
Total Investments by Fair Value Level	**$ 817,311,964**	**$ 12,384,173**	**$ -**	**$ 804,927,791**
Investments at Amortized Cost				
SBA Florida PRIME	434,941,778			
Total Investments	**$ 1,252,253,742**			

Investments held by the university's component units at June 30, 2023, are reported as follows:

Investments by Fair Value Level	Fair Value	Level 1	Level 2	Level 3
Domestic Stocks	$ 107,692,252	$ 107,692,252	$ -	$ -
International Stocks	3,763,120	3,763,120	-	-
Mutual Funds	65,019,038	65,019,038	-	-
Real Estate Investments	4,190,000	-	-	4,190,000
Other Investments	144,309,482	16,003,811	-	128,305,671
Total Investments by Fair Value Level	**$ 324,973,892**	**$ 192,478,221**	**$ -**	**$ 132,495,671**
Investments Measured at the Net Asset Value (NAV)				
Domestic Stocks	180,015,522			
International Stocks	180,294,820			
Real Estate Investments	17,159,140			
Hedge Funds	93,054,399			
Private Credit	9,963,494			
Private Equity Funds	201,839,329			
Private Real Estate Funds	66,340,014			
Total Investments Measured at NAV	748,666,718			
Other				
SBA Florida PRIME	38,751,441			
Other Investments	1,137,715			
Total Other Investments	39,889,156			
Total Investments	**$ 1,113,529,766**			

The university's component units' investments measured at the net asset value (NAV), as of June 30, 2023, totaled $748,666,718 as follows:

Investments Measured at the NAV	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Domestic Stocks	$ 180,015,522	$ -	Daily to semi-annually	2–60 days
International Stocks	180,294,820	-	Daily to semi-annually	2–60 days
Real Estate Investments	17,159,140	-	Daily	2 days
Hedge Funds	93,054,399	2,334,252	Monthly to every 3 years	10–90 days
Private Credit	9,963,494	667,093		
Private Equity Funds	201,839,329	75,903,556		
Private Real Estate Funds	66,340,014	18,544,442		
Total Investments Measured at NAV	**$ 748,666,718**	**$ 97,449,343**		

Investments measured at net asset value are comprised of the following categories:

- Domestic Stocks - equity interests in domestic institutional pooled funds.
- International Stocks - equity interests in global and emerging market institutional pooled funds.
- Real Estate - equity interests in global real estate institutional pooled funds, and a real estate limited partnership.
- Hedge Funds - interests in offshore funds that invest both long and short in domestic and international equities as well as absolute return strategy interests in offshore funds that are designed to produce results that are largely independent of, or have low correlation to, the broader markets.
- Private Credit - fixed income investments in private debt.
- Private Equity - interests in several limited partnership funds that invest in private equity, venture capital, and distressed assets.
- Private Real Estate - interests in several limited partnership funds that invest in real estate and natural resources.

External Investment Pools

The university reported investments at fair value totaling $796,052,479 at June 30, 2023, in the State Treasury Special Purpose Investment Account (SPIA) investment pool, representing ownership of a share of the pool, not the underlying securities. Pooled investments with the State Treasury are not registered with the Securities and Exchange Commission. Oversight of the pooled investments with the State Treasury is provided by the Treasury Investment Committee per Section 17.575, Florida Statutes. The authorized investment types are set forth in Section 17.57, Florida Statutes. The SPIA carried a credit rating of AA-f by Standard & Poor's, had an effective duration of 3.02 years, and fair value factor of 0.9667 at June 30, 2023. Participants contribute to the Treasury Pool on a dollar basis. These funds are commingled and a fair value of the pool is determined from the individual values of the securities. The fair value of the securities is summed and a total pool fair value is determined. A fair value factor is calculated by dividing the pool's total fair value by the pool participants' total cash balances. The fair value factor is the ratio used to determine the fair value of an individual participant's pool balance. The university relies on policies developed by the State Treasury for managing interest rate risk or credit risk for this investment pool. Disclosures for the State Treasury investment pool are included in the notes to financial statements of the State's Annual Comprehensive Financial Report.

The university reported investments totaling $434,941,778 at June 30, 2023, in the Florida PRIME investment pool administered by the SBA pursuant to Section 218.405, Florida Statutes. The Research Foundation and Magnet Research and Development reported investments in Florida PRIME totaling $38,477,945 and $273,496, respectively, at June 30, 2023. These investments in the Florida PRIME investment pool, which the SBA indicates is a Securities and Exchange Commission Rule 2a7-like external investment pool, at June 30, 2023, are similar to money market funds in which shares are owned in the fund rather than the underlying investments. The Florida PRIME investment pool carried a credit rating of AAAm by Standard & Poor's and had a weighted average days to maturity (WAM) of 37 days as of June 30, 2023. A portfolio's WAM reflects the average maturity in days, based on final maturity or reset date, in the case of floating rate instruments. WAM measures the sensitivity of the Florida PRIME investment pool to interest rate changes. The investments in the Florida PRIME investment pool are reported at amortized cost.

State Board of Administration Debt Service Accounts

The university reported investments at fair value totaling $113,586 at June 30, 2023, in the SBA Debt Service Accounts. These investments are used to make debt service payments on bonds issued by the State Board of Education for the benefit of the university. The university's investments consist of United States Treasury securities, with maturity dates of six months or less, and are reported at fair value. The university relies on policies developed by the SBA for managing interest rate risk or credit risk for these accounts. Disclosures for the Debt Service Accounts are included in the notes to the financial statements of the State's Annual Comprehensive Financial Report.

Other Investments

In addition to external investment pools, the university and its discretely presented component units invested in various debt and equity securities, mutual funds, and real estate funds. The following are required risk disclosures applicable to investments of the university as well as its discretely presented component units.

Interest Rate Risk: Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The university has investments in bond mutual funds that are subject to interest rate risk. Additionally, investments of the university's discretely presented component units in debt securities, bonds and notes, and bond mutual funds are also subject to interest rate risk. These investments and their future maturities at June 30, 2023, are as follows:

		Investment Maturities (in years)		
	Fair Value	Less Than 1	1-10	Greater Than 10
University	$ 8,238,401	$ -	$ 8,238,401	$ -
Discretely Presented Component Units	$ 149,139,311	$ 229,352	$ 148,909,959	$ -

Credit Risk: Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Obligations of the United States government or obligations explicitly guaranteed by the United States government are not considered to have credit risk (by the GASB) and do not require disclosure of credit quality. The university and the university's discretely presented component units held bond mutual funds which have underlying investments with quality ratings by nationally recognized rating agencies at June 30, 2023, as follows:

	Fair Value	United States Government	AAA	AA/Aa	A/Ba	Less Than A/Ba or Not Rated
University	$ 8,238,401	$ -	$ -	$ 8,238,401	$ -	$ -
Discretely Presented Component Units	$ 149,139,311	$ 40,716,283	$ 45,645,929	$ 6,617,925	$ 46,176,255	$ 9,982,919

Custodial Credit Risk: Custodial credit risk is the risk that in the event of the failure of the counterparty, the component unit will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. Exposure to custodial credit risk relates to investment securities that are held by someone other than the component unit and are not registered in the component unit's name. Neither the university nor its discretely presented component units have identified any investments falling into this category as of June 30, 2023.

Concentration of Credit Risk: Concentration of credit risk is the risk of loss attributed to the magnitude of the component unit's investment in a single issuer. The university's discretely presented component units manage their concentration of credit risk based on various investment policies, which may be obtained separately from the discretely presented component units.

5. RECEIVABLES

Accounts Receivable

Accounts receivable represent amounts for student tuition and fees, grant and contract reimbursements due from third parties, various sales and services provided to students and third parties, and interest accrued on investments and loans receivable.

As of June 30, 2023, the university reported the following amounts as accounts receivable:

Description		Amount
Student Tuition and Fees	$	16,193,102
Grants and Contracts		26,710,486
Sales and Services of Auxiliary Enterprises		25,997,564
Interest		1,684,822
Other		1,520,522
Total Accounts Receivable	**$**	**72,106,496**

Loans and Notes Receivable

Loans and notes receivable represent all amounts owed on promissory notes from debtors, including student loans made under the Federal Perkins Loan Program and other loan programs. Loans and notes receivable totaled $4,219,643 at June 30, 2023.

Leases Receivable

The university leases space to external parties for various terms under long-term non-cancelable leases. The leases expire at various dates through 2042. Lease revenue totaling $579,806 and interest revenue of $209,234 were recognized during the 2022-23 fiscal year in accordance with GASB Statement No. 87, *Leases*. Future rights to remaining leases receivable as of June 30, 2023, are as follows:

For the Year Ending June 30,		Principal		Interest		Total
2024	$	448,479	$	198,780	$	647,259
2025		471,584		188,864		660,448
2026		413,960		175,188		589,148
2027		444,500		169,170		613,670
2028		465,123		159,848		624,971
2029-2033		2,704,485		605,733		3,310,218
2034-2038		1,698,210		270,552		1,968,762
2039-2042		1,047,018		70,029		1,117,047
Total Leases Receivable	**$**	**7,693,359**	**$**	**1,838,164**	**$**	**9,531,523**

Allowance for Doubtful Receivables

Allowances for doubtful accounts and loans and notes receivable are reported based on management's best estimate as of fiscal year end considering type, age, collection history, and other factors considered appropriate. Accounts receivable and loans and notes receivable are reported net of allowances of $4,233,121 and $352,515, respectively, at June 30, 2023. No allowance has been accrued for grants and contracts receivable or leases receivable as university management considers these to be fully collectible.

6. DUE FROM STATE

This amount consists of $75,689,689 of Public Education Capital Outlay, $169,309,848 of General Revenue for construction of facilities, and $1,275,295 of State Student Financial Aid due from the State to the university.

7. DUE FROM AND TO COMPONENT UNITS/UNIVERSITY

The university's financial statements are reported for the fiscal year ended June 30, 2023. The university's component units' financial statements are reported as of the most recent fiscal year for which an audit report is available. One component unit has a fiscal year other than June 30. Accordingly, amounts reported by the university as due from and to component units on the statement of net position do not agree with amounts reported by the component units as due from and to the university.

8. CAPITAL ASSETS

Capital assets activity for the fiscal year ended June 30, 2023, is shown below:

Description	Beginning Balance	Additions	Reductions	Ending Balance
Nondepreciable Capital Assets:				
Land	$ 95,535,554	$ -	$ -	$ 95,535,554
Works of Art and Historical Treasures	85,845,880	4,033,909	6,905	89,872,884
Construction in Progress	21,265,654	84,672,763	23,020,728	82,917,689
Total Nondepreciable Capital Assets	**$ 202,647,088**	**$ 88,706,672**	**$ 23,027,633**	**$ 268,326,127**
Depreciable Capital Assets:				
Buildings	$ 2,470,465,067	$ 21,867,639	$ -	$ 2,492,332,706
Infrastructure and Other Improvements	170,384,116	437,408	-	170,821,524
Furniture and Equipment	390,942,629	23,700,886	10,147,637	404,495,878
Library Resources	183,695,270	8,635,697	3,091,734	189,239,233
Right-to-Use Lease Assets	7,384,540	4,962,689	-	12,347,229
Right-to-Use SBITA Assets (1)	-	71,302,405	-	71,302,405
Computer Software	49,174,492	-	-	49,174,492
Total Depreciable Capital Assets	**3,272,046,114**	**130,906,724**	**13,239,371**	**3,389,713,467**
Less, Accumulated Depreciation:				
Buildings	803,956,646	73,864,092	-	877,820,738
Infrastructure and Other Improvements	92,919,356	4,124,573	-	97,043,929
Furniture and Equipment	293,812,777	22,347,949	7,423,768	308,736,958
Library Resources	146,760,709	7,970,257	3,091,734	151,639,232
Right-to-Use Lease Assets	1,024,615	1,538,686	-	2,563,301
Right-to-Use SBITA Assets (1)	-	8,912,801	-	8,912,801
Computer Software	49,174,492	-	-	49,174,492
Total Accumulated Depreciation	**1,387,648,595**	**118,758,358**	**10,515,502**	**1,495,891,451**
Total Depreciable Capital Assets, Net	**$ 1,884,397,519**	**$ 12,148,366**	**$ 2,723,869**	**$ 1,893,822,016**

(1) Right-to-use SBITA assets were added due to implementation of GASB Statement No. 96. Beginning balance was not restated.

9. UNEARNED REVENUE

Unearned revenue includes capital appropriations for which the university had not yet received approval from the Florida Department of Education, as of June 30, 2023, to spend the funds, as well as grants and contracts, and auxiliary sales and services received prior to fiscal year end related to the subsequent accounting period.

As of June 30, 2023, the university reported the following amounts as unearned revenue:

Description	Amount
State Capital Appropriations	$ 263,527,822
Grants and Contracts	10,609,356
Sales and Services of Auxiliary Enterprises	24,133,483
Other	232,453
Total Unearned Revenue	**$ 298,503,114**

10. LONG-TERM LIABILITIES

Long-term liabilities of the university at June 30, 2023, include capital improvement debt payable, loans and notes payable, right-to-use leases payable, right-to-use SBITA payable, accrued self-insurance claims, compensated absences payable, other postemployment benefits payable, revenue received in advance, net pension liability, and other noncurrent liabilities.

Long-term liabilities activity for the fiscal year ended June 30, 2023, is shown in the following table:

Description	Beginning Balance	Additions	Reductions	Ending Balance	Current Portion
Capital Improvement Debt Payable	$ 180,473,148	$ 78,023,277	$ 47,509,460	$ 210,986,965	$ 17,262,690
Loans and Notes Payable (1)	-	7,833,485	1,341,686	6,491,799	1,329,876
Right-to-Use Leases Payable	6,550,710	4,962,690	1,313,149	10,200,251	1,464,191
Right-to-Use SBITA Payable (2)	-	71,302,405	7,416,126	63,886,279	7,798,025
Accrued Self-Insurance Claims	495,602	92,847	39,995	548,454	16,857
Compensated Absences Payable	86,602,572	13,433,056	7,420,965	92,614,663	7,495,477
Other Postemployment Benefits Payable	202,495,049	144,210,021	181,936,205	164,768,865	4,143,269
Revenue Received in Advance	23,783,986	119,091	2,823,448	21,079,629	2,886,201
Net Pension Liability	129,987,494	319,341,433	111,028,971	338,299,956	64,073
Other Noncurrent Liabilities (1)	23,773,536	-	21,222,731	2,550,805	702,625
Total Long-Term Liabilities	**$ 654,162,097**	**$ 639,318,305**	**$ 382,052,736**	**$ 911,427,666**	**$ 43,163,284**

(1) Other Noncurrent Liabilities were reclassified as Loans and Notes Payable. Beginning balance was not restated.

(2) Right-to-Use SBITA Payable were added due to implementation of GASB Statement No. 96. Beginning balance was not restated.

Capital Improvement Debt Payable

The university had the following capital improvement debt payable outstanding at June 30, 2023:

Capital Improvement Debt Type and Series	Amount of Original Issue	Principal Amount Outstanding	Unamortized Amount Outstanding (1)	Net Amount Outstanding	Interest Rates (Percent)	Maturity Date To
Auxiliary Revenue Debt:						
2014A Housing	$ 46,085,000	$ 25,075,000	$ 3,512,357	$ 28,587,357	3.25 - 5.0	2031
2015A Housing	59,575,000	45,515,000	3,252,450	48,767,450	3.0 - 5.0	2035
2021A Housing	24,780,000	21,805,000	4,169,006	25,974,006	2.0 - 5.0	2040
2023A Housing	24,395,000	24,395,000	5,148,205	29,543,205	5.0	2033
Total Student Housing Debt	**154,835,000**	**116,790,000**	**16,082,018**	**132,872,018**		
2014A Parking	13,485,000	1,445,000	427,745	1,872,745	5.0	2025
2021A Parking	11,850,000	8,710,000	44,550	8,754,550	5.0	2031
Total Student Parking Debt	**25,335,000**	**10,155,000**	**472,295**	**10,627,295**		
2005A Dining	10,000,000	1,520,000	-	1,520,000	3.58	2025
2021A Wellness Center	12,330,000	10,080,000	2,567,928	12,647,928	5.0	2030
2022A Union	44,695,000	43,335,000	3,383,175	46,718,175	4.0 - 5.0	2042
Total Auxiliary Debt	**247,195,000**	**181,880,000**	**22,505,416**	**204,385,416**		
2012 Research Foundation Revenue Debt	11,920,000	6,075,000	526,549	6,601,549	3.0 - 4.0	2031
Total Capital Improvement Debt	**$ 259,115,000**	**$ 187,955,000**	**$ 23,031,965**	**$ 210,986,965**		

(1) Unamortized amounts include bond discounts, premiums, and/or gains/losses on bond refundings.

The university has pledged a portion of future housing rental revenues, traffic and parking fees, food service revenues, and assessed student transportation and student health fees based on credit hours to repay $247.2 million in capital improvement (housing, parking, etc.) revenue bonds issued by the Florida Board of Governors on behalf of the university. Proceeds from the bonds provided financing to construct student parking garages, student housing facilities, a student union, wellness center, and dining facility. The bonds are payable solely from housing rental income, traffic and parking fees, food service revenues, and assessed student transportation, student health fees, and student facility use fees, and are payable through 2042. The university has committed to appropriate each year from the housing rental income, traffic and parking fees, food service revenues, and assessed student transportation, student health fees, and student facility use fees amounts sufficient to cover the principal and interest requirements on the debt. Total principal and interest remaining on the debt is $239.6 million and principal and interest paid for the current year totaled $24.1 million.

Revenue Pledged	Amount
Housing Rental Income	$51,558,739
Traffic, Parking and Transportation Fees	12,463,627
Food Service Revenues	3,116,196
Student Health Fees	15,079,945
Student Facility Use Fees	4,036,529

On September 27, 2022, the Florida Board of Governors issued $44,695,000 of Florida State University Mandatory Student Facility Fee Revenue Bonds, Series 2022A with interest rates ranging from 4 percent to 5 percent. The proceeds from this debt was used to finance a portion of the cost of constructing the new student union on the main campus of the university and the demolition of the prior student union which was located on the site.

On February 1, 2023, the Florida Board of Governors issued $24,395,000 of Florida State University Dormitory Revenue Refunding Bonds, Series 2023A with an interest rate of 5 percent. The proceeds from this debt were used to defease $27,885,000 of outstanding State of Florida, Board of Governors, Florida State University Dormitory Revenue Bonds, Series 2013A. As a result of the refunding, the University reduced its capital improvement debt service requirement by $3,619,286 over the next ten years and obtained an economic gain of $3,154,685.

Annual requirements to amortize all capital improvement debt outstanding as of June 30, 2023, are as follows:

	General		Direct Placement		
Fiscal Year Ending June 30	**Principal**	**Interest**	**Principal**	**Interest**	**Total**
2024	$ 14,200,000	$ 8,309,712	$ 740,000	$ 55,323	$ 23,305,035
2025	14,885,000	7,606,412	780,000	28,312	23,299,724
2026	14,855,000	6,869,113	-	-	21,724,113
2027	14,005,000	6,133,563	-	-	20,138,563
2028	14,695,000	5,448,312	-	-	20,143,312
2029-2033	70,220,000	17,389,994	-	-	87,609,994
2034-2038	29,500,000	5,456,900	-	-	34,956,900
2039-2042	14,075,000	1,321,800	-	-	15,396,800
Subtotal	**186,435,000**	**58,535,806**	**1,520,000**	**83,635**	**246,574,441**
Plus: Unamortized Premiums and (Discounts), Net	23,031,965	-	-	-	23,031,965
Total	**$ 209,466,965**	**$ 58,535,806**	**$ 1,520,000**	**$ 83,635**	**$ 269,606,406**

Direct placements are defined by GASB as debt obligations that have terms negotiated directly with an investor and are not offered for public sale. The 2005A Dining issue is the only direct placement of the university's capital improvement debt payable. All the remaining issues were offered for public sale.

Loans and Notes Payable

The university has financed purchases related to direct borrowing agreements entered into for equipment totaling $6,491,799 with stated interest rates ranging from zero to 3.295 percent. Direct borrowings are defined by GASB as debt obligations that have terms negotiated directly with a lender and are not offered for public sale. Future minimum payments under the agreements and the present value of the minimum payments as of June 30, 2023, are as follows:

Fiscal Year Ending June 30		Principal		Interest		Total
2024	$	1,329,876	$	153,828	$	1,483,704
2025		1,236,567		123,705		1,360,272
2026		1,267,501		92,771		1,360,272
2027		1,299,269		61,003		1,360,272
2028		838,157		30,592		868,749
2029		520,429		8,252		528,681
Total Loans and Notes Payable	**$**	**6,491,799**	**$**	**470,151**	**$**	**6,961,950**

Right-to-Use Leases Payable

The university follows GASB Statement No. 87, *Leases*. Space is leased from external parties for various terms under long-term, non-cancelable agreements. The leases expire at various dates through 2036. Payments are made in monthly installments ranging from $2,795 to $44,600, and quarterly installments of $50,000, with implicit interest rates of 3 to 4 percent. The university does not have any leases featuring payments tied to an index or market rate, or any leases subject to a residual value guarantee. Future obligations for remaining leases payable as of June 30, 2023, are as follows:

Fiscal Year Ending June 30		Principal		Interest		Total
2024	$	1,464,191	$	593,534	$	2,057,725
2025		1,496,368		534,456		2,030,824
2026		1,456,361		473,317		1,929,678
2027		979,798		307,628		1,287,426
2028		832,711		263,656		1,096,367
2029-2033		3,331,975		660,783		3,992,758
2034-2036		638,847		91,700		730,547
Total Right-to-Use Leases Payable	**$**	**10,200,251**	**$**	**2,925,074**	**$**	**13,125,325**

Right-to-Use SBITA Payable

The university has a SBITA payable for the right to use mainframe software totaling $63,886,279. Payments are made in monthly installments with an implicit interest rate of 4 percent. Future obligations for remaining SBITA payable as of June 30, 2023, are as follows:

Fiscal Year Ending June 30		Principal		Interest		Total
2024	$	7,798,025	$	2,327,263	$	10,125,288
2025		8,440,224		2,089,908		10,530,132
2026		8,784,091		1,746,041		10,530,132
2027		9,141,969		1,388,163		10,530,132
2028		9,514,427		1,015,705		10,530,132
2029-2030		20,207,543		852,721		21,060,264
Total Right-to-Use SBITA Payable	**$**	**63,886,279**	**$**	**9,419,801**	**$**	**73,306,080**

Compensated Absences Payable

Employees earn the right to be compensated during absences for annual leave (vacation) and sick leave earned pursuant to Board of Governors' Regulations, university regulations, and bargaining agreements. Leave earned is accrued to the credit of the employee and records are kept on each employee's unpaid (unused) leave balance. The university reports a liability for the accrued leave; however, State noncapital appropriations fund only the portion of accrued leave that is used or paid in the current fiscal year. Although the university expects the liability to be funded primarily from future appropriations, generally accepted accounting principles do not permit the recording of a receivable in anticipation of future appropriations. At June 30, 2023, the estimated liability for compensated absences, which includes the university's share of the Florida Retirement System and FICA contributions, totaled $92,614,663. The current portion of the compensated absences liability, $7,495,477, is the amount expected to be paid in the coming fiscal year and represents a historical percentage of leave used applied to total accrued leave liability.

