MCG DRAFT NO. 1
JUNE 7, 2018

BOND PURCHASE AGREEMENT

THIS BOND PURCHASE AGREEMENT dated June ___, 2018, is entered into by **AUBURN UNIVERSITY**, an Alabama public corporation and instrumentality of the State of Alabama (the "University" or the "Issuer"), and the following members of an underwriting group formed for purposes of the transaction contemplated by this Agreement: **WELLS FARGO BANK, NATIONAL ASSOCIATION; STIFEL NICOLAUS & COMPANY, INCORPORATED; J.P. MORGAN CHASE & CO.** and **THE FRAZER LANIER COMPANY, INCORPORATED** (collectively referred to as the "Underwriting Group" or the "Underwriters").

Background

A. The University intends to issue its $[Amount] General Fee Revenue Bonds, Series 2018-A (the "Series 2018-A Bonds") pursuant to its General Fee Revenue Trust Indenture dated as of June 1, 1985, as amended and supplemented (the "1985 Indenture"), and as further amended and supplemented by that certain Twentieth Supplemental General Fee Indenture dated as of August 1, 2016 (the "Twentieth Supplemental Indenture") between the Issuer and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"). The Twentieth Supplemental Indenture shall be substantially in the form last presented to the Underwriting Group, with additions and changes necessary to reflect the pricing information in Exhibit A (the "Pricing Terms"). The 1985 Indenture, as amended and supplemented by the Twentieth Supplemental Indenture, is referred to herein as the "Indenture."

B. A Preliminary Official Statement dated June ____, 2018 (the "Preliminary Official