Other Postemployment Benefits Payable

As a participating employer in the State Employees' Group Health Insurance Plan, the university recognizes its proportionate share of the collective other postemployment benefits liability of the multiple-employer defined benefit health plan. As of June 30, 2023, the university's proportionate share of the total OPEB liability totaled $164,768,865.

Revenue Received in Advance

Long-term revenue received in advance represents funds received but not yet earned under the terms and conditions of auxiliary services contracts. Total long-term revenue received in advance at June 30, 2023, amounted to $21,079,629, with $2,886,201 expected to be earned during the 2023-24 fiscal year.

Net Pension Liability

As a participating employer in the Florida Retirement System, the university recognizes its proportionate share of the collective net pension liabilities of the FRS cost-sharing multiple-employer defined benefit plans. As of June 30, 2023, the university's proportionate share of the net pension liabilities totaled $338,299,956.

Other Noncurrent Liabilities

Other noncurrent liabilities consist of the Federal Capital Contribution (advance) provided to fund the university's Federal Perkins Loan Program. The advance amount totaling $2,550,805 will ultimately be returned to the Federal Government should the university cease making Federal Perkins Loans or if the university has excess cash in the loan program. During the 2022–23 fiscal year, the balance of the employer taxes deferred under the Federal CARES Act was paid and the university's financed purchases were reclassified from other noncurrent liabilities to loans and notes payable.

11. OTHER POSTEMPLOYMENT BENEFITS

General Information about Other Postemployment Benefits

The university follows GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*, for certain postemployment healthcare benefits administered by the Florida Department of Management Services, Division of State Group Insurance.

Other Postemployment Benefits Plan

Plan Description – The State Employees' Group Health Insurance Plan for other postemployment benefits is a multiple-employer defined benefit health plan (OPEB Plan). Pursuant to the provisions of Section 112.0801, Florida Statutes, all employees who retire from the university are eligible to participate in the OPEB Plan. Retirees and their eligible dependents shall be offered the same health and hospitalization insurance coverage as is offered to active employees at a premium cost of no more than the premium cost applicable to active employees. A retiree means any officer or employee who retires under a State retirement system or State optional annuity or retirement program or is placed on disability retirement and who begins receiving retirement benefits immediately after retirement from employment. In addition, any officer or employee who retires under the Florida Retirement System Investment Plan is considered a "retiree" if he or she meets the age and service requirements to qualify for normal retirement or has attained the age of 59.5 years and has the years of service required for vesting. The university subsidizes the premium rates paid by retirees by allowing them to participate in the OPEB Plan at reduced or blended group (implicitly subsidized) premium rates for both active and retired employees. These rates provide an implicit subsidy for retirees because retiree healthcare costs are generally greater than active employee healthcare costs. No assets are accumulated in a trust that meet the criteria in paragraph 4 of GASB Statement No. 75. The OPEB Plan contribution requirements and benefit terms necessary for funding the OPEB Plan each year is on a pay-as-you-go basis as established by the Governor's recommended budget and the General Appropriations Act. Retirees are required to enroll in the Federal Medicare program for their primary coverage as soon as they are eligible.

Benefits Provided – The OPEB Plan provides healthcare benefits for retirees and their dependents. The OPEB Plan only provides an implicit subsidy as described above.

Proportionate Share of the Total OPEB Liability

The university's proportionate share of the total OPEB liability of $164.8 million was measured as of June 30, 2022, and was determined by an actuarial valuation as of July 1, 2022. At June 30, 2023, the university's proportionate share, determined by its proportion of total benefit payments made, was 2.10 percent, which was an increase of 0.18 percent from its proportionate share reported as of June 30, 2021.

Actuarial Assumptions and Other Inputs – The total OPEB liability was determined using the following actuarial assumptions and other inputs, applied to all periods included in the measurement, unless otherwise specified:

- Inflation 2.60 percent
- Salary Increases Varies by FRS class
- Discount Rate 4.09 percent

Healthcare cost trend rates for the Preferred Provider Option (PPO) Plan and Health Maintenance Organization (HMO) Plan, respectively, are 10.31 and 7.53 percent for the 2022-23 fiscal year, gradually decreasing to 4.04 percent after the 2074-75 fiscal year.

Retiree premium trend rates for both the PPO and HMO plans are 8.9 percent for the 2022-23 fiscal year, gradually decreasing to 4.0 percent for the 2075-76 and later fiscal years.

The discount rate was based on the 20-year S&P Municipal Bond Rate Index.

Mortality rates were based on the Pub-2010 mortality tables with fully generational improvement using Scale MP-2018.

The demographic actuarial assumptions for retirement, disability incidence, and withdrawal used in the July 1, 2021, valuation were based on the 2019 Experience Study prepared by Milliman.

The remaining actuarial assumptions (e.g., initial per capita costs, health care cost trends, rate of plan participation, rates of plan election, etc.) used in the July 1, 2022, valuation were based on a review of recent plan experience done concurrently with the July 1, 2022, valuation.

The following changes have been made since the prior valuation:

- The census data reflects changes in status for the twenty-four month period since July 1, 2020.
- The assumed claims and premiums reflect the actual claims information that were provided as well as the premiums that are actually being charged to participants. The recent claims experience along with changes in the demographics of the population resulted in lower claims costs compared to expected, as well as lower premium rates than expected. The net result was a slight increase in liabilities due to claims and premiums as of June 30, 2022.
- The medical trend assumption is updated each year based on the Getzen Model. Medical trend rates used are consistent with the August 2022 Report on Financial Outlook of the Plan along with information from the Getzen Model and actuarial judgement. The impact of the trend rate changes is a small increase in the liability, due primarily to higher trend rates in the first several years.
- The discount rate was updated to utilize the mandated discount rate based on a 20-year S&P Municipal Bond Rate Index as of the measurement date, as required under GASB 75. The discount rate increased from 2.18 percent to 4.09 percent.

Sensitivity of the University's Proportionate Share of the Total OPEB Liability to Changes in the Discount Rate – The following table presents the university's proportionate share of the total OPEB liability, as well as what the university's proportionate share of the total OPEB liability would be if it were calculated using a discount rate that is 1 percentage-point lower (3.09 percent) or 1 percentage-point higher (5.09 percent) than the current rate:

	1% Decrease (3.09%)	Current Discount Rate (4.09%)	1% Increase (5.09%)
University's proportionate share of the total OPEB liability	$ 191,713,203	$ 164,768,865	$ 143,231,804

Sensitivity to the University's Proportionate Share of the Total OPEB Liability to Changes in the Healthcare Cost Trend Rates – The following table presents the university's proportionate share of the total OPEB liability, as well as what the university's proportionate share of the total OPEB liability would be if it were calculated using healthcare cost trend rates that are 1 percentage-point lower or 1 percentage-point higher than the current healthcare cost trend rates:

	1% Decrease	Current Healthcare Cost Trend Rates	1% Increase
University's proportionate share of the total OPEB liability	$ 139,809,570	$ 164,768,865	$ 196,802,895

OPEB Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to OPEB

For the fiscal year ended June 30, 2023, the university recognized OPEB expense of $6,270,882. At June 30, 2023, the university reported deferred outflows of resources and deferred inflows of resources related to OPEB from the following sources:

Description	**Deferred Outflows of Resources**	**Deferred Inflows of Resources**
Differences between expected and actual experience	$ -	$ 18,020,377
Changes of assumptions or other inputs	19,052,289	107,656,029
Changes in proportion and differences between university benefit payments and proportionate share of benefit payments	40,850,507	1,134,753
Transactions subsequent to the measurement date	4,214,077	-
Total	**$ 64,116,873**	**$ 126,811,159**

Of the total amount reported as deferred outflows of resources related to OPEB, $4,214,077 resulting from transactions (e.g. benefit payments) subsequent to the measurement date and before the end of the fiscal year will be included as a reduction of the total OPEB liability and included in OPEB expense in the year ended June 30, 2024. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to OPEB will be recognized in OPEB expense as follows:

Fiscal Year Ending June 30	Amount
2024	$ (15,292,781)
2025	(15,292,781)
2026	(11,178,525)
2027	(9,001,214)
2028	(2,836,539)
Thereafter	(13,306,523)
Total	**$ (66,908,363)**

12. RETIREMENT PLANS – DEFINED BENEFIT PENSION PLANS

General Information about the Florida Retirement System

The Florida Retirement System was created in Chapter 121, Florida Statutes, in order to provide a defined benefit pension plan for participating public employees. The FRS was amended in 1998 to add the Deferred Retirement Option Program (DROP) under the defined benefit plan and amended in 2000 to provide a defined contribution plan alternative to the defined benefit plan for FRS members effective July 1, 2002. This integrated defined contribution pension plan is the FRS Investment Plan. Chapter 121, Florida Statutes, also provides for nonintegrated, optional retirement programs in lieu of the FRS to certain members of the Senior Management Service Class (SMSC) employed by the State and faculty and specified employees in the State university system. Chapter 112, Florida Statutes, established the Retiree Health Insurance Subsidy (HIS) Program, a cost-sharing multiple-employer defined benefit pension plan to assist retired members of any State-administered retirement system in paying the costs of health insurance.

Essentially all regular employees of the university are eligible to enroll as members of the State-administered FRS. Provisions relating to the FRS are established by Chapters 121 and 122, Florida Statutes; Chapter 112, Part IV, Florida Statutes; Chapter 238, Florida Statutes; and Florida Retirement System Rules, Chapter 60S, Florida Administrative Code; wherein eligibility, contributions, and benefits are defined and described in detail. Such provisions may be amended at any time by further action from the Florida Legislature. The FRS is a single retirement system administered by the Florida Department of Management Services, Division of Retirement, and consists of two cost-sharing, multiple-employer defined benefit plans and other nonintegrated programs. An annual comprehensive financial report of the FRS, which includes its financial statements, required supplementary information, actuarial report, and other relevant information, is available from the Florida Department of Management Services website (dms.myflorida.com).

The university's pension expense for the FRS and HIS cost-sharing multiple-employer defined benefit plans totaled $41,128,559 for the 2022-23 fiscal year.

FRS Pension Plan

Plan Description - The FRS Pension Plan (Plan) is a cost-sharing multiple-employer defined benefit pension plan, with a DROP for eligible employees. The general classes of membership are as follows:

- *Regular Class* – Members of the FRS who do not qualify for membership in the other classes.
- *Senior Management Service Class* (SMSC) – Members in senior management level positions.
- *Special Risk Class* – Members who are employed as law enforcement officers and meet the criteria to qualify for this class.

Employees enrolled in the Plan prior to July 1, 2011, vest at six years of creditable service and employees enrolled in the Plan on or after July 1, 2011, vest at eight years of creditable service. All vested members, enrolled prior to July 1, 2011, are eligible for normal retirement benefits at age 62 or at any age after 30 years of creditable service, except for members classified as special risk who are eligible for normal retirement benefits at age 55 or at any age after 25 years of creditable service. All members enrolled in the Plan on or after July 1, 2011, once vested, are eligible for normal retirement benefits at age 65 or any time after 33 years of creditable service, except for members classified as special risk who are eligible for normal retirement benefits at age 60 or at any age after 30 years of creditable service. Members of the Plan may include up to 4 years of credit for military service toward creditable service. The Plan also includes an early retirement provision; however, there is a benefit reduction for each year a member retires before his or her normal retirement date. The Plan provides retirement, disability, death benefits, and annual cost–of-living adjustments to eligible participants.

The Deferred Retirement Option Program, subject to provisions of Section 121.091, Florida Statutes, permits employees eligible for normal retirement under the Plan to defer receipt of monthly benefit payments while continuing employment with an FRS-participating employer. An employee may participate in DROP for a period not to exceed 60 months after electing to participate. During the period of DROP participation, deferred monthly benefits are held in the FRS Trust Fund and accrue interest. The net pension liability does not include amounts for DROP participants, as these members are considered retired and are not accruing additional pension benefits.

Benefits Provided - Benefits under the Plan are computed on the basis of age, and/or years of service, average final compensation, and credit service. Credit for each year of service is expressed as a percentage of the average final compensation. For members initially enrolled before

July 1, 2011, the average final compensation is the average of the five highest fiscal years' earnings; for members initially enrolled on or after July 1, 2011, the average final compensation is the average of the eight highest fiscal years' earnings. The total percentage value of the benefit received is determined by calculating the total value of all service, which is based on retirement plan and/or the class to which the member belonged when the service credit was earned. Members are eligible for in-line-of-duty or regular disability and survivors' benefits. The following table shows the percentage value for each year of service credit earned:

Class, Initial Enrollment, and Retirement Age/Years of Service	% Value
Regular Class members initially enrolled before July 1, 2011	
Retirement up to age 62 or up to 30 years of service	1.60
Retirement at age 63 or with 31 years of service	1.63
Retirement at age 64 or with 32 years of service	1.65
Retirement at age 65 or with 33 years of service or more	1.68
Regular Class members initially enrolled on or after July 1, 2011	
Retirement up to age 65 or up to 33 years of service	1.60
Retirement at age 66 or with 34 years of service	1.63
Retirement at age 67 or with 35 years of service	1.65
Retirement at age 68 or with 36 or more years of service	1.68
Senior Management Service Class	2.00
Special Risk Class	3.00

As provided in Section 121.101, Florida Statutes, if the member was initially enrolled in the Plan before July 1, 2011, and all service credit was accrued before July 1, 2011, the annual cost-of-living adjustment is 3 percent per year. If the member was initially enrolled before July 1, 2011, and has service credit on or after July 1, 2011, there is an individually calculated cost-of-living adjustment. The annual cost-of-living adjustment is a proportion of 3 percent determined by dividing the sum of the pre-July 2011 service credit by the total service credit at retirement multiplied by 3 percent. Plan members initially enrolled on or after July 1, 2011, will not have a cost-of-living adjustment after retirement.

Contributions - The Florida Legislature establishes contribution rates for participating employers and employees. Contribution rates during the 2022-23 fiscal year were as follows:

	Percent of Gross Salary	
Class or Plan	**Employee**	**Employer (1)**
Florida Retirement System, Regular	3.00	11.91
Florida Retirement System, Senior Management Service	3.00	31.57
Florida Retirement System, Special Risk	3.00	27.83
Teachers' Retirement System, Plan E	6.25	13.56
Deferred Retirement Option Program - Applicable to		
Members from All of the Above Classes or Plan	0.00	18.60
Florida Retirement System, Reemployed Retiree	(2)	(2)

(1) Employer rates include 1.66 percent for the postemployment health insurance subsidy. Also, employer rates, other than for DROP participants, include .06 percent for administrative costs of the Investment Plan.

(2) Contribution rates are dependent upon retirement class in which reemployed.

The university's contributions to the Plan totaled $36,394,558 for the fiscal year ended June 30, 2023.

Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions - At June 30, 2023, the university reported a liability of $274,467,175 for its proportionate share of the net pension liability. The net pension liability was measured as of June 30, 2022, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of July 1, 2022. The university's proportionate share of the net pension liability was based on the university's 2021-22 fiscal year contributions relative to the total 2021-22 fiscal year contributions of all participating members. At June 30, 2022, the university's proportion was 0.74 percent, which was an increase of 0.02 from its proportionate share measured as of June 30, 2021.

For the fiscal year ended June 30, 2023, the university recognized pension expense of $38,635,928. In addition, the university reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

Description		Deferred Outflows of Resources		Deferred Inflows of Resources
Differences between expected and actual experience	$	13,035,606	$	-
Changes of assumptions		33,801,781		-
Net difference between projected and actual earnings on pension plan investments		18,123,031		-
Changes in proportion and differences between university contributions and proportionate share of contributions		6,237,187		6,725,601
University contributions subsequent to the measurement date		36,394,558		-
Total	**$**	**107,592,163**	**$**	**6,725,601**

The deferred outflows of resources totaling $36,394,558, resulting from university contributions subsequent to the measurement date, will be recognized as a reduction of the net pension liability in the fiscal year ended June 30, 2024. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

Fiscal Year Ending June 30		Amount
2024	$	15,836,232
2025		5,564,637
2026		(6,156,055)
2027		46,306,167
2028		2,921,023
Thereafter		-
Total	**$**	**64,472,004**

Actuarial Assumptions - The total pension liability in the July 1, 2022 actuarial valuation was determined using the following actuarial assumptions, applied to all periods included in the measurement:

- Inflation 2.40 percent
- Salary Increases 3.25 percent, average, including inflation
- Investment Rate of Return 6.70 percent, net of Plan investment expense, including inflation

Mortality rates were based on the PUB-2010 base table, projected generationally with Scale MP-2018.

The actuarial assumptions used in the July 1, 2022 valuation were based on the results of an actuarial experience study for the period July 1, 2013, through June 30, 2018.

The long-term expected rate of return on Plan investments was not based on historical returns, but instead is based on a forward-looking capital market economic model. The allocation policy's description of each asset class was used to map the target allocation to the asset classes shown below. Each asset class assumption is based on a consistent set of underlying assumptions, and includes an adjustment for the inflation assumption. The target allocation and best estimates of arithmetic and geometric real rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation (1)	Annual Arithmetic Return	Annual Geometric Return	Standard Deviation
Cash	1.0%	2.6%	2.6%	1.1%
Fixed Income	19.8%	4.4%	4.4%	3.2%
Global Equity	54.0%	8.8%	7.3%	17.8%
Real Estate (Property)	10.3%	7.4%	6.3%	15.7%
Private Equity	11.1%	12.0%	8.9%	26.3%
Strategic Investments	3.8%	6.2%	5.9%	7.8%
Total	**100.0%**			
Assumed Inflation - Mean			2.4%	1.3%

(1) As outlined in the Plan's investment policy

Discount Rate - The discount rate used to measure the total pension liability was 6.70 percent. The Plan's fiduciary net position was projected to be available to make all projected future benefit payments of current active and inactive employees. Therefore, the discount rate for calculating the total pension liability is equal to the long-term expected rate of return. The discount rate used in the 2022 valuation was updated from 6.80 percent to 6.70 percent.

Sensitivity of the University's Proportionate Share of the Net Pension Liability to Changes in the Discount Rate - The following presents the university's proportionate share of the net pension liability calculated using the discount rate of 6.70 percent, as well as what the university's proportionate share of the net pension liability would be if it were calculated using a discount rate that is 1 percentage-point lower (5.70 percent) or 1 percentage-point higher (7.70 percent) than the current rate:

	1% Decrease (5.70%)	Current Discount Rate (6.70%)	1% Increase (7.70%)
University's proportionate share of the net pension liability	$ 474,672,107	$ 274,467,175	$ 107,072,030

Pension Plan Fiduciary Net Position - Detailed information about the Plan's fiduciary net position is available in the separately issued FRS Pension Plan and Other State Administered Systems Annual Comprehensive Financial Report.

HIS Pension Plan

Plan Description - The HIS Pension Plan (HIS Plan) is a cost-sharing multiple-employer defined benefit pension plan established under Section 112.363, Florida Statutes, and may be amended by the Florida Legislature at any time. The benefit is a monthly payment to assist retirees of State-administered retirement systems in paying their health insurance costs and is administered by the Florida Department of Management Services, Division of Retirement.

Benefits Provided - For the fiscal year ended June 30, 2023, eligible retirees and beneficiaries received a monthly HIS payment of $5 for each year of creditable service completed at the time of retirement with a minimum HIS payment of $30 and a maximum HIS payment of $150 per month, pursuant to Section 112.363, Florida Statutes. To be eligible to receive a HIS Plan benefit, a retiree under a State-administered retirement system must provide proof of health insurance coverage, which can include Medicare.

Contributions - The HIS Plan is funded by required contributions from FRS participating employers as set by the Florida Legislature. Employer contributions are a percentage of gross compensation for all active FRS members. For the fiscal year ended June 30, 2023, the contribution rate was 1.66 percent of payroll pursuant to section 112.363, Florida Statutes. The university contributed 100 percent of its statutorily required contributions for the current and preceding three years. HIS Plan contributions are deposited in a separate trust fund from which HIS payments are authorized. HIS Plan benefits are not guaranteed and are subject to annual legislative appropriation. In the event the legislative appropriation or available funds fail to provide full subsidy benefits to all participants, benefits may be reduced or canceled.

The university's contributions to the HIS Plan totaled $4,398,542 for the fiscal year ended June 30, 2023.

Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions - At June 30, 2023, the university reported a liability of $63,832,781 for its proportionate share of the net pension liability. The current portion of the net pension liability is the university's proportionate share of benefit payments expected to be paid within one year, net of the university's proportionate share of the HIS Plan's fiduciary net position available to pay that amount. The net pension liability was measured as of June 30, 2022, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of July 1, 2022. The university's proportionate share of the net pension liability was based on the university's 2021-22 fiscal year contributions relative to the total 2021-22 fiscal year contributions of all participating members. At June 30, 2022, the university's proportion was 0.60 percent, which was a decrease of 0.02 from its proportionate share measured as of June 30, 2021.

For the fiscal year ended June 30, 2023, the university recognized pension expense of $2,492,631. In addition, the university reported deferred outflows of resources and deferred inflow of resources related to pensions from the following sources:

Description	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	$ 1,937,476	$ 280,870
Changes of assumptions	3,658,936	9,874,890
Net difference between projected and actual earnings on HIS Plan investments	92,416	-
Changes in proportion and differences between university contributions and proportionate share of contributions	146,694	3,965,219
University contributions subsequent to the measurement date	4,398,542	-
Total	**$ 10,234,064**	**$ 14,120,979**

The deferred outflows of resources totaling $4,398,452 was related to pensions resulting from university contributions subsequent to the measurement date and will be recognized as a reduction of the net pension liability in the fiscal year ended June 30, 2024. Other amounts reported as deferred outflows and deferred inflows of resources of resources related to pensions will be recognized in pension expense as follows:

Fiscal Year Ending June 30	Amount
2024	$ (1,958,384)
2025	(1,428,444)
2026	(1,034,856)
2027	(1,371,566)
2028	(1,775,412)
Thereafter	(716,795)
Total	**$ (8,285,457)**

Actuarial Assumptions - The total pension liability in the July 1, 2022 actuarial valuation was determined using the following actuarial assumptions, applied to all periods included in the measurement:

- Inflation 2.40 percent
- Salary Increases 3.25 percent, average, including inflation
- Municipal Bond Rate 3.54 percent

Mortality rates were based on the Generational PUB-2010, projected generationally with Scale MP-2018.

While an experience study had not been completed for the HIS Plan, the actuarial assumptions that determined the total pension liability for the HIS Plan were based on certain results of the most recent experience study for the FRS Plan.

Discount Rate - The discount rate used to measure the total pension liability was 3.54 percent. In general, the discount rate for calculating the total pension liability is equal to the single rate equivalent to discounting at the long-term expected rate of return for benefit payments prior to the projected depletion date. Because the HIS benefit is essentially funded on a pay-as-you-go basis, the depletion date is considered to be immediate, and the single equivalent discount rate is equal to the municipal bond rate selected by the plan sponsor. The Bond Buyer General Obligation 20-Bond Municipal Bond Index was adopted as the applicable municipal bond index. The discount rate used in the 2022 valuation was updated from 2.16 percent to 3.54 percent.

Sensitivity of the University's Proportionate Share of the Net Pension Liability to Changes in the Discount Rate - The following presents the university's proportionate share of the net pension liability calculated using the discount rate of 3.54 percent, as well as what the university's proportionate share of the net pension liability would be if it were calculated using a discount rate that is 1 percentage-point lower (2.54 percent) or 1 percentage-point higher (4.54 percent) than the current rate:

	1% Decrease (2.54%)	Current Discount Rate (3.54%)	1% Increase (4.54%)
University's proportionate share of the net pension liability	$ 73,029,942	$ 63,832,781	$ 56,222,320

Pension Plan Fiduciary Net Position - Detailed information about the HIS Plan's fiduciary net position is available in the separately issued FRS Pension Plan and Other State Administered Annual Comprehensive Financial Report.

13. RETIREMENT PLANS – DEFINED CONTRIBUTION PENSION PLANS

FRS Investment Plan

The SBA administers the defined contribution plan officially titled the FRS Investment Plan (Investment Plan). The Investment Plan is reported in the SBA's annual financial statements and in the State's Annual Comprehensive Financial Report.

As provided in Section 121.4501, Florida Statutes, eligible FRS members may elect to participate in the Investment Plan in lieu of the FRS defined benefit plan. University employees already participating in the State University System Optional Retirement Program or DROP are not eligible to participate in this program. Employer and employee contributions are defined by law, but the ultimate benefit depends in part on the performance of investment funds. Service retirement benefits are based upon the value of the member's account upon retirement. Benefit terms, including contribution requirements, are established and may be amended by the Florida Legislature. The Investment Plan is funded with the same employer and employee contributions, that are based on salary and membership class (Regular Class, Senior Management Service Class, etc.), as the FRS defined benefit plan. Contributions are directed to individual member accounts, and the individual members allocate contributions and account balances among various approved investment choices. Costs of administering the Investment Plan, including the FRS Financial Guidance Program, are funded through an employer contribution of 0.06 percent of payroll and by forfeited benefits of Investment Plan members. Allocations to the Investment Plan member accounts during the 2022-23 fiscal year were as follows:

Class or Plan	Percent of Gross Compensation
Florida Retirement System, Regular	9.30
Florida Retirement System, Senior Management Service	10.67
Florida Retirement System, Special Risk	17.00

For all membership classes, employees are immediately vested in their own contributions and are vested after one year of service for employer contributions and investment earnings regardless of membership class. If an accumulated benefit obligation for service credit originally earned under the FRS Pension Plan is transferred to the FRS Investment Plan, the member must have the years of service required for FRS Pension Plan vesting (including the service credit represented by the transferred funds) to be vested for these funds and the earnings on the funds. Nonvested employer contributions are placed in a suspense account for up to five years. If the employee returns to FRS-covered employment within the five-year period, the employee will regain control over their account. If the employee does not return within the five-year period, the employee will forfeit the accumulated account balance. For the fiscal year ended June 30, 2023, the information for the amount of forfeitures was unavailable from the SBA; however, management believes that these amounts, if any, would be immaterial to the university.

After termination and applying to receive benefits, the member may roll over vested funds to another qualified plan, structure a periodic payment under the Investment Plan, receive a lump-sum distribution, leave the funds invested for future distribution, or any combination of these options. Disability coverage is provided in which the member may either transfer the account balance to the FRS Pension Plan when approved for disability retirement to receive guaranteed lifetime monthly benefits under the FRS Pension Plan, or remain in the Investment Plan and rely upon that account balance for retirement income.

The university's contributions to the Investment Plan totaled $8,640,790 and employee contributions totaled $2,136,692 for the 2022-23 fiscal year.

State University System Optional Retirement Program

Section 121.35, Florida Statutes, provides for an Optional Retirement Program (ORP) for eligible university instructors and administrators. The ORP is designed to aid State universities in recruiting employees by offering more portability to employees not expected to remain in the FRS for eight or more years.

The ORP is a defined contribution plan, which provides full and immediate vesting of all contributions submitted to the participating companies on behalf of the participant. Employees in eligible positions can make an irrevocable election to participate in the ORP, rather than the FRS, and purchase retirement and death benefits through contracts provided by certain insurance carriers. The employing university contributes 5.14 percent of the participant's salary to the participant's account, 4.23 percent to cover the unfunded actuarial liability of the FRS pension plan, and 0.01 percent to cover administrative costs, for a total of 9.38 percent, and employees contribute 3 percent of the employee's salary. Additionally, the employee may contribute, by payroll deduction, an amount not to exceed the percentage contributed by the university to the participant's annuity account. The contributions are invested in the company or companies selected by the participant to create a fund for the purchase of annuities at retirement.

The university's contributions to the ORP totaled $28,460,109 and employee contributions totaled $14,840,661 for the 2022-23 fiscal year.

14. CONSTRUCTION COMMITMENTS

The university's construction commitments at June 30, 2023, were as follows:

Project Description	Total Commitment	Completed to Date	Committed Balance
Legacy Hall, College of Business	$ 160,000,000	$ 15,722,013	$ 144,277,987
Interdisciplinary Research Commercialization Building	130,000,000	26,509,126	103,490,874
Academic Health Center	125,000,000	489,356	124,510,644
Doak Campbell Structural Improvements	20,000,000	182,558	19,817,442
National High Magnetic Field Lab Electrical Expansion	16,440,017	445,899	15,994,118
Other (1)	225,628,478	39,568,737	186,059,741
Total	**$ 677,068,495**	**$ 82,917,689**	**$ 594,150,806**

(1) All other projects with committed balances less than $10 million.

15. RISK MANAGEMENT PROGRAMS

The university is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. Pursuant to Section 1001.72(2), Florida Statutes, the university participates in State self-insurance programs providing insurance for property and casualty, workers' compensation, general liability, fleet automotive liability, Federal Civil Rights, and employment discrimination liability. During the 2022-23 fiscal year, for property losses, the State retained the first $2 million per occurrence for all perils except named windstorm and flood. The State retained the first $2 million per occurrence with an annual aggregate retention of $40 million for named windstorm and flood losses. After the annual aggregate retention, losses in excess of $2 million per occurrence were commercially insured up to $56.3 million for named windstorm and flood losses through February 14, 2023, and decreased to $40.2 million for flood and $38.6 million for named windstorm beginning February 15, 2023. For perils other than named windstorm and flood, losses in excess of $2 million per occurrence were commercially insured up to $168.7 million through February 14, 2023, and increased to $184.8 million beginning February 15, 2023; and losses exceeding those amounts were retained by the State. No excess insurance coverage is provided for workers' compensation, general and automotive liability, Federal Civil Rights and employment action coverage; all losses in these categories are completely self-insured by the State through the State Risk Management Trust Fund established pursuant to Chapter 284, Florida Statutes. Payments on tort claims are limited to $200,000 per person, and $300,000 per occurrence as set by Section 768.28(5), Florida Statutes. Calculation of premiums considers the cash needs of the program and the amount of risk exposure for each participant. Settlements have not exceeded insurance coverage during the past three fiscal years.

Pursuant to Section 110.123, Florida Statutes, university employees may obtain healthcare services through participation in the State group health insurance plan or through membership in a health maintenance organization plan under contract with the State. The State's risk financing activities associated with State group health insurance, such as risk of loss related to medical and prescription drug claims, are administered through the State Employees Group Health Insurance Trust Fund. It is the practice of the State not to purchase commercial coverage for the risk of loss covered by this Fund. Additional information on the State's group health insurance plan, including the actuarial report, is available from the Florida Department of Management Services, Division of State Group Insurance.

University Self-Insurance Program

The Florida State University College of Medicine Self-Insurance Program was established pursuant to Section 1004.24, Florida Statutes on July 1, 2006. The Self-Insurance Program provides professional and general liability protection for the Florida State University Board of Trustees for claims and actions arising from the clinical activities of the College of Medicine faculty, staff and resident physicians. This includes the faculty and staff of the College of Nursing, effective July 1, 2009, and the faculty and staff of the Student Health Center, effective July 1, 2010. Liability protection is afforded to the students of each college. The Self-Insurance Program provides legislative claims bill protection.

The university is protected for losses that are subject to Section 768.28, Florida Statutes, to the extent of the waiver of sovereign immunity as described in Section 768.28(5), Florida Statutes. The Self-Insurance Program also provides $1,000,000 per legislative claims bills inclusive of payments made pursuant to Section 768.28, Florida Statutes; $250,000 per occurrence of protection for the participants that are not subject to the provisions of Section 768.28, Florida Statutes; $250,000 per claim protection for participants who engage in approved community service and act as Good Samaritans; and student protections of $200,000 for a claim arising from an occurrence for any one person, $300,000 for all claims arising from an occurrence and professional liability required by a hospital or other healthcare facility for educational purposes not to exceed a per occurrence limit of $1,000,000.

The Self-Insurance Program's estimated liability for unpaid claims at fiscal year-end is the result of management and actuarial analysis and includes an amount for claims that have been incurred but not reported. Changes in the balances of claims liability for the Self-Insurance Program during the 2022-23 fiscal year are presented in the following table:

Fiscal Year	Claims Liabilities Beginning of Year	Current Claims/ Changes in Estimates	Claims Payments	Claims Liabilites End of Year
2021-22	$ 470,389	$ 31,766	$ (6,553)	$ 495,602
2022-23	495,602	92,847	(39,995)	548,454

16. FUNCTIONAL DISTRIBUTION OF OPERATING EXPENSES

The functional classification of an operating expense (instruction, research, etc.) is assigned to a department based on the nature of the activity, which represents the material portion of the activity attributable to the department. For example, activities of academic departments for which the primary departmental function is instruction may include some activities other than direct instruction such as research and public service. However, when the primary mission of the department consists of instructional program elements, all expenses of the department are reported under the instruction classification. The operating expenses on the statement of revenues, expenses, and changes in net position are presented by natural classifications. The following are those same expenses presented in functional classifications as recommended by NACUBO:

Functional Classification		**Amount**
Instruction	$	467,899,821
Research		235,511,141
Public Service		112,401,759
Academic Support		164,788,428
Student Services		84,348,292
Institutional Support		96,055,326
Operation and Maintenance of Plant		94,227,809
Scholarships and Fellowships		122,137,092
Depreciation		109,674,678
Auxiliary Enterprises		143,069,076
Total Operating Expenses	**$**	**1,630,113,422**

17. SEGMENT INFORMATION

A segment is defined as an identifiable activity (or grouping of activities) that has one or more bonds or other debt instruments outstanding with a revenue stream pledged in support of that debt. In addition, the activity's related revenues, expenses, gains, losses, assets, and liabilities are required to be accounted for separately. The following financial information for the university's Parking and Housing facilities represents identifiable activities for which one or more bonds are outstanding:

Condensed Statement of Net Position	Parking Facility	Housing Facility
Assets		
Current Assets	$ 11,861,207	$ 84,200,328
Capital Assets, Net	59,824,555	261,790,513
Other Noncurrent Assets	3,151,207	14,903,664
Total Assets	**74,836,969**	**360,894,505**
Liabilities		
Current Liabilities	2,912,925	15,104,835
Noncurrent Liabilities	8,417,809	123,251,203
Total Liabilities	**11,330,734**	**138,356,038**
Net Position		
Net Investment in Capital Assets	49,197,259	128,918,496
Restricted - Expendable	3,156,756	14,289,135
Unrestricted	11,152,220	79,330,836
Total Net Position	**$ 63,506,235**	**$ 222,538,467**
Condensed Statement of Revenues, Expenses, and Changes in Net Position		
Operating Revenues	$ 12,463,627	$ 51,558,739
Depreciation Expense	(1,952,525)	(8,625,437)
Other Operating Expenses	(8,837,044)	(25,828,789)
Operating Income	1,674,058	17,104,513
Net Nonoperating Revenues (Expenses)	314,256	1,233,742
Increase (Decrease) in Net Position	1,988,314	18,338,255
Net Position, Beginning of Year	61,517,921	204,200,212
Net Position, End of Year	**$ 63,506,235**	**$ 222,538,467**
Condensed Statement of Cash Flows		
Net Cash Provided (Used) by:		
Operating Activities	$ 3,937,870	$ 26,138,033
Noncapital Financing Activities	11,712	-
Capital and Related Financing Activities	(3,749,289)	(18,985,725)
Investing Activities	(183,597)	(6,274,654)
Net Increase (Decrease) in Cash and Cash Equivalents	**16,696**	**877,654**
Cash and Cash Equivalents, Beginning of Year	34,637	545,418
Cash and Cash Equivalents, End of Year	**$ 51,333**	**$ 1,423,072**

18. DISCRETELY PRESENTED COMPONENT UNITS

The university has thirteen component units as discussed in note 1. These component units comprise 100 percent of the transactions and account balances of the aggregate discretely presented component units' columns of the financial statements.

	Foundation 6/30/23	Boosters 6/30/23	Research Foundation 6/30/23	International Programs Association 9/30/22	Florida State University Schools 6/30/23	Other Component Units 6/30/23	Total
Condensed Statement of Net Position							
Assets:							
Current Assets	$ 48,958,771	$ 43,810,444	$ 121,916,358	$ 20,358,889	$ 19,647,795	$ 25,138,985	$ 279,831,242
Capital Assets, Net	5,960,880	168,046,288	14,573,988	33,648,071	31,880,250	11,853,134	265,962,611
Other Noncurrent Assets	941,518,822	157,313,409	108,787,244	439,585	-	7,680,112	1,215,739,172
Total Assets	**996,438,473**	**369,170,141**	**245,277,590**	**54,446,545**	**51,528,045**	**44,672,231**	**1,761,533,025**
Deferred Outflows of Resources	**-**	**1,115,111**	**-**	**-**	**-**	**-**	**1,115,111**
Liabilities:							
Current Liabilities	3,975,141	41,825,352	20,817,806	3,422,221	1,793,833	7,708,065	79,542,418
Noncurrent Liabilities	6,976,962	155,651,903	46,864,896	2,363,115	4,951,355	17,626,212	234,434,443
Total Liabilities	**10,952,103**	**197,477,255**	**67,682,702**	**5,785,336**	**6,745,188**	**25,334,277**	**313,976,861**
Deferred Inflows of Resources	**12,089,179**	**-**	**-**	**181,578**	**-**	**4,315,316**	**16,586,073**
Net Position:							
Net Investment in Capital Assets	2,991,436	17,704,286	7,829,092	30,950,374	27,517,452	341,570	87,334,210
Restricted, Nonexpendable	518,786,487	50,824,479	-	-	-	1,920,889	571,531,855
Restricted, Expendable	420,761,663	121,948,600	44,869,000	-	6,485,145	2,126,335	596,190,743
Unrestricted	30,857,605	(17,669,368)	124,896,796	17,529,257	10,780,260	10,633,844	177,028,394
Total Net Position	**$ 973,397,191**	**$ 172,807,997**	**$ 177,594,888**	**$ 48,479,631**	**$ 44,782,857**	**$ 15,022,638**	**$ 1,432,085,202**
Condensed Statement of Revenues, Expenses, and Changes in Net Position							
Operating Revenues	$ 36,359,507	$ 44,416,367	$ 15,075,348	$ 27,741,139	$ 21,063,103	$ 15,357,790	$ 160,013,254
Operating Expenses	61,518,845	54,736,019	15,974,668	20,593,289	19,822,469	18,807,277	191,452,567
Operating Income (Loss)	(25,159,338)	(10,319,652)	(899,320)	7,147,850	1,240,634	(3,449,487)	(31,439,313)
Net Nonoperating Revenues (Expenses)	55,805,143	(23,953,010)	10,042,396	(7,882)	389,872	4,093,061	46,369,580
Other Revenues, Expenses, Gains, and Losses	23,602,592	50,877,797	-	-	-	-	74,480,389
Increase (Decrease) in Net Position	**54,248,397**	**16,605,135**	**9,143,076**	**7,139,968**	**1,630,506**	**643,574**	**89,410,656**
Net Position, Beginning of Year	919,148,794	156,202,862	168,451,812	41,339,663	43,152,351	14,379,064	1,342,674,546
Net Position, End of Year	**$ 973,397,191**	**$ 172,807,997**	**$ 177,594,888**	**$ 48,479,631**	**$ 44,782,857**	**$ 15,022,638**	**$ 1,432,085,202**

OTHER REQUIRED SUPPLEMENTARY INFORMATION

SCHEDULE OF THE UNIVERSITY'S PROPORTIONATE SHARE OF THE NET PENSION LIABILITY - FLORIDA RETIREMENT SYSTEM PENSION PLAN

Description	2022 (1)	2021 (1)
University's proportion of the FRS net pension liability	0.74%	0.72%
University's proportionate share of the FRS net pension liability	$ 274,467,175	$ 54,350,905
University's covered payroll (2)	$ 499,362,101	$ 495,343,167
University's proportion of the FRS net pension liability as a percentage of its covered payroll	54.96%	10.97%
FRS Plan fiduciary net position as a percentage of the FRS total pension liability	82.89%	96.40%

SCHEDULE OF UNIVERSITY CONTRIBUTIONS - FLORIDA RETIREMENT SYSTEM PENSION PLAN

Description	2023 (1)	2022 (1)
Contractually required FRS contribution	$ 36,394,558	$ 31,477,108
FRS contributions in relation to the contractually required FRS contribution	(36,394,558)	(31,477,108)
Contribution deficiency (excess)	$ -	$ -
University's covered payroll (2)	$ 562,743,810	$ 499,362,101
FRS contributions as a percentage of covered payroll	6.47%	6.30%

Changes of assumptions - In 2022, the long-term expected rate of return decreased from 6.80 percent to 6.70 percent.

SCHEDULE OF THE UNIVERSITY'S PROPORTIONATE SHARE OF THE NET PENSION LIABILITY - HEALTH INSURANCE SUBSIDY PENSION PLAN

Description	2022 (1)	2021 (1)
University's proportion of the HIS net pension liability	0.60%	0.62%
University's proportionate share of the HIS net pension liability	$ 63,832,781	$ 75,636,589
University's covered payroll (3)	$ 216,243,489	$ 217,109,222
University's proportion of the HIS net pension liability as a percentage of its covered payroll	29.52%	34.84%
HIS Plan fiduciary net position as a percentage of the HIS total pension liability	4.81%	3.56%

SCHEDULE OF UNIVERSITY CONTRIBUTIONS - HEALTH INSURANCE SUBSIDY PENSION PLAN

Description	2023 (1)	2022 (1)
Contractually required HIS contribution	$ 4,398,542	$ 3,646,684
HIS contributions in relation to the contractually required HIS contribution	(4,398,542)	(3,646,684)
Contribution deficiency (excess)	$ -	$ -
University's covered payroll (3)	$ 259,305,383	$ 216,243,489
HIS contributions as a percentage of covered payroll	1.70%	1.69%

Changes of assumptions - The 20-year municipal bond rate used to determine total pension liability increased from 2.16 percent to 3.54 percent. In addition, the demographic assumptions for the Special Risk Class were updated to reflect plan changes and the election assumption for vested terminated members was updated from 20 percent to 50 percent to reflect recent experience.

SCHEDULE OF THE UNIVERSITY'S PROPORTIONATE SHARE OF THE TOTAL OTHER POSTEMPLOYMENT BENEFITS LIABILITY

Description	2022 (1)	2021 (1)
University's proportion of the total other postemployment benefits liability	2.10%	1.92%
University's proportionate share of the total other postemployment benefits liability	$ 164,768,865	$ 202,495,049
University's covered payroll	$ 499,362,101	$ 495,343,167
University's proportionate share of the total other postemployment benefits liability as a percentage of its covered payroll	33.00%	40.88%

No assets are accumulated in a trust that meet the criteria in paragraph 4 of GASB Statement No. 75 to pay related benefits. The university's June 30, 2022 proportionate share of the total OPEB liability decreased from the prior fiscal year as a result of changes to assumptions as discussed below:

Changes of assumptions - In 2022, amounts reported as changes of assumptions resulted from an increase in the discount rate from 2.18 percent to 4.09 percent, as well as updated healthcare costs and premiums and updated health care cost trend rates.

Notes: (1) The amounts presented for each fiscal year were determined as of June 30.

(2) Covered payroll includes defined benefit plan actives, investment plan members, State University System optional retirement program members, and members in DROP because total employer contributions are determined on a uniform basis (blended rate) as required by Part III of Chapter 121, Florida Statutes.

(3) Covered payroll includes defined benefit plan actives, investment plan members, and members in DROP.

2020 (1)	2019 (1)	2018 (1)	2017 (1)	2016 (1)	2015 (1)	2014 (1)	2013 (1)
0.74%	0.76%	0.75%	0.72%	0.72%	0.72%	0.70%	0.55%
$ 320,415,160	$ 262,063,652	$ 225,130,592	$ 212,443,411	$ 181,310,252	$ 93,262,711	$ 42,528,294	$ 94,644,224
$ 503,662,186	$ 482,527,134	$ 455,890,734	$ 438,212,856	$ 423,172,345	$ 407,099,915	$ 389,854,458	$ 368,648,639
63.62%	54.31%	49.38%	48.48%	42.85%	22.91%	10.91%	25.67%
78.85%	82.61%	84.26%	83.89%	84.88%	92.00%	96.09%	88.54%

2021 (1)	2020 (1)	2019 (1)	2018 (1)	2017 (1)	2016 (1)	2015 (1)	2014 (1)
$ 27,410,274	$ 24,563,022	$ 23,595,217	$ 21,301,230	$ 18,696,925	$ 17,510,994	$ 17,604,243	$ 15,267,633
(27,410,274)	(24,563,022)	(23,595,217)	(21,301,230)	(18,696,925)	(17,510,994)	(17,604,243)	(15,267,633)
$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
$ 495,343,167	$ 503,662,186	$ 482,527,134	$ 455,890,734	$ 438,212,856	$ 423,172,345	$ 407,099,915	$ 389,854,458
5.53%	4.88%	4.89%	4.67%	4.27%	4.14%	4.32%	3.92%

2020 (1)	2019 (1)	2018 (1)	2017 (1)	2016 (1)	2015 (1)	2014 (1)	2013 (1)
0.63%	0.65%	0.65%	0.65%	0.66%	0.65%	0.64%	0.62%
$ 77,489,534	$ 72,784,363	$ 68,540,176	$ 69,890,112	$ 76,700,313	$ 66,652,215	$ 59,936,732	$ 54,347,452
$ 218,367,106	$ 216,222,787	$ 209,298,557	$ 206,288,311	$ 201,302,795	$ 196,319,296	$ 188,768,602	$ 179,775,016
35.49%	33.66%	32.75%	33.88%	38.10%	33.95%	31.75%	30.23%
3.00%	2.63%	2.15%	1.64%	0.97%	0.50%	0.99%	1.78%

2021 (1)	2020 (1)	2019 (1)	2018 (1)	2017 (1)	2016 (1)	2015 (1)	2014 (1)
$ 3,624,444	$ 3,657,181	$ 3,612,160	$ 3,511,821	$ 3,459,247	$ 3,373,247	$ 2,498,290	$ 2,195,911
(3,624,444)	(3,657,181)	(3,612,160)	(3,511,821)	(3,459,247)	(3,373,247)	(2,498,290)	(2,195,911)
$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
$ 217,109,222	$ 218,367,106	$ 216,222,787	$ 209,298,557	$ 206,288,311	$ 201,302,795	$ 196,319,296	$ 188,768,602
1.67%	1.67%	1.67%	1.68%	1.68%	1.68%	1.27%	1.16%

2020 (1)	2019 (1)	2018 (1)	2017 (1)
1.89%	1.63%	1.65%	1.65%
$ 194,892,613	$ 206,091,438	$ 174,101,000	$ 178,386,000
$ 503,662,186	$ 482,527,134	$ 455,890,734	$ 438,212,856
38.70%	42.71%	38.19%	40.71%

Sherrill F. Norman, CPA
Auditor General

AUDITOR GENERAL
STATE OF FLORIDA

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The President of the Senate, the Speaker of the
House of Representatives, and the
Legislative Auditing Committee

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Florida State University, a component unit of the State of Florida, and its aggregate discretely presented component units as of and for the fiscal year ended June 30, 2023, and the related notes to the financial statements, which collectively comprise the University's basic financial statements, and have issued our report thereon dated December 13, 2023, included under the heading **INDEPENDENT AUDITOR'S REPORT**. Our report includes a reference to other auditors who audited the financial statements of the aggregate discretely presented component units, as described in our report on the University's financial statements. This report does not include the results of the other auditors' testing of internal control over financial reporting or compliance and other matters that are reported on separately by those auditors.

Report on Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the University's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the University's internal control. Accordingly, we do not express an opinion on the effectiveness of the University's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the University's financial statements will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the University's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, rules, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the University's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the University's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Respectfully submitted,

Sherrill F. Norman

Sherrill F. Norman, CPA
Tallahassee, Florida
December 13, 2023
Audit Report No. 2024-091

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FLORIDA STATE UNIVERSITY
ANNUAL REPORT 2022–2023

FLORIDA STATE UNIVERSITY ATHLETICS ASSOCIATION, INC.

FINANCIAL STATEMENTS

JUNE 30, 2023 AND 2022

THE FLORIDA STATE UNIVERSITY
ATHLETICS ASSOCIATION, INC.
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JUNE 30, 2023 AND 2022

INDEPENDENT AUDITORS' REPORT

The Board of Directors,
Florida State University Athletic Association, Inc.:

Report on the Audit of the Financial Statements

Opinions

We have audited the financial statements of Florida State University Athletic Association, Inc. (the Association), a direct-support organization and component unit of Florida State University, as of and for the years ended June 30, 2023 and 2022, and the related notes to the financial statements, which collectively comprise the Association's basic financial statements as listed in the table of contents.

In our opinion, the accompanying financial statements present fairly, in all material respects, the respective financial position of the Association, as of and for the year ended June 30, 2023 and 2022, and the respective changes in financial position and, where applicable, cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Association and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Responsibilities of Management for the Financial Statements

The Association's 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 from 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 Association's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditors' 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 from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinions. 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 Association'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 Association'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.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis as noted in the table of contents be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 15, 2023, on our consideration of the Association's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Association's internal control over financial reporting and compliance.

James Moore & Co., P.L.

Tallahassee, Florida
December 15, 2023

FLORIDA STATE UNIVERSITY ATHLETICS ASSOCIATION
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2023 AND 2022

The management's discussion & analysis (MD&A) provides an overview of the financial position and activities of the Florida State University Athletic Association (the Association) for the years ended June 30, 2023 and 2022. The intent of this discussion and analysis of financial performance is to provide readers with a comprehensive picture of the Association's financial condition and results of operations. It should be read in conjunction with the audited financial statements and related footnotes as details provided there are not necessarily repeated in this analysis.

OVERVIEW OF FINANCIAL STATEMENTS

The Association's financial report contains a series of three basic financial statements: Statement of Net Position; Statement of Revenue, Expense and Changes in Net Position; and Statement of Cash Flows. These financial statements are prepared in accordance with generally accepted accounting principles promulgated by the Governmental Accounting Standards Board (GASB). The financial statements focus on the financial condition of the Association, the results of operations, and cash flows of the Association as a whole. The accrual basis of accounting is used for presentation which is similar to most private-sector companies.

STATEMENT OF NET POSITION

The statement of net position reflects the assets and liabilities of the Association, using the accrual basis of accounting, and presents the financial position of the Association as of June 30, 2023 and 2022. The difference between total assets, total liabilities, and net position, is one significant indicator of the Association's current financial condition. The changes in net position that occur over time indicate enhancement or deterioration in the Association's financial condition. The following table summarizes the Association's assets, liabilities, and net position at June 30:

	2023	2022	2021
Assets			
Current assets	$ 12,645	$ 2,180,336	$ 2,779,844
Total assets	12,645	2,180,336	2,779,844
Liabilities			
Current liabilities	2,316,666	3,475,000	3,475,000
Noncurrent liabilities	-	2,027,083	5,502,083
Total liabilities	2,316,666	5,502,083	8,977,083
Net position			
Unrestricted	(2,304,021)	(3,321,747)	(6,197,239)
Total net position	$ (2,304,021)	$ (3,321,747)	$ (6,197,239)

STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION

The statement of revenues, expenses, and changes in net position depicts the Association's revenue and expense activity. Revenues and expenses are recognized when earned or incurred, regardless of when cash is received or paid.

The following summarizes the Association's activity for the years ended June 30:

	2023	2022	2021
Operating revenues	$ -	$ -	$ -
Less operating expenses	(343,339)	(65,622)	(78,911)
Operating income (loss)	(343,339)	(65,622)	(78,911)
Non-operating income	1,361,065	2,941,114	3,582,875
Net change in net position	1,017,726	2,875,492	3,503,964
Net position, beginning of year	(3,321,747)	(6,197,239)	(9,701,203)
Net position, end of year	$ (2,304,021)	$ (3,321,747)	$ (6,197,239)

STATEMENT OF CASH FLOWS

The statement of cash flows provides additional information about the Association's financial results by reporting the major sources and uses of cash. This statement assists in evaluating the Association's ability to generate net cash flows, and its ability to meet its obligations when they come due. The statement of cash flows reconciles the Association's cash transactions. Receipts during the year were used to provide funds to pay down the termination benefits payable. For the year ended June 30, 2023, there was no cash provided by or used in capital related financing activities. The balance of cash and cash equivalents was $0 for 2023, 2022, and 2021.

ECONOMIC CONDITIONS AND OUTLOOK

The Association's end of year net position increased by $1,011,606 from the previous year. The increase is a result of contributions received from the Seminole Boosters in excess of current year expenses. There are no material expenses expected to be paid by the Association in the next fiscal year as the athletics program continues to transition into the Athletic Association model over the coming years.

REQUEST FOR INFORMATION

Questions concerning information provided in the MD&A or elsewhere in the June 30, 2023 financial statements and supporting notes thereto should be addressed to Florida State University Department of Athletics, Business Office, P.O. Box 2195, Tallahassee, Florida 32306.

FLORIDA STATE UNIVERSITY
ATHLETICS ASSOCIATION, INC.
STATEMENTS OF NET POSITION
JUNE 30, 2023 AND 2022

		2023		2022
ASSETS				
Current assets:				
Investments	$	-	$	264,083
Due from Athletic Department		12,645		1,915,817
Interest receivable		-		436
Total current assets	$	12,645	$	2,180,336
LIABILITIES				
Current liabilities:				
Current portion of termination benefits payable	$	2,316,666	$	3,475,000
Total current liabilities		2,316,666		3,475,000
Noncurrent liabilities:				
Noncurrent portion of termination benefits payable		-		2,027,083
Total liabilities	$	2,316,666	$	5,502,083
NET POSITION				
Unrestricted	$	(2,304,021)	$	(3,321,747)
Total net position	$	(2,304,021)	$	(3,321,747)

The accompanying notes to financial statements
are an integral part of these statements.

FLORIDA STATE UNIVERSITY
ATHLETICS ASSOCIATION, INC.
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
FOR THE YEARS ENDED JUNE 30, 2023 AND 2022

	2023	2022
Operating revenues		
Total operating revenues	$ -	$ -
Operating expenses		
Termination benefits to coaches	337,219	59,502
Other operating expenses	6,120	6,120
Total operating expenses	343,339	65,622
Operating loss	(343,339)	(65,622)
Nonoperating revenues (expenses)		
Investment earnings	19,317	5,842
Contributions from Florida State University Foundation	-	341,671
Contributions from Seminole Boosters, Inc.	1,054,531	2,593,601
Contributions from Athletic Department	287,217	-
Transfers in from other University funds	-	-
Total nonoperating revenues (expenses)	1,361,065	2,941,114
Increase in net position	1,017,726	2,875,492
Net position, beginning of year	(3,321,747)	(6,197,239)
Net position, end of year	$ (2,304,021)	$ (3,321,747)

The accompanying notes to financial statements
are an integral part of these statements.

FLORIDA STATE UNIVERSITY
ATHLETICS ASSOCIATION, INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2023 AND 2022

	2023	2022
Cash flows from operating activities		
Receipts from contributions	$ -	$ -
Payments to suppliers and others	(1,625,584)	(3,535,398)
Net cash used in operating activities	(1,625,584)	(3,535,398)
Cash flows from investing activities		
Sales of investments	264,083	593,719
Investment earnings	19,753	6,407
Net cash provided by investing activities	283,836	600,126
Cash flows from noncapital financing activities		
Contributions from Florida State University Foundation	-	341,671
Contributions from Seminole Boosters, Inc.	1,054,531	2,593,601
Contributions from Athletic Department	287,217	
Net cash provided by noncapital financing activities	1,341,748	2,935,272
Increase in cash and cash equivalents	-	-
Cash and cash equivalents, beginning of year	-	-
Cash and cash equivalents, end of year	$ -	$ -
Reconciliation of operating loss to net cash used in operating activities:		
Operating loss	$ (343,339)	$ (65,622)
Adjustments to reconcile operating loss to net cash used in operating activities:		
Increase in due to other University funds	-	-
Decrease in due from other University funds	1,903,172	5,224
Decrease in termination benefits payable	(3,185,417)	(3,475,000)
Total adjustments	(1,282,245)	(3,469,776)
Net cash used in operating activities	$ (1,625,584)	$ (3,535,398)

The accompanying notes to financial statements
are an integral part of these statements.

(1) **Summary of Significant Accounting Policies:**

The following is a summary of the more significant accounting policies of Florida State University Athletic Association, Inc. (the Association), which affect significant elements of the accompanying financial statements.

(a) **Reporting entity—**The Association is a direct support organization of Florida State University (the University) pursuant to Section 1004.28, Florida Statutes. The Association is a non-profit Florida Corporation exempt from tax under Code Section 501(c)(3) of the Internal Revenue Code (IRC). The Association is organized and operated exclusively to receive, hold, invest, and administer property for the benefit of Florida State University. The purpose of the Association includes providing financial and administrative support to the University's varsity sports as deemed necessary and appropriate by the University President.

(b) **Measurement focus and basis of accounting—**The financial statements of the Association have been prepared following the financial reporting requirements for enterprise funds, which use the economic resources measurement focus and the accrual basis of accounting. Under this method, revenues are recorded when earned and expenses are recognized when they are incurred. In order to comply with restrictions that donors place on contributions and other gifts, as well as designations made by the Board of Directors, the principles of fund accounting are used.

The statement of net position is presented in a classified format to distinguish between current and noncurrent assets and liabilities.

The Association distinguishes operating revenues and expenses from nonoperating items. Operating revenues and expenses for the Association are those that result from supporting the operation of the University's intercollegiate athletic programs. It excludes all revenue and expenses related to capital and related financing, noncapital financing, and investing activities.

(c) **Investments and fair value measurement—**The Association categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. In 2022, the Association was invested in the State Treasury Special Purpose Investment Account (SPIA). SPIA is measured at level 3 fair values within the fair value hierarchy under GASB 72.

(d) **Revenue recognition—***Contributions* – Annual contributions are recorded as revenue at the time they are received or when all eligibility requirements are met, whichever is first.

Other Revenues – Other revenues includes the amount of estimated liquidated damages to be recovered per contractual obligations associated with involuntary termination benefits for an athletic coach's breach of contract.

(1) **Summary of Significant Accounting Policies:** (Continued)

(e) **Termination benefits**—The Association has entered into employment contracts with certain employees that provided for involuntary termination benefits. An expense and liability is created by the Association when a plan of termination has been approved by those with the authority to commit the Association to the plan, the plan has been communicated to those employees, and the amount can be reasonably estimated.

(f) **Income taxes—**Pursuant to a determination letter received from the Internal Revenue Service, the Association is exempt from federal income taxes under IRC Section 501(c)(3) and as such, is liable for tax only on business income unrelated to the purpose for which they are exempt. There are no provisions for income tax for the years ended June 30, 2023 or 2022.

(g) **Use of estimates**—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

(h) **Net position**—Net position is classified and displayed in two components:

(i) Restricted – consists of net position that has constraints placed upon their use either by external donors or creditors or through laws, regulations or constraints imposed by law through constitutional provisions or enabling legislation, reduced by any liabilities to be paid from these assets.

(ii) Unrestricted – consists of net position that does not meet the definition of "restricted."

When both restricted and unrestricted net positions are available for use, it is the Association's policy to use the restricted resources first, then unrestricted resources as they are needed.

(i) **Contributions receivable**—Contributions receivable are stated at their net realizable value. Management considers all balances to be fully collectible. As such, no allowance for uncollectable amounts has been recorded as of June 30, 2023 and 2022. The Association has no policy requiring collateral or other security to support its contributions receivable.

(j) **New accounting pronouncements**—GASB Statement No. 96, *Subscription-Based Information Technology Arrangements* provides guidance on the accounting and financial reporting for subscription-based information technology arrangements (SBITAs). The Association has considered the impact of this new accounting standard and determined that there is no impact to the financial statements related to the implementation.

GASB Statement No. 94, *Public-Private and Public-Public Partnerships and Availability Payment Arrangements* provides guidance on the accounting and financial reporting for public-private and public-public partnership arrangements. The Association has considered the impact of this new accounting standard and determined that there is no impact to the financial statements related to the implementation.

(2) **Investments:**

Fair value of investments—In general, investments are reported at fair value when available. The Association categorizes the fair value measurements of its investments based on the hierarchy established by generally accepted accounting principles. The Fair value hierarchy, which has three levels, is based on the valuation inputs used to measure an asset's fair value:

Level 1 – Inputs are quoted prices in active markets for identical assets.

Level 2 – Inputs are significant other observable inputs.

Level 3 – Inputs are significant unobservable inputs.

The Association reported investments at fair value totaling $0 and $264,083 at June 30, 2023 and 2022, respectively, in the State Treasury Special Purpose Investment Account (SPIA) investment pool, representing ownership of a share of the pool, not the underlying securities. Pooled investments with the State Treasury are not registered with the Securities and Exchange Commission. Oversight of the pooled investments with the State Treasury is provided by the Treasury Investment Committee per Section 17.575, Florida Statutes. The authorized investment types are set forth in Section 17.57, Florida Statutes. The SPIA carried a credit rating of AA-f by Standard & Poor's, had an effective duration of 3.02 years and 2.66 years and fair value factor of .9667 and .9479 at June 30, 2023 and 2022, respectively. Participants contribute to the Treasury Pool on a dollar basis. These funds are commingled and a fair value of the pool is determined from the individual values of the securities. The fair value of the securities is summed and a total pool fair value is determined. A fair value factor is calculated by dividing the pool's total fair value by the pool participant's total cash balances. The fair value factor is the ratio used to determine the fair value of an individual participant's pool balance. The Association relies on policies developed by the State Treasury for managing interest rate risk or credit risk for this investment pool. Disclosures for the State Treasury investment pool are included in the notes to financial statements of the State's Comprehensive Annual Financial Report. Investments in SPIA are reported as level 3 fair value investments within the fair value hierarchy per GASB 72.

(3) **Related Party Transactions:**

As stated in Note (1), the Association is a direct support organization of The Florida State University (the University). Additionally, the University's athletic department personnel have operational responsibility of the Association. Certain payroll expenditures in relation to termination benefits described in Note 4, were paid by the University Department of Athletics (Athletics) on behalf of the Association.

Additionally, for the year ended June 30, 2023, contributions from Athletics on the Statement of Activities for operating and personnel activities were $287,217. For the year ended June 30, 2022, the Association received $61,224 from Athletics, which was owed to another university by the Association for termination benefits. Additionally, the Association paid $56,000 on behalf of Athletics for expenditures related to professional fees. Amounts due (to) from the University totaled net amounts of $12,645 and $1,915,817 at June 30, 2023 and 2022, respectively.

(3) **Related Party Transactions:** (Continued)

Contributions from the Florida State University Foundation on the Statement of Activities were contributions received as a result of donations made by employees of Florida State University Department of Intercollegiate Athletics to benefit the Association. Contributions were $341,671 during the year ended June 30, 2022. There were no contributions from the Florida State University Foundation during the year ended June 30, 2023.

Seminole Boosters, Inc. serves as an official legal conduit for the acceptance, investment, and distribution of private gifts in support of the activities and programs of the University. Seminole Boosters, Inc. expends significant resources for, or on behalf of, the Association. Contributions made by Seminoles Boosters, Inc. were $1,054,531 and $2,593,601 during the years ended June 30, 2023 and 2022 respectively.

(4) **Termination Benefits:**

As part of the University's ongoing evaluation of its athletic programs, the University terminated certain coaches in recent years, thereby enacting the involuntary termination clause of the applicable employment contracts. Employment agreements associated with those coaches provide for termination benefits equal to the total compensation remaining on the employee's contracts after a 20-week period, reduced on a dollar for dollar basis by any new compensation agreement entered into by the employee with any third party. Termination benefits incurred by the Association for the years ended June 30, 2023 and 2022 were $337,219 and $59,502, respectively.

The estimated remaining termination benefits for the terminated coaches are to be paid in 2024 and are reported as accrued expenses on the Statement of Net Position. At June 30, 2023, the total estimated liability for involuntary termination benefits for each of the next five years, is as follows:

Year Ending June 30,	Guaranteed Amount
2024	$ 2,316,666

(5) **Subsequent Events:**

The Association evaluated all events and transactions that occurred from July 1, 2023 through December 15, 2023, the date the financial statements were available for issuance. During the period from July 1, 2023 to December 15, 2023, the Association did not have any material recognized subsequent events.

INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

The Board of Directors,
Florida State University Athletic Association, Inc.
Tallahassee, Florida:

We have audited, in accordance with the auditing standards generally accepted in the United States of America and standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the business-type activities of the Florida State University Athletic Association, Inc. (the Association), as of and for the year ended June 30, 2023, and the related notes to the financial statements, which collectively comprise the Association's basic financial statements, and have issued our report thereon dated December 15, 2023.

Report on Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Association's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Association's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Association's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

James Moore & Co., P.L.

Tallahassee, Florida
December 15, 2023

Seminole Boosters, Inc.

(A Component Unit of Florida State University)

Financial Report
June 30, 2023

Contents

Independent Auditor's Report

Board of Directors
Seminole Boosters, Inc.

Report on the Audit of the Financial Statements

Opinion
We have audited the financial statements of the Seminole Boosters, Inc. (the Boosters), a component unit of Florida State University, as of and for the year ended June 30, 2023, and the related notes to the financial statements, which collectively comprise the Boosters' basic financial statements as listed in the table of contents.

In our opinion, the accompanying financial statements referred to above present fairly, in all material respects, the financial position of the Boosters, as of June 30, 2023, and the changes in financial position and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion
We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States (*Government Auditing Standards*). 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 Boosters, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter
As discussed in Note 1 to the basic financial statements, the Boosters adopted Governmental Accounting Standards Board Statement No. 96, *Subscription-Based Information Technology Arrangements* (SBITA) as of July 1, 2022. As a result, beginning SBITA asset and SBITA liability balances were restated. Our opinion is not modified with respect to this matter.

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 from 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 Boosters' ability to continue as a going concern for 12 months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

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 from 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 and *Government Auditing Standards* 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 and *Government Auditing Standards*, 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 Boosters' 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 Boosters' 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.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with GAAS, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated November 30, 2023, on our consideration of the Boosters' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Boosters' internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Boosters' internal control over financial reporting and compliance.

RSM US LLP

Jacksonville, Florida
November 30, 2023

Management's Discussion and Analysis
(Unaudited)

The management's discussion and analysis provides an overview of the financial position and activities of the Seminole Boosters, Inc. (the Boosters) for the fiscal years ended June 30, 2023 and 2022. This overview is required by the Governmental Accounting Standards Board (GASB) Statement No. 35, *Basic Financial Statements – and Management's Discussion and Analysis – for Public Colleges and Universities*. It should be read in conjunction with the financial statements and notes to the financial statements, which follow this section.

ORGANIZATIONAL VISION

Our organizational vision is:

> ***"To build personal, long lasting relationships with every student, fan, and alumni and inspire the success of the entire Florida State community through Athletics."***

This is not a phrase used for promotional purposes. This is who we strive to be each and every day. Every decision of this organization can be tied back to this vision.

OVERVIEW OF FINANCIAL STATEMENTS

Boosters' financial report includes three basic financial statements: the Statements of Net Position; the Statements of Revenues, Expenses and Changes in Net Position; and the Statements of Cash Flows. These financial statements are prepared in accordance with accounting principles generally accepted in the United States of America promulgated by the GASB. The financial statements focus on the financial condition of Boosters' results of operations and cash flows of Boosters as a whole. The accrual basis of accounting is used for the presentation, which is similar to most private-sector companies.

The Statements of Net Position presents the financial position of Boosters at the end of the fiscal year and includes all of the assets, deferred outflows and liabilities of Boosters. Net position – the difference between assets, deferred outflows and liabilities – is one indicator of the current financial position of Boosters; however, other non-financial factors, such as the national and international economy must also be considered when assessing the overall health of Boosters. The differences in net position that occur over time indicate whether the overall financial condition of Boosters has improved or worsened. Assets, deferred outflows and liabilities are reported at cost, approximating fair value, with the exception of investments and real estate held for resale, which are reported at fair value, and capital assets, which are reported at historical cost less accumulated depreciation and amortization.

The Statements of Revenues, Expenses and Changes in Net Position present the revenue and expense activity for Boosters, categorized as operating, nonoperating and capital contributions. Revenues and expenses are recognized when earned or incurred, regardless of when cash is received or paid.

The Statement of Cash Flows provides information about Boosters' financial results by reporting the major sources and uses of cash and cash equivalents. This statement assists in evaluating Boosters' ability to generate cash flows, its ability to meet its obligations as they come due and its need for external financing.

FINANCIAL HIGHLIGHTS

2023 vs. 2022

The assets and deferred outflows of resources of Boosters totaled $370,285,252 and $357,574,457 at June 30, 2023 and 2022, respectively, which reflects an increase of $12,710,795 or 3.55% from June 30, 2022. This increase is primarily due to significant changes in Cash & cash equivalents of approximately $7.8 million, non-current Pledges Receivable of $15.5 million, which was offset by decreases in Capital Assets, net of depreciation of approximately $10.2 million. The increase in cash & cash equivalents is due to collections on pledges related to the Dunlap Football Center and the Doak Campbell Stadium renovation project. The increase in non-current Pledges receivable is primarily due to the sales related to the Doak Campbell Stadium Renovation which increased $31.8 million during the 2023 fiscal year. Overall pledges receivable for capital projects only increased approximately $18.1 million due to write-offs that occurred during the fiscal year related to old outstanding pledges of over $11.8 million. The decrease in Capital Assets, net of depreciation is due to the current fiscal year depreciation of $8.7 million, as well as capital assets contributed to Florida State University of approximately $2.5 million related to the Dunlap Football Center and Doak Campbell Stadium Renovation. This was offset by the addition of Subscription-Based Information Technology Arrangements, and other assets during the fiscal year which totaled approximately $1.2 million. The liabilities of Boosters totaled $197,477,255 and $201,371,595 at June 30, 2023 and 2022, respectively, which reflects a decrease of $3,894,340 or 1.93% from June 30, 2022. This decrease is primarily due to the reductions in Bonds payables and Notes payable during the fiscal year of approximately $6.8 million, and the decrease in Lease liabilities of approximately $728 thousand. These decreases were offset by increases in Advanced receipts of approximately $1.7 million, the increase in Accounts payable of approximately $1.5 million and the increase in Accrued expenses and other liabilities of approximately $608K. The decrease in Bonds payable and Notes payable is related to normal payment of principal on the bonds and notes. The payments on bonds totaled approximately $5.2 million, payments on notes totaled approximately $765K and the forgiveness of the Payroll Protection Program loan #2 of approximately $819 thousand. The decrease in Lease liabilities is due to the recognition of the year worth of the liability being paid as well as the removal of the lease liability related to the 51 on Madison lease which was cancelled in December 2022. The increase in Advanced receipts is due to an increase in total annual fund to approximately $19.1 million compared to $16.7 million in the prior year, as well as increases in the sale of Dunlap Champions Club tickets and collections related to 2023 football season skybox payments of approximately $1.2 million. These increases were offset by reductions in the non-current portion of Advanced receipts of approximately $1.7 million that became current during the fiscal year. The increase in Accounts payable is primarily due to payables related to the Dunlap Football Center construction and Doak Campbell Stadium Renovation of approximately $1.8 million. The increase in Accrued expenses and other liabilities is due to an increase in salaries and bonuses payable related to an agreement with the Men's Basketball Coach of $650 thousand. The net position of Boosters totaled $172,807,997 and $156,202,862 at June 30, 2023 and 2022, respectively, which reflects an increase of $16,605,135 or 10.63% from June 30, 2022 operating loss.

Boosters' operating revenues totaled $44,654,478 and $46,188,237 for the years ended June 30, 2023 and 2022, respectively. This decrease of $1,533,759 or 3.32% for the 2022-2023 fiscal year is primarily due to the elimination of the University Center Club consolidated revenues of approximately $5.3 million, and the elimination of revenues from 51 on Madison of approximately $1.1 million, which were offset by increases in revenue related to Contributions of approximately $2.6 million, increases in concessions revenues of approximately $667 thousand, loan forgiveness of approximately $819 thousand, and increases in Skybox and Dunlap Champions Club revenues of approximately $563 thousand. The reduction in revenue for the University Center Club is due to a change in January 2022 to this area being operated directly by Legends Hospitality as a commission to the Boosters, which resulted in these revenues and expenses no longer being consolidated with the Boosters. The reduction related to 51 on Madison is due to the operations of this facility ending in December 2022 by approval of the Seminole

Boosters Board. The increase in Contributions is due to an increase of restricted contributions of approximately $2.5 related to additional sport specific fundraising. The Concessions revenue increased due to additional operations being turned over to Legends during the 2023 fiscal year, primarily the operations of the Dunlap Champions Club and Skybox Suites. During the fiscal year we received forgiveness of the Payroll Protection Program loan #2 as those funds were appropriately used for eligible expenses. The Dunlap Champions Club and Skybox revenues increased due to sales during the year and the success of the Football team in the 2022 season. Operating expenses totaled $57,589,700 and $57,112,310 for the years ended June 30, 2023 and 2022, respectively. This increase of $477,390 or 0.84% for the 2022-2023 fiscal year is the result of various increases and decreases in expenses during the fiscal year which resulted in a slight increase compared to the prior year. Nonoperating revenues totaled $9,151,364 and $4,668,327 for the years ended June 30, 2023 and 2022, respectively. This increase of $4,483,037 or 96.03% for the 2022-2023 fiscal year is primarily due to an increase in investment income of approximately $6.9 million, increases in Net Investment Gain related to realized and unrealized gains and losses related to real estate held for resale and the sales of security investments assets, and due to an increase in the Royalty revenue during the fiscal year which increased approximately $731 thousand. These increases were offset by a reduction in Interest Income of approximately $3.1 million due to the investment market not being up as much during FY23 compared to FY22 and not receiving a $2.9 million distribution from CollegeTown related to the refinancing of debt on phase 1 of CollegeTown. Nonoperating expenses totaled $31,443,804 and $18,287,635 for the years ended June 30, 2023, and 2022, respectively. This increase of $13,156,169 or 71.94% for the 2022-2023 fiscal year is primarily related to increases in Bad Debt Expense of approximately $8.7 million that resulted from a change in the allowance policy in estimating uncollectible pledges on an ongoing basis, an increase in Capital Contributions to Florida State University due to of the construction for the Dunlap Football Center and Doak Campbell Stadium Renovation of approximately $7.4 million. These increases were offset by a reduction in the loss realized from the sale of real estate assets of approximately $2.3 million and a reduction in Interest Expense due to principal reductions of approximately $585 thousand. Capital contributions totaled $51,832,797 and $11,838,363 for the years ended June 30, 2023, and 2022, respectively. This increase of $39,994,434 or 337.84% is related to significant increases in Capital Project contributions related to the Dunlap Football Center and Doak Campbell Stadium Renovation which both increased by approximately $3.4 million and $38.9 million, respectively.

Although the changes in activity within the financial statements noted above are significant by each line item, the overall increase in net position for the 2022-2023 fiscal year is $16,605,135.

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital Assets

Capital assets include land, land improvements, buildings and building improvements, furniture, fixtures and equipment and construction in progress.

2023 vs. 2022

At June 30, 2023, Boosters' capital assets, net of depreciation, decreased to $168,046,288, compared to the prior year net capital assets of $178,752,552. The decrease in capital assets is primarily related to depreciation and amortization on existing assets during the current year, which was $8.7 million, and the removal of capital assets no longer owned by the Boosters and contribution of construction in progress assets related to the Dunlap Football Center and Doak Campbell Stadium Renovation of approximately $2.5M to the University. These decreases were offset by approximately $1.2M in asset additions during the fiscal year related to seating in Section 120, and Subscription-Based Information Technology Arrangements.

Long-Term Debt

2023 vs. 2022

At June 30, 2023, Boosters had outstanding bonds and notes payable of $151,627,137, a decrease of $6,825,063 from $158,452,200 at the end of fiscal year 2022. The decrease in the bonds and notes payable is related to the payment of principal during the fiscal year, which included the payment of $5.2 million in bond debt and $1.6 million in notes.

Boosters exceeded their minimum debt service coverage ratio for the note payable from Ameris Bank related to CollegeTown Phase 3.

FISCAL YEAR HIGHLIGHTS

Albert J. and Judith A. Dunlap Football Center – During the 2018 fiscal year, we began raising money towards the construction of the Albert J. and Judith A. Dunlap Football Center. At June 30, 2023, the total funds raised towards this project was $55,464,912, which represents a decrease of $2,419,163 from June 30, 2022, which was due to a significant increase of pledges written-off related to the project of $5,837,988. During the 2022-2023, fiscal year we held the ground-breaking ceremony in December 2022 following the end of the 2022 football season. The first area of construction was relocating utilities related to the Indoor Practice Facility into an East Annex to allow for the construction of the Dunlap Football Center. Following the completion of the 2023 football season, full construction of the new facility will begin and the construction is expected to take approximately 18 months.

Doak Campbell Stadium Renovation – Prior to the end of the 2021 fiscal year the Florida State University Board of Trustees gave the Boosters permission to begin preselling products related to the renovation of the west side seating and Dunlap Champions Club seating in Doak Campbell Stadium. During the 2022 fiscal year, we began the process of selling a couple of the new premium seating options that will be available. The initial sales phase included Founders Suites (8) and Founders Loges (28), each with a required capital commitment and deposit to hold the product. All Founders Suites and Loges were sold during the 2022 fiscal year. After showing the viability of this project the Florida State University Board of Trustees provided the Boosters with the approval to continue to move forward with the project. During the 2023 fiscal year we continued sales of the new West side seating options, as well as working towards getting full agreements signed for the Founders Suites and Founders Loges. At the end of the 2023 fiscal year, we had a total of $39,730,500 in capital gifts pledged to the project related to seat sales. As of June 30, 2023 in addition to having all of the Founders Suites and Founders Loges sold we have sold 734 west club seats out of the 2,224 available or approximately 33% of the inventory. During the 2023 football season, construction teams will be completing enabling work to prepare for the renovation. Construction of this project will begin following the conclusion of the 2023 football season and it is expected that the renovation will be completed by the 2025 football season.

ECONOMIC CONDITIONS AND OUTLOOK

The financial outlook for the 2023-2024 fiscal year looks to be positive, during the 2022-2023 fiscal year we worked to get signed gift agreements for all committed Founders Suites and Founders Loge products for the renovation. At the end of the 2022-2023 fiscal year there were 3 Founders Suites and 6 Founders Loges unsigned, for the 2023-2024 year we will have the gift agreements for the remaining Founders Suites and Founders Loges signed. Additionally, there is increased excitement in the 2023 football season which will help generate additional revenues in the annual fund, skybox suites, Dunlap Champions Club, and concessions. Following the launch of the Bowden Society in September 2022 we will continue to make this a primary focus moving forward, working to renew donors that are completing their time in the society as well as adding new donors. The initial goal is for the Bowden Society memberships to reach 1,000 total members, and maintain that as a minimum number of total members each year. We continue to focus on increasing the annual fund membership, as this is the life blood of the organization and our ability to support the FSU Department of Athletics. While we are not currently in a specific named campaign, we continue to focus on increasing annual fund membership and raising money for facility projects to continue to enhance the student-athlete experience and continue to compete for championships.

Condensed Statements of Net Position

	2023	2022
Current assets	$ 93,515,898	$ 85,697,728
Noncurrent assets	275,654,243	270,583,931
Total assets	$ 369,170,141	$ 356,281,659
Deferred outflows of resources	$ 1,115,111	$ 1,292,798
Current liabilities	$ 41,825,352	$ 37,331,906
Noncurrent liabilities	155,651,903	164,039,689
Total liabilities	$ 197,477,255	$ 201,371,595
Net investment in capital assets	$ 17,704,286	$ 21,897,825
Restricted	172,773,079	146,423,527
Unrestricted	(17,669,368)	(12,118,490)
Total net position	$ 172,807,997	$ 156,202,862

Condensed Statements of Revenues, Expenses and Changes in Net Position

	2023	2022
Operating revenues	$ 44,654,478	$ 46,188,237
Operating expenses	(57,589,700)	(57,112,310)
Net operating loss	$ (12,935,222)	$ (10,924,073)
Nonoperating revenues	$ 9,151,364	$ 4,668,327
Nonoperating expenses	(31,443,804)	(18,287,635)
Net nonoperating expenses	$ (22,292,440)	$ (13,619,308)
Capital contributions and additions to permanent endowments	$ 51,832,797	$ 11,838,363
Increase (decrease) in net position	16,605,135	(12,705,018)
Net position, beginning of year	156,202,862	168,907,880
Total net position, end of year	$ 172,807,997	$ 156,202,862

Conclusion

The 2022-2023 fiscal year from a net income perspective was very successful, primarily due to significant increases in Capital Contribution revenues of over $50.6 million during the fiscal year. While the outlook for next fiscal year is positive, as additional facility projects are completed, construction expenses may continue to increase in future years. At all times, our organizational mission and vision remain at the forefront for making decisions.

Our annual fund, the lifeline of Boosters will certainly continue to be the emphasis, as well as, major gift fundraising, aimed at building and maintaining athletic facilities. The Board of Directors volunteer significant time and effort into Boosters and should be applauded for their personal commitment.

Sincerely,

John P. Sinclair III, CPA
Chief Financial Officer

Financial Reporting Requirements

The above section of the Seminole Boosters, Inc. (Boosters') financial statements presents management's discussion of Boosters' financial activity during the fiscal year ended June 30, 2023.

As required by accounting principles generally accepted in the United States of America, the financial statements include three basic financial statements that provide information on Boosters as a whole: the Statement of Net Position; the Statement of Revenues, Expenses and Changes in Net Position and the Statement of Cash Flows.

Requests for Information

Questions concerning any information included in this report or any request for additional information should be addressed to the Chief Financial Officer, Seminole Boosters, Florida State University, PO Box 1353, Tallahassee, FL 32302.

Audited Financial Statements

Seminole Boosters, Inc.

Statement of Net Position
June 30, 2023

Assets	
Current assets:	
Cash and cash equivalents:	
Cash and cash equivalents	$ 6,259,653
Restricted cash	30,634,711
Total cash and cash equivalents	36,894,364
Investments:	
Investments in securities	12,110,900
Investments in real estate	7,748,999
Other investments	100,000
Investments held by FSU Foundation	21,527,852
Total investments	41,487,751
Accounts receivable:	
Accounts receivable	152,545
Due from FSU Foundation	29,656
Due from FSU	106,696
Due from Athletics	5,298,155
Other accounts receivable	825,568
Total accounts receivable	6,412,620
Pledges receivable, net	8,092,114
In-kind receivables	360,510
Other assets	268,539
Total current assets	93,515,898
Noncurrent assets:	
Restricted cash	1,563,006
Pledges receivable, net	69,760,094
In-kind receivables	45,585
Notes receivable	27,977,073
Capital assets, net	164,766,500
SBITA assets, net	256,450
Lease asset	3,023,338
Other assets	8,262,197
Total noncurrent assets	275,654,243
Deferred outflows of resources:	
Deferred loss on refunding	1,115,111
Total assets and deferred outflows of resources	$ 370,285,252

(Continued)

Seminole Boosters, Inc.

Statement of Net Position (Continued)
June 30, 2023

Liabilities and Net Position	
Current liabilities:	
Accounts payable	$ 2,680,777
Accrued expenses	2,157,596
Accrued interest	1,246,633
Bonds payable	5,335,000
Notes payable	792,748
Advanced receipts	28,054,886
SBITA liabilities	84,303
Lease liability	591,363
Due to FSU Department of Athletics	322,907
Other current liabilities	559,139
Total current liabilities	41,825,352
Long-term liabilities:	
Bonds payable, net	113,201,352
Notes payable	32,298,037
Advanced receipts	4,061,313
SBITA liabilities	137,057
Lease liability	2,544,144
Due to FSU Foundation	3,410,000
Total long-term liabilities	155,651,903
Total liabilities	197,477,255
Net position:	
Net investment in capital assets	17,704,286
Restricted for:	
Athletic programs	6,241,561
Expendable contributions	115,707,039
Nonexpendable contributions	50,824,479
Unrestricted	(17,669,368)
Total net position	$ 172,807,997

See notes to financial statements.

Seminole Boosters, Inc.

Statement of Revenues, Expenses and Changes in Net Position
Year Ended June 30, 2023

Operating revenues:	
Charges for services:	
Concessions	$ 1,494,512
Total charges for services	1,494,512
Program support:	
Contributions	23,571,021
Stadium revenues—security for the series 2012A, 2012C, 2013A, 2015A, 2015B and 2015C revenue bonds:	
Rent income—stadium lease	1,850,000
Champions club season tickets	5,874,925
Skybox season tickets	4,209,466
In-kind contributions	336,629
Other revenues	7,317,925
Total program support	43,159,966
Total operating revenues	44,654,478
Operating expenses:	
Program services:	
Program services	46,347,078
Bad debt expense	2,005,961
Other expenses	736,621
Total program expenses	49,089,660
Supporting services	8,500,040
Total operating expenses	57,589,700
Operating loss	(12,935,222)

(Continued)

Seminole Boosters, Inc.

Statement of Revenues, Expenses and Changes in Net Position (Continued)
Year Ended June 30, 2023

Nonoperating revenues (expenses):	
Interest income	$ 2,058,406
Interest expense	(6,203,338)
Net investment gain	2,787,465
Royalties, security for the series 2012A, 2012C, 2013A, 2015A, 2015B and 2015C revenue bonds	4,305,493
Bad debt expense	(9,498,539)
Construction contributions to FSU	(14,547,955)
Other nonoperating loss	(1,193,972)
Net nonoperating expenses	(22,292,440)
Loss before capital contributions and additions to permanent endowments	(35,227,662)
Capital contributions and additions to permanent endowments:	
Capital contributions	50,611,895
Endowment	1,220,902
Total capital contributions and additions to permanent endowments	51,832,797
Increase in net position	16,605,135
Net position at beginning of year	156,202,862
Net position at end of year	$ 172,807,997

See notes to financial statements.

Seminole Boosters, Inc.

Statement of Cash Flows
Year Ended June 30, 2023

Cash flows from operating activities:	
Receipts from customers	$ 45,403,992
Payments to suppliers and vendors	(36,772,156)
Payments to employees	(8,216,416)
Net cash provided by operating activities	415,420
Noncapital financing activities:	
Principal collections on notes receivable	4,650
Receipts from royalty program	4,305,493
Payments to FSU	382,608
Interest received	1,787,388
Receipt of nonoperating contributions	23,889,846
Assets contributed to FSU	(12,085,072)
Other nonoperating receipts	136,771
Net cash provided by noncapital financing activities	18,421,684
Capital and related financing activities:	
Receipt of nonoperating contributions	1,654,484
Principal payments on bonds payable	(5,155,000)
Payments of interest	(6,140,052)
Principal payments on notes payable	(1,584,096)
Principal payments on lease liabilities	(618,040)
Payments of interest on lease liabilities	(132,672)
Principal payments on SBITA liabilities	(122,075)
Payments of interest on SBITA liabilities	(12,293)
Purchase of capital assets	(314,131)
Net cash used in capital and related financing activities	(12,423,875)
Investing activities:	
Investment income	87,193
Sale of investments	5,910,200
Purchase of investments	(4,799,034)
Proceeds from sale of investment property	212,675
Net cash provided by investing activities	1,411,034
Net increase in cash and cash equivalents	7,824,263
Cash and cash equivalents:	
Beginning	30,633,107
Ending	$ 38,457,370

(Continued)

Seminole Boosters, Inc.

Statement of Cash Flows (Continued)
Year Ended June 30, 2023

Reconciliation of operating loss to net cash provided by operating activities:	
Operating loss	$ (12,935,222)
Adjustments to reconcile operating loss to net cash provided by operating activities:	
Depreciation and amortization	8,731,060
Loss on disposal of capital assets	63,930
Changes in operating assets and liabilities:	
Accounts receivable	724,272
In-kind receivables	(205,324)
Pledges receivable	3,806,216
Due from Athletics	(3,283,146)
Other assets	35,357
Accounts payable	1,456,250
Accrued expenses	552,633
Advanced receipts	1,678,100
Due to FSU Department of Athletics	(482,440)
Other liabilities	273,734
Net cash provided by operating activities	$ 415,420
Supplemental disclosures of noncash capital and financing activities:	
Change in market value of investments and real estate	$ 1,600,972
Loss from exchange or sale of real estate	$ (1,197,218)

See notes to financial statements.

Note 1. Nature of Operations and Summary of Significant Accounting Policies

Nature of operations: The Seminole Boosters, Inc. (the Boosters) is a direct support organization of Florida State University (the University) pursuant to Section 1004.28, Florida Statutes and regulations thereunder at 6C-9.011 of the Florida Administrative Code. The Boosters is a nonprofit Florida corporation exempt from tax under Code Section 501(c)(3) of the Internal Revenue Code (IRC). The purpose of the Boosters is to stimulate and promote the education, health and physical welfare of the students of the University by providing financial support for the intercollegiate athletic programs at the University, including, but not limited to, scholarships, capital projects and authorized travel and entertainment. The most significant source of support is derived from annual contributions. The Boosters also operates retail concession outlets for most major University sporting events with main facilities located at Doak S. Campbell Stadium (the Stadium) and Dick Howser Stadium. Other special projects and fund-raising activities occur during the year.

T'Alley Properties, LLC (T'Alley Properties), a blended component unit of the Boosters, was formed to account for real estate holding and development activities associated with the College Town project (the Project) (see Note 10). T'Alley Properties' fiscal year-end is December 31; however, balances reported in the Boosters' financial statements represent balances as of and for the fiscal year ended June 30, 2023.

FSU Financial Assistance, Inc. (Financial Assistance), a blended component unit of the Boosters, is a nonprofit Florida corporation exempt from income tax under IRC Section 501(c)(3) and was incorporated on December 26, 1994. Financial Assistance was created for the purpose of securing bond financing as a direct support organization of the University in accordance with Section 1004.28, Florida Statutes.

Ten G & G, Inc. (Ten G & G), a blended component unit of the Boosters, was acquired in December 2018. Ten G & G was formed in 2011 for the purpose of funding the development activities of the College Town project.

College Town Investment Fund (CTIF), a blended component unit of the Boosters, was acquired in December 2018. CTIF was created as a holding company to manage all investments in the College Town project.

Reporting entity: In defining the Boosters for financial reporting purposes, management has applied the requirements of *Governmental Accounting Standards Board Statement (GASB) No. 14, The Financial Reporting Entity, and GASB No. 61, The Financial Reporting Entity, Omnibus*. These statements establish the basis for the reporting entity and whether it is considered a component unit of another entity. The Boosters would be a component unit of another entity if it is financially accountable to that unit. Financial accountability occurs when an entity appoints a voting majority of the Board of the potential component unit and: (1) is able to impose its will on the potential component unit, and/or (2) is fiscally dependent and is in a relationship of financial benefit or burden with the potential component unit. An entity would also be considered financially accountable if the potential component unit is fiscally dependent and there is a financial benefit or burden relationship, regardless of whether the entity appoints the voting majority of the potential component unit's Board. The Boosters are a direct support organization of the University and has met all of the financial accountability criteria necessary to be considered a component unit of the University.

The financial statements of the Boosters represent all of the Boosters' operating activities as well as the financial activity of T'Alley Properties, Financial Assistance, Ten G & G and CTIF. Collectively, these activities and supporting organizations represent the primary reporting activity.

Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

The Boosters maintains direct control of Financial Assistance and has the ability to determine the direction of its policies and its operations through common management. Each year significant transfers are made by the Boosters to Financial Assistance to help service the bond debt of which the Boosters is the guarantor. Additionally, the Boosters maintain direct control of T'Alley Properties, Ten G & G and CTIF. Each of these entities are single member limited liability corporations of which the Boosters is the sole member. Based on these criteria, Financial Assistance, T'Alley Properties, Ten G & G and CTIF are included as blended component units of the Boosters. Separate financial statements of Financial Assistance, T'Alley Properties, Ten G & G and CTIF are not issued.

Basis of accounting: The Boosters follow financial reporting requirements for enterprise funds, which use the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) for governmental business-type activities. Under this method, revenues are recorded when earned and expenses are recognized when they are incurred. In order to comply with restrictions that donors place on contributions and other gifts, as well as designations made by the Board of Directors, the principles of fund accounting are used. Separate accounts are maintained for each fund in the general ledger. For financial reporting purposes, these funds are combined into one column.

Proprietary funds distinguish operating revenues and expenses from nonoperating revenue and expenses. Operating revenue and expenses generally result from providing services and producing and delivering goods in connection with the fund's principal ongoing operation. The principal operating revenues for the Boosters' proprietary fund are charges for services, contributions and stadium revenues. Operating expenses include direct expenses of providing the services, administrative expenses and depreciation on capital assets. All revenue and expenses not meeting this definition are reported as nonoperating revenue and expenses.

Use of estimates: The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, deferred outflows, liabilities, deferred inflows and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Cash and cash equivalents: The Boosters consider demand deposits, repurchase agreements, cash with fiscal agents, certificates of deposit and investments with original maturities of three months or less to be cash and cash equivalents. Deposits with financial institutions are insured by the Federal Deposit Insurance Corporation (FDIC) up to $250,000 per depositor. Bank deposits at times may exceed federally insured limits. The Boosters have not experienced any losses in such accounts.

The bond indenture requires that certain cash balances be maintained to pay future debt service. These amounts are reported as restricted cash on the statement of net position.

The Boosters have certain cash deposit accounts that are swept nightly into United States Treasury bills for interest earning purposes. These overnight investments are not covered by federal insurance or collateralized by any other securities.

Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

Investments: Investments are carried at fair value. Fair value is defined by GASB Statement No. 72, as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Investment earnings on endowment contributions are considered unrestricted.

Alternative investments, some of which are structured such that the Boosters holds limited partnership interests, are stated at net asset value (NAV) which is a practical expedient for fair value.

The Boosters have other investments, including a membership interest in a limited liability corporation through its blended component units, T'Alley Properties and Ten G & G, and a limited ownership interest in a partnership. These investments are accounted for using the equity method.

Investments held by FSU Foundation: Investments held by FSU Foundation consists of amounts owed from the Florida State University Foundation (the Foundation). These balances are related to funds that are invested by the Foundation on the Boosters' behalf. See Note 2 for more details on investments held by the Foundation.

Accounts receivable: Receivables are reported at their gross value when earned and are reduced by the estimated portion that is expected to be uncollectible. The allowance for uncollectible accounts is based on collection history as well as current economic information regarding those doing business with the Boosters. When continued collection activity results in receipt of amounts previously written off, revenue is recognized for the amount collected.

Pledges receivable: Unconditional promises to give that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give in future periods are initially recorded at estimated fair value determined using the discounted present value of expected cash flows, net of an allowance for uncollectable pledges. The discount rates are determined at the time the unconditional pledge to give is initially received.

The allowance for uncollectable pledges receivable is based upon the Booster's analysis of past collection experience, pledge activity and other judgmental factors regarding the donor's ability to pay.

Notes receivable: Notes receivable are comprised of loans made in connection with the development of College Town (see Note 10).

Advanced receipts: The Boosters often receive contributions benefiting future periods. When such contributions are received, they are recorded as advanced receipts until the period in which the time restrictions are met. Dunlap Champions Club and skybox tickets purchased in advanced of the football season are also recorded as advanced receipts until the reporting period in which the tickets will be used.

Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

Capital assets: Capital assets are recorded at cost less accumulated depreciation. Donated materials and equipment are reflected at their estimated acquisition value at the date of receipt. All real estate donations are recorded at their appraised value at the time donated.

Depreciation is provided over the estimated useful lives of the assets using the straight-line method. The estimated useful lives are as follows:

	Years
Stadium and facility improvements	15-40
Equipment	5-7
Lease assets	5-7

Capital assets, which include land, buildings, equipment and improvements other than buildings are defined as assets with a cost of $10,000 or more and an estimated useful life greater than one year.

Subscription Based Information Technology Arrangements (SBITA) Assets: SBITA assets include right-to-use software subscriptions of $10,000 or more and a term of more than 12 months. The right to use assets are initially measured at an amount equal to the related subscription liability plus any payments made at or before commencement of the services and certain direct costs. The SBITA assets are amortized on a straight-line basis over the subscription term. The subscription term of the various SBITA assets range from three to four years.

SBITA liabilities: SBITA liabilities are initially measured at the present value of subscription payments expected to be made during the subscription term, discounted to present value. The discount rate used is the rate in effect at the date the SBITA is placed into service and ranges from 5% to 6%.

Long-term obligations: Bonds and notes payable are reported as liabilities on the statement of net position. Bonds and notes payable are reported net of applicable premiums or discounts. Discounts and premiums are deferred and amortized over the term of the debt using the straight-line method, which approximates the effective interest method. Refunding gains and losses are deferred and amortized over the remaining life of the old debt or the life of the new debt, whichever is shorter, using the straight-line method. Issuance costs are expensed in the year of issuance, except for prepaid insurance costs.

Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

Revenue recognition:

Operating revenues: Operating revenues and expenses generally result from providing services in connection with ongoing operations. Operating revenue consists primarily of charges for services and program support. Charges for services consist of commissions earned on the operations of gameday concessions and premium hospitality connected with the third-party hospitality partner. Program support consists of contributions, stadium rent income, Dunlap Champions Club ticket sales, skybox suite ticket sales, and other revenues. Operating expenses include the cost of sales, administrative expenses and depreciation on capital assets.

Concession revenue: Concession revenue is derived from the sale of food and beverage items at various University athletic events. The Boosters contract with a third-party to provide these services and share revenue with the contractor in accordance with the concessionaire agreement. Revenue is recognized at the time of the sale.

Contributions: Annual contributions and gifts, including pledges, are recorded as revenue when all eligibility requirements are met. In-kind contributions represent donated goods and services recorded as revenue based on their acquisition value at the time of the contribution or pledge. Contributions designated by donors to be used in future years are recorded as unearned revenues or advance receipts until such time restrictions have elapsed.

Stadium rent: Stadium rent is revenue entitled to Financial Assistance as committed to the outstanding Revenue Bond issued by Financial Assistance. These amounts are collected directly from the FSU Athletic Department and will continue as long as the current bonds are outstanding.

Dunlap Champions Club and skybox ticket revenue: Financial Assistance is entitled to receive lease and contribution revenues from skybox seating at Doak S. Campbell Stadium. Revenues received for this purpose are recognized as revenue in the period the skybox seating is used.

Functional allocation of expenses: The costs of providing the various programs and supporting services have been summarized on a functional basis. Accordingly, certain costs have been allocated among the programs benefited.

Net position: Net position represents the residual interest in the Boosters' assets and deferred outflows of resources after liabilities and deferred inflows of resources are deducted and consists of three components: net investment in capital assets, restricted and unrestricted. Net investment in capital assets includes capital assets, net of accumulated depreciation, reduced by outstanding debt and SBITA assets, net of accumulated amortization, reduced by SBITA liabilities. Net position is reported as restricted when constraints are imposed by third parties. The Boosters reports restricted net position that is both expendable and nonexpendable.

In certain cases, the Boosters may fund outlays for a particular purpose from both restricted and unrestricted resources. In order to calculate the amounts reported as restricted net position and unrestricted net position, a flow assumption must be made about the order in which the resources are considered to be applied. It is the Boosters' policy to consider restricted net position to have been depleted before unrestricted net position is used.

Note 1. Nature of Operations and Summary of Significant Accounting Policies (Continued)

Leases: The Boosters is a lessee for one noncancellable lease of real estate. The Boosters recognizes a lease liability and an intangible right-to-use lease asset (lease asset) in the financial statements. The Boosters recognizes lease liabilities with an initial, individual value of $10,000 or more.

At the commencement of a lease, the Boosters initially measures the lease liability at the present value of payments expected to be made during the lease term. Subsequently, the lease liability is reduced by the principal portion of lease payments made. The lease asset is initially measured as the initial amount of the lease liability, adjusted for lease payments made at or before the lease commencement date, plus certain initial direct costs. Subsequently, the lease asset is amortized on a straight-line basis over its useful life.

Key estimates and judgments related to leases include how the Boosters determines: (1) the discount rate it uses to discount the expected lease payments to present value, (2) lease term, and (3) lease payments.

- The Boosters uses the interest rate charged by the lessor as the discount rate. When the interest rate charged by the lessor is not provided, the Boosters generally uses its estimated incremental borrowing rate as the discount rate for leases.

- The lease term includes the noncancellable period of the lease. Lease payments included in the measurement of the lease liability are composed of fixed payments and purchase option price that the Boosters is reasonably certain to exercise.

The Boosters monitors changes in circumstances that would require a remeasurement of its lease and will remeasure the lease asset and liability if certain changes occur that are expected to significantly affect the amount of the lease liability.

Lease assets and lease liabilities are reported separately on the statement of net position.

Adoption of new accounting standard and restatement of financial statements:

GASB 96: Subscription-Based Information Technology Arrangements: In May 2020, the GASB issued Statement No. 96, Subscription-Based Information Technology Arrangements (SBITAs) and in April 2022, the GASB issued Statement No. 99, Omnibus 2022 that includes clarification of provisions in Statement No. 96, Subscription-Based Information Technology Arrangements (SBITAs). The requirements related to SBITAs are effective for the Boosters' fiscal year beginning July 1, 2022. A SBITA is defined as a contract that conveys control of the right to use another party's (a SBITA vendor's) information technology (IT) software, alone or in combination with tangible capital assets (the underlying IT assets), as specified in the contract for a period of time in an exchange or exchange-like transaction. Under this statement, a government is required to recognize a subscription liability and an intangible asset representing the government's right to use the subscription asset. The impact of the adoption resulted in the restatement of the July 1, 2022 balances of SBITA assets and SBITA liabilities each in the amount of $264,029, respectively. See Note 8 for further information.

Note 2. Cash, Cash Equivalents and Investments

Cash and cash equivalents as of June 30, 2023, comprised of the following:

Unrestricted cash:	
Demand deposit accounts	$ 3,840,359
Money market funds	2,383,156
State Board of Administration pooled deposits	34,838
Petty cash	1,300
Total unrestricted cash and cash equivalents	6,259,653
Restricted cash:	
Demand deposits	5,546,818
Money market funds	4,864,374
Cash management accounts	21,786,525
Total restricted cash	32,197,717
Total cash and cash equivalents	$ 38,457,370

A credit rating is not available for deposits in the Local Government Surplus Trust Fund (LGSF), administered by the State Board of Administration (SBA). Interest earnings of the LGSF are allocated on a pro-rata basis using the weighted average deposit balance per fund. The LGSF is an external investment pool that is not a registrant with the Securities and Exchange Commission (SEC). The LGSF is governed by Chapter 19-7 of the *Florida Administrative Code*, which identifies the rules of the SBA. These rules provide guidance and establish the general operating procedures for the administration of the LGSF. Additionally, the Office of the Auditor General performs the operational audit of the activities and investments of the SBA. The Boosters' fair value of their position in the pool approximates the value of the pool shares.

Investments as of June 30, 2023, comprised of the following:

Investment securities:	
Corporate securities	$ 4,653,428
Private equity securities	1,611,531
Real estate securities	5,845,941
Total investment securities	12,110,900
Investment in partnership	100,000
Investment in real estate	7,748,999
	$ 19,959,899

Note 2. Cash, Cash Equivalents and Investments (Continued)

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to the valuation techniques used to measure fair value. The hierarchy is based upon the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets as of measurement date; Level 2 inputs are significant other observable inputs; Level 3 inputs are unobservable inputs. Investments as of June 30, 2023, had the following fair value hierarchy:

	As of June 30, 2023			
Asset Type	Level 1	Level 2	Level 3	Total
Corporate securities	$ 4,653,428	$ -	$ -	$ 4,653,428
Other investments:				
Other investments	-	-	100,000	100,000
Investment in real estate	-	-	7,748,999	7,748,999
Total assets in the fair value hierarchy	$ 4,653,428	$ -	$ 7,848,999	12,502,427
Investments measured at net asset value				
Private equity securities				1,611,531
Real estate securities				5,845,941
Investments at fair value				$ 19,959,899

In accordance with GASB 72, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy.

The following table discloses all investments whose fair value is estimated using NAV, using the practical expedient.

	June 30, 2023			
Description	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Limited Partnerships (a)				
Private Equity	1,611,531	193,822	N/A	N/A
Real Estate	5,845,941	247,015	N/A	N/A
	$ 7,457,472	$ 440,837		

(a) Limited partnerships—This category includes investments in several limited partnership funds that invest in private equity and real estate.

Interest rate risk: Interest rate risk exists when there is a possibility that changes in interest rates could adversely affect an investment's fair value. The Boosters do not have a formal investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates.

Credit risk: Credit risk exists when there is a possibility that the issuer or other counterparty to an investment may be unable to fulfill its obligations. The Boosters' mutual fund investments were not rated by a major rating agency as of June 30, 2023.

Note 2. Cash, Cash Equivalents and Investments (Continued)

Custodial credit risk: This is the risk that in the event of the failure of the counterparty, the Boosters will not be able to recover the value of their investments or collateral securities that are in the possession of an outside party. The Boosters' investment policy requires securities be held with a third-party custodian; and all securities purchased by, and all collateral obtained by the Boosters should be properly designated as an asset of the Boosters. The securities must be held in an account separate and apart from the assets of the financial institution.

Concentrations of credit risk: Concentration of credit risk means the magnitude of a government's investment in a single issuer. Excluded from this definition are investments issued or explicitly guaranteed by the U.S. government and external investments pools. The Boosters maintain cash balances at several financial institutions that, at times, may exceed federally insured limits. The cash balances are insured by the FDIC up to $250,000 per customer. Management does not believe that this results in any significant credit risk.

The Boosters' investment policy has established asset allocation and issuer limits on the following investments, which are designed to reduce concentration of credit risk of the Boosters' investment portfolio.

For the Year Ended June 30, 2023

Asset Allocation	Lower Limit	Target	Upper Limit
U.S. equity:			
Large cap	10%	15%	20%
Small/mid cap	10%	15%	20%
International equity developed	15%	19%	25%
Emerging markets equity	5%	10%	15%
Real estate	5%	10%	15%
Private equity	10%	15%	20%
Private credit	10%	15%	20%
Cash	0%	1%	2%

Note 2. Cash, Cash Equivalents and Investments (Continued)

The Boosters had invested $21,527,852 with the Foundation for the year ended June 30, 2023. The Boosters' proportionate share of the Foundation's assets measured at fair value on a recurring basis as of June 30, 2023 are summarized as follows:

	As of June 30, 2023			
Asset Type	Level 1	Level 2	Level 3	Total
Marketable Securities:				
Short-term Investment Fund	$ 342,097	$ -	$ -	$ 342,097
Commingled Funds:				
Domestic Fixed Income	1,857,009	-	-	1,857,009
Domestic Mid Cap Equities	88,115	-	-	88,115
Domestic Large Cap Equities	514,844	-	-	514,844
International Equities	95,585	-	-	95,585
Total assets in the fair value hierarchy	$ 2,897,650	$ -	$ -	2,897,650
Investments measured at net asset value				18,630,202
Total Investments at fair value				$ 21,527,852

Note 2. Cash, Cash Equivalents and Investments (Continued)

The following table discloses all investments held by the Foundation whose fair value is estimated using NAV, using the practical expedient.

	June 30, 2023			
Description	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Fixed Income (a)				
Domestic institutional pooled fund	$ -	$ -	Daily	2 days
Private Credit	253,077	14,591	N/A	N/A
Equities (b)				
Institutional pooled funds	9,152,036		Daily / 1-6 months	2 - 60 days
Hedge Funds				
Growth (c)				
Long/Short	184,019		Annually	60 days
Open Mandate	277,880		Quarterly / Annually / Every 3 Years	45-65 days
Diversifier (d)				
Multi-Strategy	766,191		Quarterly	45 days
Event Driven / Open Mandate	179,432		Quarterly / Annually / Every 12	30-90 days
Credit Strategies / Distressed	151,491		Quarterly / Annually / Every 24	45-90 days
Global Macro	450,998		Monthly	10 days
Private Credit	150,985	51,055	N/A	N/A
Long/Short	202,625		Quarterly	45 days
Limited Partnerships (e)				
Venture Capital	1,719,186	112,159	N/A	N/A
Private Equity	2,969,416	1,320,045	N/A	N/A
Distressed Assets	397,269	227,962	N/A	N/A
Real Estate	496,343	215,293	N/A	N/A
Natural Resources	1,188,722	190,312	N/A	N/A
Real Assets (f)				
Global Real Estate Institutional Pooled Funds	90,532		Daily	2 days
	$ 18,630,202	$ 2,131,417		

Note 2. Cash, Cash Equivalents and Investments (Continued)

(a) Fixed Income—This category includes investments in domestic and global institutional pooled funds.

(b) Equities—This category includes investments in U.S., global ex. U.S., and emerging markets institutional pooled funds.

(c) Growth—This category includes investments in offshore funds that invest both long and short in domestic and international equity securities. The funds can also opportunistically invest in other domestic and international securities and instruments where the managers deem appropriate.

(d) Diversifiers—This category includes investments in offshore funds, except for one unit trust fund, that are designed to produce results that are largely independent of, or have low correlation to, the broader markets.

(e) Limited partnerships—This category includes investments in several limited partnership funds that invest in private equity, venture capital, distressed assets, natural resources and real estate.

(f) Real assets—This category includes investments in a global REIT and a global natural resources fund.

Note 3. Capital Assets

Capital assets activity for the year ended June 30, 2023, are as follows:

	June 30, 2022	Additions / Transfers	Deletions / Transfers	June 30, 2023
Capital assets not being depreciated:				
Land	$ 3,601,549	$ 10,264	$ -	$ 3,611,813
Construction in progress	3,082,798	101,289	3,184,087	-
Total capital assets not being depreciated	6,684,347	111,553	3,184,087	3,611,813
Stadium, facility improvements and equipment	258,926,267	923,782	1,671,317	258,178,732
Leased assets	4,505,834	-	252,664	4,253,170
SBITA assets	-	343,434	-	343,434
Less accumulated depreciation and amortization	(91,363,896)	(8,731,060)	(1,754,095)	(98,340,861)
Capital assets, net	$ 178,752,552	$ (7,352,291)	$ 3,353,973	$ 168,046,288

For the fiscal year ended June 30, 2023, depreciation and amortization expense of $8,731,060 was recorded in program expense.

Additionally, the Boosters contributed $2,462,883 of capital assets to the University during fiscal year 2023. This amount is included in nonoperating expenses on the statement of revenues, expenses and changes in net position.

Note 4. Pledges Receivable

Unrestricted pledges receivable consists of amounts pledged for annual gifts and are presented net of an allowance for uncollectible amounts. These pledges are classified as current or noncurrent based on their scheduled collection date. Pledges receivable that are restricted are for varsity club seating and various athletic programs supported by the Boosters. These pledges are classified as noncurrent because of their scheduled collection date and are presented net of an allowance for uncollectible amounts. Endowment and capital campaign pledges receivable represent long-term pledges made to the Boosters and are presented net of allowance for uncollectible amounts. Allowance for uncollectible amounts is estimated based on prior years' collection rates, pledge activity and other judgmental factors regarding the donors' ability to pay. In-kind pledges receivable of $406,095 are reported separately on the statement of net position and are considered by management to be fully collectible as of June 30, 2023.

The following is a summary, by type, of pledges receivable:

	2023
Unrestricted	$ 2,958,352
Unrestricted—allowance	(854,611)
Restricted	8,284,708
Restricted—allowance	(411,987)
Endowment	3,576,189
Endowment—allowance	(175,684)
Capital campaign	71,817,645
Capital campaign—allowance	(7,342,404)
	77,852,208
Less current portion	(8,092,114)
	$ 69,760,094

During 2023, the Boosters amended their policy to estimate the allowance for uncollectible accounts. The change in accounting policy resulted in a write-off of pledge receivable balances of approximately $9.8 million during the current year.

Note 5. Bonds and Notes Payable

Bonds and notes payable activity for the year ended June 30, 2023, was as follows:

	June 30, 2022	Additions	Deletions	June 30, 2023	Amounts Due Within One Year
Bonds payable	$ 122,370,000	$ -	$ 5,155,000	$ 117,215,000	$ 5,335,000
Notes payable	34,674,881	-	1,584,096	33,090,785	792,748
Bond premium, net	1,407,319	-	85,967	1,321,352	-
Total bonds and notes payable	$ 158,452,200	$ -	$ 6,825,063	$ 151,627,137	$ 6,127,748

Note 5. Bonds and Notes Payable (Continued)

Bonds payable as June 30, 2023, consisted of the following:

$35,580,000 Educational, including Athletic Facilities Improvement Revenue Refunding Bonds – Series 2012A, due in semi-annual interest-only payments of $669,956 from October 1, 2012 to October 1, 2016, then annual principal installments of $775,000 to $4,225,000 from October 1, 2017 to October 1, 2031, interest rates of 3.000% to 5.000%, depending on maturity date. Bonds are secured by the pledged revenues and secured as to the payment of the principal redemption price and interest thereon, by a lien upon and security interest as provided by the Guaranty Agreement between Seminole Boosters, Inc., and the Trustee. The current principal and interest due during the fiscal year ended June 30, 2023, for the bond issue is $940,000 and $1,194,363, respectively.	$	30,555,000
$13,065,000 Educational, including Athletic, Facilities Improvement Revenue Bonds – Series 2012C, issued to fund the construction of the indoor practice facility, due in annual installments of $270,000 to $745,000 from October 1, 2014 to October 1, 2042, interest rates at 2.00% to 5.00%, depending on maturity date. Bonds are secured by the pledged revenues and secured as to the principal redemption price and interest thereon, by a lien upon and security interest as provided by the Guaranty Agreement between Seminole Boosters, Inc. and the Trustee. The current principal and interest due during the fiscal year ended June 30, 2023, for the bond issue is $355,000 and $413,750, respectively.		10,305,000
$8,115,000 Educational, including Athletic, Facilities Improvement Revenue Refunding Bonds – Series 2013A, due in annual installments of $50,000 to $2,070,000 from October 1, 2015 to October 1, 2023, interest rates at 2.63% fixed rate. Bonds are secured by the pledged revenues and secured as to the principal redemption price and interest thereon, by a lien upon and security interest as provided by the Guaranty Agreement between Seminole Boosters, Inc. and the Trustee. The current principal and interest due during the fiscal year ended June 30, 2023, for the bond issue is $2,070,000 and $81,004, respectively.		2,070,000
$63,530,000 Educational, including Athletic, Facilities Improvement Revenue Bonds – Series 2015A, issued to fund the construction of the Dunlap Champions Club, due in annual installments of $2,355,000 to $4,935,000 from October 1, 2028 to October 1, 2045, interest rates at 3.50% to 5.00%, depending on maturity date. Bonds are secured by the pledged revenues and secured as to the principal redemption price and interest thereon, by a lien upon and security interest as provided by the Guaranty Agreement between the Seminole Boosters, Inc. and the Trustee. The current principal and interest due during the fiscal year ended June 30, 2023, for the bond issue is $0 and $2,678,738, respectively.		63,530,000
$9,055,000 Educational, including Athletic, Facilities Improvement Revenue Bonds – Series 2015B, issued to fund skybox improvements in Doak Campbell Stadium, due in annual installments of $45,000 to $2,310,000 from October 1, 2017 to October 1, 2028, interest rates at 1.500% to 4.375%, depending on maturity date. Bonds are secured by the pledged revenues and secured as to the principal redemption price and interest thereon, by a lien upon and security interest as provided by the Guaranty Agreement between the Seminole Boosters, Inc. and the Trustee. The current principal and interest due during the fiscal year ended June 30, 2023, for the bond issue is $695,000 and $231,468, respectively.		5,310,000

(Continued)

Note 5. Bonds and Notes Payable (Continued)

$11,965,000 Educational, including Athletic, Facilities Improvement Revenue Bonds – Series 2015C, issued to fund capital improvements in Doak Campbell Stadium, due in annual installments of $990,000 to $1,435,000 from October 1, 2017 to October 1, 2026, interest rates at 3.00% to 5.00%, depending on maturity date. Bonds are secured by the pledged revenues and secured as to the principal redemption price and interest thereon, by a lien upon and security interest as provided by the Guaranty Agreement between the Seminole Seminole Boosters, Inc. and the Trustee. The current principal and interest due during the fiscal year ended June 30, 2023, for the bond issue is $1,275,000 and $247,694, respectively.		5,445,000
		117,215,000
Less current portion		(5,335,000)
Plus bond premium, net		1,321,352
	$	113,201,352

Pledged revenues as defined by the bond indenture consist of revenues from skybox suites, Athletic department rent, net revenues from the sale of club seats, royalties and net ticket sales from the Athletic department. During the fiscal year ended June 30, 2023, the Boosters recognized $18,765,842 in pledged revenues. The remaining amount of the pledge is equal to the remaining principal and interest payments on the outstanding bonds.

On February 23, 2017, the Boosters entered into a note with Ameris Bank. The note funded the construction of phase three of the College Town project (see Note 10). The construction term of the loan was for 36 months beginning February 1, 2017 through February 23, 2020. During the construction term, the note had an interest rate at prime, or 4.25%, as of June 30, 2018. Accrued interest was due and payable on the 23rd day of each calendar month during the construction term, beginning March 23, 2017 through February 23, 2020. On February 23, 2020, the construction term converted to a permanent term and matures on February 23, 2045. The permanent term will bear an interest rate of 218 basis points above the seven-year U.S. Treasury Rate and will be fixed at such rate until the scheduled rate change dates of February 23, 2027, February 23, 2034 and February 23, 2041. Principal and interest payments on the permanent term commenced February 23, 2020. The note is collateralized by an interest reserve and equity account held at the Ameris Bank and the assignment of any and all leases, and any improvements made to the College Town property. The Boosters have not guaranteed this note. The outstanding balance as of June 30, 2023 was $28,448,783.

On December 28, 2020, Boosters executed nine individual promissory notes with the owners of College Town II Investment Trust totaling $4,642,002 with the purpose of acquiring their ownership interest. Interest on the principal sum of this note from time to time outstanding will be computed at a per annum interest rate of 5.5%. Interest only payments are due quarterly through October 2025. Principal amounts still owed on December 31, 2025 will be paid in full. The outstanding balance as of June 30, 2023 was $4,642,002.

On April 27, 2021, the Boosters entered into a note with Hancock Bank. The original amount of the note, which is part of the Paycheck Protection Program administered by the United States Small Business administration, was $819,165. The note bears interest of 1% and matures five years from the date of execution. The outstanding balance as of June 30, 2022 was $819,165. The loan was fully forgiven in July 2022.

Note 5. Bonds and Notes Payable (Continued)

Scheduled maturities of bonds and notes payable as of June 30, 2023, were as follows:

	Principal	Interest	Total
Years ending June 30:			
2024	$ 6,127,748	$ 6,014,356	$ 12,142,104
2025	6,492,816	5,753,089	12,245,905
2026	11,418,238	5,432,188	16,850,426
2027	7,001,005	5,026,931	12,027,936
2028	7,249,495	4,764,647	12,014,142
2029-2033	36,448,797	19,307,838	55,756,635
2034-2038	25,438,937	13,100,679	38,539,616
2039-2043	31,250,901	7,287,928	38,538,829
2044-2046	18,877,848	1,174,018	20,051,866
	$ 150,305,785	$ 67,861,674	$ 218,167,459

Boosters is a party to a sublease agreement. The Boosters' (the Issuer's) sole assets consist of certain rights under the Sublease, the Sub-Sublease, the Four Party Agreement, and the Management Agreement, which are summarized as follows:

Sublease and Sub-Sublease: By Lease Agreement dated February 1, 1994, between the Trustees of the Internal Improvement Trust Fund of the State of Florida (Trustee), that holds title to the Stadium, as lessor, and the Florida Board of Education, as lessee, the Florida Board of Education has a 99-year lease on the Stadium. To facilitate the financing of the University Center Project through issuance of the Refunding Bonds Series 1994, the Florida Board of Education has granted a Sublease on the Stadium to the Issuer commencing on February 1, 1994, and expiring on October 2, 2023, or such earlier date as shall be one day after the Refunding Bonds Series 1994 and all obligations of the Issuer under the Indentures and the Bonds have been paid in full. Refunding Bond Series 1994 was subsequently refunded by Refunding Bond Series 2003 and 2004 and all obligations were transferred from Series 1994 to Series 2003 and 2004. Subsequently, Series 2003 and 2004 have been refunded by Series 2012A, 2012B, and 2014A and all obligations were transferred from Series 2003 and 2004 to Series 2012A, 2012B, and 2014A. The Issuer has in turn granted a Sub-Sublease to the University, which expires one day prior to the Sublease. The University has agreed to cause the construction of the University Center Project, to maintain and operate the Stadium, and to pay as rent an amount sufficient to pay the annual debt service on the bonds, to the extent the gross revenues of the Issuer are insufficient, therefore. To secure its obligation under the Sub-Sublease, the University has pledged to the Issuer: (i) certain monies budgeted by the University to the Athletic Department of the University, (ii) all revenues received by the University from the leasing, licensing or granting of easements of use rights for that portion of the University Center Project constituting the conference suites to the extent such revenues are not paid over to the Issuer under the terms of the Management Agreement or to the extent such Management Agreement is terminated or expires, and (iii) the net ticket revenues up to an amount of $7,000,000 per year.

Note 5. Bonds and Notes Payable (Continued)

Four Party Agreement: On February 1, 1994, and as amended on February 1, 2002, and again on July 1, 2015, Financial Assistance, the Boosters, the Foundation, and the University signed the following agreement:

1. The University has entered into a Management Agreement with Financial Assistance. This agreement is subject to an automatic annual renewal by both parties thereafter. This agreement allows Financial Assistance to manage and receive revenues from the Conference Suites (Skyboxes) during the periods of time the Conference Suites are not needed for University educational purposes.

2. During the term of the Sub-Sublease (as discussed above), the University will include in its budget to be applied to the payment of rentals under the Sub-Sublease, an amount equal to at least $1,850,000 for the Athletic Department in each of the University fiscal years 2001 through 2032, or $57,350,000. Rentals are to be paid as requested by Financial Assistance and will not be requested until having fully utilized funds made available under paragraph 1 above.

3. During the term of the Sub-Sublease, The Foundation will pay over to Financial Assistance for application to the payment of debt service first on the Prior Lien Bonds, and then on the Subordinated Bonds as requested, all contributions, donations, gifts, pledges and grants of funds that it receives that are designated or earmarked for the University Center Project of the University Center.

4. The Boosters may transfer all income and revenues received under the Assignment of University Indicia Agreement to Financial Assistance for application to the payment of all bond issues. These funds will not be requested until having fully utilized all funds available to it under paragraphs 1, 2 and 3 above.

5. During the term of the Sub-Sublease, the University will apply up to $7,000,000 of the net revenues it derives annually from the sale of tickets for sporting or entertainment events held at the Stadium. Such payments will be made only after all other funds made available have been fully utilized under paragraphs 1 through 4 above.

6. The Boosters within 30 days following the last day of each bond year, shall return to the University any amount received from the rentals of the Sub-Sublease (see paragraph 2) in excess of debt service requirements.

Note 6. Advanced Receipts

Advanced receipts as of June 30, 2023, comprised of the following:

Prepaid premium seating	$ 8,112,413
Varsity club seating	549,234
Restricted giving	2,027,544
Pledge revenues	21,427,008
	32,116,199
Less current portion	(28,054,886)
	$ 4,061,313

Note 7. Leases

On June 4, 2021, the Boosters entered into a seven-year lease agreement as lessee for the use of real property. An initial lease liability as of July 1, 2021, was recorded in the amount of $4,253,170. As of June 30, 2023, the lease liability balance was $3,135,507. The Boosters is required to make monthly principal and interest payments of $58,333 through May 1, 2028. The lease has an interest rate of 3.79%. The right-to-use asset balance as of the end of the current fiscal year was $3,023,338 and had accumulated amortization of $1,229,832.

A summary of changes in lease liabilities as of June 30, 2023, were as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Lease liabilities	$ 3,863,694	$ -	$ (728,187)	$ 3,135,507

The future principal and interest lease payments as of June 30, 2023, were as follows:

	Principal	Interest	Total
Years ending June 30:			
2024	$ 591,363	$ 108,633	$ 699,996
2025	614,169	85,827	699,996
2026	637,854	62,142	699,996
2027	662,453	37,543	699,996
2028	629,668	11,995	641,663
	$ 3,135,507	$ 306,140	$ 3,441,647

Note 8. SBITA Assets and Liabilities

A summary of changes in SBITA assets as of June 30, 2023, were as follows:

	Beginning Balance*	Increases	Decreases	Ending Balance
SBITA assets	$ 264,029	$ 79,405	$ -	$ 343,434
Less, accumulated amortization	-	(86,984)	-	(86,984)
Total SBITA assets, net	$ 264,029	$ (7,579)	$ -	$ 256,450

A summary of changes in SBITA liabilities as of June 30, 2023, were as follows:

	Beginning Balance*	Increases	Decreases	Ending Balance
SBITA liabilities	$ 264,029	$ 40,283	$ (82,952)	$ 221,360

Note 8. SBITA Assets and Liabilities (Continued)

A summary of the principal and interest amounts for the remaining arrangements includes the following principal and interest payments:

	Principal	Interest	Total
Years ending June 30:			
2024	$ 84,303	$ 8,892	$ 93,195
2025	88,692	4,430	93,122
2026	48,365	678	49,043
	$ 221,360	$ 14,000	$ 235,360

Note 9. Profit Sharing Plan

Effective February 1, 1992, the Boosters adopted The Boosters, Inc. 401(k) Profit Sharing Plan, a defined contribution profit sharing plan with the Internal Revenue Code (IRC) 403(b) provisions. Each year, the Board of Directors determines the contribution amount, if any. The contribution is a discretionary percentage not to exceed 15% of the compensation, excluding overtime and bonuses, of each eligible participant. For the year ended June 30, 2023, the Boosters' contributions to the trust totaled $127,766. Each participant may elect a pre-tax and post-tax contribution of their compensation, but no more than permitted by the IRC.

Note 10. College Town Project

The Boosters owned a parcel of land on Madison Street (Madison parcel) near Gaines Street in Tallahassee, Florida. Gaines Street had been targeted as a redevelopment area by the City of Tallahassee and Leon County. Consistent with The Florida State University campus master plan, the Boosters initiated the development of a mixed-use project known as the Project to coincide with the local government effort. The Project includes student housing, entertainment venues, food service establishments and other commercial space on land owned by the Boosters and leased to College Town, LLC (College Town). As part of the Project, the Boosters entered into a series of agreements with the Florida State University Board of Trustees, College Town and other entities to arrange financing for the development of the Project through the use of the Federal New Market Tax Credits Program (FNMTCP). Under this program, College Town will serve as the qualified active low-income community business.

Promissory note: In addition to the transactions described above, the Boosters entered into a promissory note for $14,517,934 with the College Town Investment Fund (CTIF), an entity serving as the Qualified Community Development Entity within the FNMTCP structure. These funds were indirectly loaned to College Town as part of the development financing for the Project. During 2019, the Boosters obtained the ownership of CTIF. Accordingly, the Boosters obtained ownership of the note receivable from CollegeTown. The balance of the note as of June 30, 2023 is $15,742,903.

The note bears interest at a rate of 1% simple interest per annum. The Boosters received $145,179 in interest income during the year ended June 30, 2023, associated with this note. The note also accrues additional interest on the outstanding principal amount at a rate of 1.29% until December 31, 2018, up to a maximum of $1,319,881. Such interest is added to the principal balance and is paid upon maturity of the note. Interest in the amount of $0 was accrued and recognized as interest income during the year ended June 30, 2023, respectively, for this additional interest percentage. Quarterly interest payments of $36,295 are received through January 5, 2019. Principal and interest payments of $176,842 commence April 5, 2019 through 2042.

Note 10. College Town Project (Continued)

Investment in CollegeTown: T'Alley Properties has a membership interest in College Town, which is accounted for as an equity investment. The other equity owner of College Town is Ten G & G, LLC. Through November 2018, Ten G & G was owned by certain individuals comprising approximately 10% of the voting members of the Boosters' Board of Directors. Distributions of cash flow will be made in accordance with College Town's Operating Agreement. In accordance with its operating agreement, College Town is required to distribute available cash to equity members following the end of each fiscal quarter after construction of the Project is completed. During December 2018, the Boosters became the sole owner of Ten G & G. The Boosters acquired $2,100,000 in notes receivable as part of the transaction. The balances of the notes receivable as of June 30, 2023 is $2,100,000.

CollegeTown II operating agreement and membership interest: On March 4, 2015, T'Alley Properties entered into an operating agreement with CollegeTown II, LLC (CT II). CT II was organized as a Delaware limited liability company pursuant to the provisions of the Delaware Limited Liability Company Act to acquire, hold, entitle and develop property and construct, manage, finance, operate, lease, dispose of and negotiate other deals with the project, and engage all activities incidental or necessary in connection therewith. T'Alley Properties' membership interest in CT II was 40.624% on June 30, 2020. In December 2020, Boosters acquired the remaining ownership interest in CT II and is now the sole member of the LLC.

Each member's capital account in CT II shall be increased by: i) the amount of such member's additional capital contributions (if any) to the CT II; and ii) the amount of any profit, income and gain allocated to such member pursuant to the provisions of the operating agreement. Each member's capital account in CT II shall be decreased by: i) the amount of any losses, deductions and costs allocated to such member pursuant to the provisions of the operating agreement; and ii) the amount of all distributions to such member including the fair market value of assets distributed.

Distributions of cash flow will be made in accordance with CT II's Operating Agreement. In accordance with its operating agreement, CT II is required to distribute "available cash" to equity members at such times and in such amounts determined by CT II after construction of the project is completed.

CollegeTown II promissory note receivables: On September 2, 2015, T'Alley Properties, lender, executed a promissory note for $8,700,000 with CT II, borrower, an entity. The note bears interest at a rate of 8% per annum. The promissory note was subsequently amended from $8,700,000 to $9,265,428. The payment terms are to the extent CT II or any subsidiary of CT II received any net capital transaction proceeds, the 38.145% of such net capital transaction proceeds shall be paid to the Boosters and be applied first to unpaid interest and then to principal. Accrued but unpaid interest and all unpaid principal shall be due and payable in full on the earlier to occur of the date all or substantially all of the assets of CT II or subsidiary of CT II are sold, any event of default by CT II or any subsidiary of CT II, or December 31, 2035. The balance of the note as of June 30, 2023 is $10,015,339.

CollegeTown II license agreement: On September 2, 2015, the Boosters entered into a License Agreement with CT II and related entities. The term of the agreement is fifty years (50) unless sooner terminated in accordance with the agreement. The Boosters will receive payment of 3% of all Combined Gross Revenues of CT II, including the related entities.

CollegeTown III: During 2017, the Boosters entered into a promissory note with Ameris Bank to begin construction on CollegeTown III (see Note 5). As of June 30, 2019, $31,000,000 had been expended on the construction loan at which time construction on CollegeTown III was complete. Operations began during the 2020 fiscal year.

Note 11. Related-Party Transactions

The Boosters serve as a direct support organization of the University. As such, the Boosters has integral relationships with many of the University's related organizations. Each fiscal year the Boosters make contributions and payments for services to these entities, which are included in the program service expenses, and supporting services expenses in the financial statements.

The University: Part of the Boosters' relationship with the University includes support provided to the President of the University. The total amount transferred during the fiscal year ended June 30, 2023 totaled $709,542, and is included in the program service expenses. Additionally, the University provides various services to the Boosters each year including, telephone, internet, fire service, maintenance and other miscellaneous services. These expenses are included in the program and supporting service expenses.

Florida State University Department of Intercollegiate Athletics (Athletic Department): The Boosters' primary purpose is to support the Athletic Department, and as such, they serve as the official legal conduit for the acceptance, investment and distribution of private gifts in support of the activities and programs of the University. The Boosters expend significant resources for, or on behalf of the Athletic Department. For the fiscal year ended June 30, 2023, the Boosters provided support totaling $20,212,160. Additionally, for the fiscal year ended June 30, 2023, the Boosters purchased tickets related to the Dunlap Champions Club totaling $2,277,814. These expenses are recorded as part of the program service expenses. At June 30, 2023, total amount due to the Athletic Department for these purposes was $322,907.

During the fiscal year ended June 30, 2023, the Athletic Department paid the Boosters $1,850,000 for the use of Doak Campbell Stadium. Additionally, as of June 30, 2023, the Athletic Department held amounts due to the Boosters of $5,298,155 related to collections of Dunlap Champions Club Ticket sales collected by the Athletic Department on behalf of the Boosters.

Florida State University Athletic Association: The purpose of the Florida State University Athletic Association (Athletic Association) is to provide financial and administrative support to the University's varsity sports as deemed necessary and appropriate by the University President. As part of the overall Athletic Department, the Boosters will expend resources for, or on behalf of the Athletic Association. For the fiscal year ended June 30, 2023, the Boosters provided supporting totaling $1,054,531. These expenses are recorded as part of the program service expenses.

The Florida State University Foundation: The purpose of the Florida State University Foundation (Foundation) is to aid the advancement of the University through charitable giving. The Foundation maintains all of the contracts related to the accounting and fundraising software used by the Boosters. As part of this contract each fiscal year, the Boosters pay the Foundation for the percentage of cost attributed to the Boosters for staff use of the software and the use of the credit card processing system. These expenses are included in the program and supporting service expenses. The Foundation also receives certain contributions for the University Center Project that they contractually forward to the Boosters. Similarly, the Boosters receive contributions on behalf of the Foundation. Depending on the nature of the donation, these assets may be held by the Boosters until they are ultimately transferred to the Foundation. At June 30, 2023, total amount due to the Foundation for these purposes was $3,410,000. At June 30, 2023, total amount due from the Foundation for these purposes was $29,656.

Note 11. Related-Party Transactions (Continued)

The Florida State University Research Foundation: On April 21, 2020, the Boosters sold a student residential hall to the Florida State University Research Foundation (Research Foundation) for approximately $3.7 million. As part of the sales agreement, the Boosters will manage the property for a period of 10 years and has agreed to guarantee the Research Foundation a minimum return on their investment of 5% ($185,000) annually for a period of ten years. For the first five years of the agreement the Boosters has the right to market and negotiate the sale of the property, provided the Boosters is able to sell the property for an amount equal to the Research Foundation's purchase price. For the second 5 years of the agreement, the Research Foundation will have the right to market and negotiate the sale of the property exclusive of the Boosters. If this agreement is terminated, the Research Foundation has the right to compel Boosters to repurchase the property at the original sales price.

The Florida State University Real Estate Foundation: On June 4, 2021, the Boosters sold a student residential hall to the Florida State University Real Estate Foundation (Real Estate Foundation) for approximately $12.0 million. As part of the sale, the Boosters will lease the property back for a period of 7 years, with annual lease payments of $700,000, and will manage the property during the lease period. At the end of the 7-year lease period the Real Estate Foundation has the option to require the Boosters to repurchase the property at a price of approximately $10.36 million.

External to the University, the Boosters has a related party relationship with CollegeTown, as described in Note 10 to the financial statements.

In the normal course of business, the Boosters receive contributions including cash and other assets from Board members.

Note 12. Contingent Liabilities and Commitments

Risk management: The Boosters are exposed to various risks of loss associated with normal operations and have purchased commercial insurance to mitigate such risks. For each of the past three years, settlements have not exceeded insurance coverage.

RSM

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Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance With *Government Auditing Standards*

Independent Auditor's Report

Board of Directors
Seminole Boosters, Inc.

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States (*Government Auditing Standards*), the financial statements of Seminole Boosters Inc. (the Boosters), a component unit of Florida State University, as of and for the year ended June 30, 2023, and the related notes to the financial statements, which collectively comprise the Boosters' basic financial statements, and have issued our report thereon dated November 30, 2023. Our report included an emphasis of matter paragraph for the adoption of Governmental Accounting Standards Board Statement No. 96, *Subscription-Based Information Technology Arrangements.* The adoption of this statement resulted in the restatement of the financial statements as of July 1, 2022.

Report on Internal Control Over Financial Reporting
In planning and performing our audit of the financial statements, we considered the Boosters' internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Boosters' internal control. Accordingly, we do not express an opinion on the effectiveness of the Boosters' internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

Report on Compliance and Other Matters
As part of obtaining reasonable assurance about whether the Boosters' financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of This Report
The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

RSM US LLP

Jacksonville, Florida
November 30, 2023

Seminole Boosters, Inc.
(A Component Unit of Florida State University)

Schedule of Prior Year's Findings and Responses

Prior-Year Finding

- 2022-001 – Valuation of Investments

Current Status

- Corrected

FORM OF
CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement (the "Disclosure Agreement") is executed and delivered by the Board of Governors of the State University System of Florida (the "Board"), Florida State University Athletics Association, Inc., ("FSUAA"), Florida State University (the "University"), and the Division of Bond Finance of the State Board of Administration of Florida (the "Division") in connection with the issuance of the $____________ State of Florida, Board of Governors, Florida State University Athletics Association Revenue Bonds, Series 2024A, and the $_________ State of Florida, Board of Governors, Florida State University Athletics Association Revenue Bonds, Series 2024B (Taxable) (collectively, the "Bonds"). This Disclosure Agreement is being executed and delivered pursuant to Section 6.04 of the resolution adopted by the Governor and Cabinet of the State of Florida, as the Governing Board of the Division, on December 19, 2023, authorizing the issuance of the Bonds. The Board, the University, and the Division covenant and agree as follows:

SECTION 1. PURPOSE OF THE DISCLOSURE AGREEMENT. This Disclosure Agreement is being executed and delivered by the Board, FSUAA, the University, and the Division for the benefit of the Registered Owners and Beneficial Owners of the Bonds and in order to assist the Participating Underwriters in complying with Rule 15c2-12 (the "Rule") of the Securities and Exchange Commission (the "SEC"). It shall inure solely to the benefit of the Board, FSUAA, the University, the Division, the Registered Owners, the Beneficial Owners, and the Participating Underwriters.

SECTION 2. DEFINITIONS. In addition to the definitions set forth in the Original Resolution adopted by the Governing Board of the Division on December 19, 2023, as amended and supplemented from time to time, which apply to any capitalized term used in this Disclosure Agreement, the following capitalized terms shall have the following meanings:

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

"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) a guarantee of (a) or (b). The term financial obligation does not include municipal securities as to which a final official statement has been otherwise provided to the Municipal Securities Rulemaking Board (the "MSRB") under the Rule.

"Participating Underwriter" shall mean any of the original underwriters of the Bonds required to comply with the Rule in connection with offering of the Bonds.

SECTION 3. CONTINUING DISCLOSURE.

(A) Information To Be Provided. The Board, FSUAA, and the University assume all responsibilities for any continuing disclosure as described below. In order to comply with the Rule, the Board, FSUAA, and the University hereby agree to provide or cause to be provided the information set forth below, or such other information as may be required, from time to time, by the Rule or the Division. The Division will be responsible for the filing of the information required by the Rule.

(1) Financial Information and Operating Data. For Fiscal Years ending on June 30, 2024, and thereafter, annual financial information and operating data shall be provided within nine months after the end of the University's Fiscal Year. Such information shall include:

(a) the number of home football games, average home football game attendance, home football game seating capacity, and average home football game attendance as a percentage of seating capacity;
(b) for main stand/grandstand seating in all ticketed sports, season ticket price(s) and the number of season tickets sold;
(c) consolidated athletic-related operating revenues and expenses (unaudited);
(d) adopted athletic-related operating budget;
(e) pledged revenues; and
(f) debt service coverage.

(2) Audited Financial Statements. If not submitted as part of the annual financial information, copies of the audited financial statements of the University, FSUAA, and Seminole Boosters, Inc., prepared in accordance with generally accepted accounting principles, will be provided when and if available.

(3) Material Events Notices. Notice of the following events relating to the Bonds will be provided in a timely manner not in excess of ten business days after the occurrence of the event:

(a) principal and interest payment delinquencies;
(b) non-payment related defaults, if material;
(c) unscheduled draws on debt-service reserves reflecting financial difficulties;
(d) unscheduled draws on credit enhancements reflecting financial difficulties;
(e) substitution of credit or liquidity providers, or their failure to perform;
(f) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
(g) modifications to rights of security holders, if material;
(h) bond calls, if material, and tender offers;
(i) defeasances;
(j) release, substitution or sale of property securing repayment of the securities, if material;
(k) rating changes;
(l) bankruptcy, insolvency, receivership or similar event of the obligated person;
(m) the consummation of merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into 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;
(n) appointment of a successor or additional trustee or the change of name of a trustee, if material.
(o) incurrence of a Financial Obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and
(p) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the obligated person, any of which reflect financial difficulties.

(4) Failure to Provide Annual Financial Information; Remedies.

(a) Notice of the failure of the Board, FSUAA, or the University to provide the information required by paragraphs (A)(1) or (A)(2) of this Section will be provided in a timely manner.

(b) The Board, FSUAA, and the University acknowledge that their undertaking pursuant to the Rule set forth in this Section is for the benefit of the Beneficial Owners and Registered Owners of the Bonds and shall be enforceable only by such Beneficial Owners and Registered Owners; provided that the right to enforce the provisions of such undertaking shall be conditioned upon the same enforcement restrictions as are applicable to the information undertakings in the Resolution and shall be limited to a right to obtain specific enforcement of the Board's, FSUAA's, and the University's obligations hereunder.

(B) Method of Providing Information.

(1)(a) Annual financial information and operating data described in paragraph 3(A)(1) and the audited financial statements described in paragraph 3(A)(2) shall be transmitted to the MSRB using the MSRB's Electronic Municipal Market Access System ("EMMA") or by such other method as may be subsequently determined by the MSRB.

(b) Material event notices described in paragraph 3(A)(3) and notices described in paragraph 3(A)(4) shall also be transmitted to the MSRB using EMMA or by such other method as may be subsequently determined by the MSRB.

(2)(a) Information shall be provided to the MSRB in an electronic format as prescribed by the MSRB, either directly, or indirectly through an indenture trustee or a designated agent.

(b) All documents provided to the MSRB shall be accompanied by identifying information as prescribed by the MSRB.

(C) If this Disclosure Agreement is amended to change the operating data or financial information to be disclosed, the annual financial information containing amended operating data or financial information will explain, in narrative form, the reasons for the amendment and the impact of the change in the type of operating data or financial information being provided.

(D) The Board's, FSUAA's, and the University's obligations hereunder shall continue until such time as the Bonds are no longer Outstanding or until the Board, FSUAA, and the University shall otherwise no longer remain obligated on the Bonds.

(E) This Disclosure Agreement may be amended or modified so long as:

(1) any such amendments are not violative of any rule or regulation of the SEC or MSRB, or other federal or state regulatory body;

(2) the amendment may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature, or status of the obligated person, or type of business conducted;

(3) this Disclosure Agreement, as amended, would have complied with the requirements the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(4) the amendment does not materially impair the interests of Beneficial Owners or Registered Owners, as determined either by parties unaffiliated with the issuer or obligated person (such as bond counsel), or by approving vote of the Beneficial Owners and Registered Owners pursuant to the terms of the Resolution at the time of the amendment.

SECTION 4. ADDITIONAL INFORMATION. If, when submitting any information required by this Disclosure Agreement, the Board, FSUAA, or the University chooses to include additional information not specifically required by this Disclosure Agreement, neither the Board, FSUAA, nor the University shall have any obligation to update such information or include it in any such future submission.

Dated this______ day of _________, 2024.

BOARD OF GOVERNORS	DIVISION OF BOND FINANCE
By ____ Chair	By ________________________________ Assistant Secretary
FLORIDA STATE UNIVERSITY & FLORIDA STATE UNIVERSITY ATHLETICS ASSOCIATION, INC.	SEMINOLE BOOSTERS, INC.
By ____ President, FSU & FSUAA	By ________________________________ President & CEO

[FORM OF BOND COUNSEL OPINION]

__________, 2024

Board of Governors
Tallahassee, Florida

Division of Bond Finance of the
State Board of Administration of Florida
Tallahassee, Florida

Ladies and Gentlemen:

We have served as Bond Counsel to the Division of Bond Finance of the State Board of Administration of Florida (the "Division of Bond Finance") and have examined certified copies of the proceedings of the Board of Governors (the "Board"), the Division of Bond Finance, the State Board of Administration of the State of Florida, applicable provisions of the Constitution and laws of the State of Florida, and other proofs submitted to us relative to the issuance and sale of:

$__________	$__________
STATE OF FLORIDA	STATE OF FLORIDA
Board of Governors	Board of Governors
Florida State University Athletics Association	Florida State University Athletics Association
Revenue Bonds, Series 2024A	Revenue Bonds, Series 2024B (Taxable)
Dated _________, 2024	Dated _________, 2024
(the "2024A Bonds")	(the "2024B Bonds")

The 2024A Bonds and the 2024B Bonds (collectively, the "2024A&B Bonds") are being issued by the Division of Bond Finance in the name of and on behalf of the Board for the purpose of paying the costs of the 2024 Project (as defined in the hereinafter defined Resolutions), funding capitalized interest, and paying costs of issuance of the 2024A&B Bonds, under the authority of and in full compliance with the Constitution and statutes of the State of Florida, including particularly Sections 215.57-215.83, Florida Statutes, Section 1010.62, Florida Statutes and other applicable provisions of law. The principal of, premium, if any, and interest on the 2024A&B Bonds will be secured by and payable solely from a pledge of the Pledged Revenues (as defined in the hereinafter defined Resolutions) on a parity with any Additional Bonds (as defined in the hereinafter defined Resolutions) hereafter issued.

The 2024A&B Bonds do not constitute a general obligation of the State of Florida or any political subdivision thereof within the meaning of any constitutional, statutory, or other limitation of indebtedness and the owners thereof shall never have the right to compel the exercise of any ad valorem taxing power or taxation in any form for the payment of the principal of or interest on the 2024A&B Bonds.

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

1. That such proceedings and proofs show lawful authority for issuance and sale of the 2024A&B Bonds pursuant to the Constitution and statutes of the State of Florida and pursuant to the resolutions authorizing the issuance and sale of the 2024A&B Bonds duly adopted by the Governing Board of the Division of Bond Finance on December 19, 2023 (collectively, the "Resolutions").

2. The 2024A&B Bonds (i) have been duly authorized, executed, and delivered by the Division of Bond Finance and the Board and (ii) are valid and binding special obligations of the Board enforceable in accordance with their terms, payable solely from the sources provided therefor in the Resolutions.

3. The 2024A&B Bonds and the income thereon are not subject to any State tax except estate taxes imposed by Chapter 198, Florida Statutes, as amended, and net income and franchise taxes imposed by Chapter 220, Florida Statutes, as amended.

4. The Internal Revenue Code of 1986, as amended (the "Code"), establishes certain requirements which must be met subsequent to the issuance and delivery of the 2024A Bonds in order that interest on the 2024A Bonds be and remain excluded from gross income for purposes of federal income taxation. Non-compliance may cause interest on the 2024A Bonds to be included in federal gross income retroactive to the date of issuance of the 2024A Bonds, regardless of the date on which such non-compliance occurs or is ascertained. The Division of Bond Finance and the Board have covenanted in the Resolutions to comply with such requirements in order to maintain the exclusion from gross income for federal income tax purposes of the interest on the 2024A Bonds.

Subject to compliance by the Division of Bond Finance and the Board with the aforementioned covenants, (a) interest on the 2024A Bonds is excluded from gross income for purposes of federal income taxation, and (b) interest on the 2024A Bonds is not an item of tax preference for purposes of the federal alternative minimum tax; however, the interest on the 2024A Bonds may be included in the "adjusted financial statement income" of certain "applicable corporations" that are subject to the 15-percent alternative minimum tax under section 55 of the Code. We express no opinion regarding other federal tax consequences caused by the ownership of or the receipt of interest on or the disposition of the 2024A Bonds.

5. Interest on the 2024B Bonds is not excluded from gross income for federal income tax purposes.

It is to be understood that the rights of the owners of the 2024A&B Bonds and the enforceability thereof may be subject to the exercise of judicial discretion in accordance with general principles of equity, to the valid exercise of the sovereign police powers of the State of Florida, and of the constitutional powers of the United States of America and to bankruptcy, insolvency, reorganization, moratorium, and other similar laws affecting creditors' rights heretofore or hereafter enacted.

In rendering the foregoing opinions, we have assumed the accuracy and truthfulness of all public records and of all certifications, documents, and other proceedings examined by us that have been executed or certified by public officials acting within the scope of their official capacities and have not independently verified the accuracy or truthfulness thereof and the genuineness of the signatures appearing upon such public records, certifications, documents, and proceedings.

We have not been engaged to and, therefore, express no opinion as to compliance by the Division of Bond Finance or the underwriter or underwriters with any federal or state statute, regulation or ruling with respect to the sale and distribution of the Bonds or regarding the perfection or priority of the lien on the Pledged Revenues created by the Resolutions.

Our opinions expressed herein are predicated upon present law, facts, and circumstances as of the date of issuance and delivery of the 2024A&B Bonds, and we assume no affirmative obligation to update the opinions expressed herein if such laws, facts, or circumstances change after such date.

As Bond Counsel, we have not been engaged nor have we, in such capacity, undertaken to review the accuracy, completeness, or sufficiency of the Official Statement or any other offering material relating to the 2024A&B Bonds and we express no opinion herein relating thereto.

Respectfully submitted,

BRYANT MILLER OLIVE P.A.

PROVISIONS FOR BOOK-ENTRY ONLY SYSTEM OR REGISTERED BONDS

The Depository Trust Company and Book-Entry Only System

THE INFORMATION IN THIS SECTION CONCERNING DTC AND DTC'S BOOK-ENTRY SYSTEM HAS BEEN OBTAINED FROM SOURCES THAT THE DIVISION OF BOND FINANCE (THE "DIVISION") BELIEVES TO BE RELIABLE; HOWEVER, THE DIVISION TAKES NO RESPONSIBILITY FOR THE ACCURACY THEREOF.

The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered bonds registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities and 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 participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. 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" and together with Direct Participants, the "Participants"). DTC has a rating of AA+ from S&P Global Ratings. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission.

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

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

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

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

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

Redemption proceeds and principal and interest payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from the Bond Registrar/Paying Agent, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, (nor its nominee), the Bond Registrar/Paying Agent, the Division, or the Board of Governors, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest to Cede & Co. (or such other nominee as may be **requested** by an authorized representative of DTC) is the responsibility of the Bond Registrar/Paying Agent; 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 with respect to the Bonds at any time by giving reasonable notice to the Division or Bond Registrar/Paying Agent and discharging its responsibilities with respect thereto under applicable law. The Division may decide to discontinue use of the system of book-entry transfers for the Bonds through DTC (or a successor securities depository). Under such circumstances, in the event that a successor securities depository is not obtained, certificates for the Bonds will be printed and delivered as provided in the documents authorizing the issuance and sale of the Bonds.

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

So long as Cede & Co., as nominee of DTC, is the registered owner of the Bonds, references herein to the Registered Owners or Holders of the Bonds shall mean Cede & Co. and not mean the Beneficial Owners of the Bonds unless the context requires otherwise.

The Division, the Board of Governors, and the Bond Registrar/Paying Agent will not have any responsibility or obligation with respect to:

(i) the accuracy of the records of DTC, its nominee or any DTC Participant or any successor securities depository, participants thereof or nominee thereof with respect to any beneficial ownership interest in the Bonds;

(ii) the delivery to any DTC Participant or participant of any successor securities depository or any other person, other than a registered owner, as shown in the Bond Register, of any notice with respect to any Bond, including, without limitation, any notice of redemption;

(iii) the payment to any DTC Participant or participant of any successor securities depository or any other person, other than a registered owner, as shown in the Bond Register, of any amount with respect to the principal of, premium, if any, or interest on the Bonds, or the purchase price of, any Bond;

(iv) any consent given by DTC or any successor securities depository as registered owner; or

(v) the selection by DTC or any DTC Participant or by any successor depository or its participants of the beneficial ownership interests in the Bonds for partial redemption.

So long as the Bonds are held in book-entry only form, the Division, the Board of Governors, and the Bond Registrar/Paying Agent may treat DTC and any successor Securities Depository as, and deem DTC and any successor Securities Depository to be, the absolute owner of the Bonds for all purposes whatsoever, including, without limitation:

(i) the payment of the principal of, premium, if any, and interest on the Bonds;

(ii) giving notices of redemption and other matters with respect to the Bonds;

(iii) registering transfers with respect to the Bonds; and

(iv) the selection of the beneficial ownership interests in the Bonds for partial redemption.

Payment, Registration, Transfer and Exchange

The following provisions shall only be applicable if the book-entry-only system of registration is discontinued; for provisions which are applicable while the book-entry only system of registration is in effect, see "Book-Entry Only System" above.

The Division, the Board of Governors, and the Bond Registrar/Paying Agent may treat the Registered Owner of any Bond as the absolute owner for all purposes, whether or not such Bond is overdue, and will not be bound by any notice to the contrary.

Principal of and premium, if any, on the Bonds will be payable upon presentation and surrender of the Bonds when due at the corporate trust office of U.S. Bank Trust Company, National Association, as Bond Registrar/Paying Agent.

Each Bond will be transferable or exchangeable only upon the registration books by the Registered Owner or an attorney duly authorized in writing, upon surrender of such Bond to the Bond Registrar/Paying Agent together with a written instrument of transfer (if so required) satisfactory in form to the Division of Bond Finance and the Bond Registrar/Paying Agent, duly executed by the Registered Owner or a duly authorized attorney. Upon surrender to the Bond Registrar/Paying Agent for transfer or exchange of any Bond, duly endorsed for transfer or accompanied by an assignment in accordance with the Resolution, the Bond Registrar/Paying Agent will deliver in the name of the transferee(s) a fully registered Bond of authorized denomination of the same maturity for the aggregate principal amount which the Registered Owner is entitled to receive.

Neither the Division nor the Bond Registrar/Paying Agent may charge the Registered Owner or transferee for any expenses incurred in making any exchange or transfer of the Bonds. However, the Division and the Bond Registrar/Paying Agent may require payment from the Registered Owner of a sum sufficient to cover any tax, fee, or other governmental charge that may be imposed in relation thereto. Such governmental charges and expenses must be paid before any such new Bond is delivered.

The Bond Registrar/Paying Agent will not be required to issue, transfer, or exchange any Bonds on the Record Date.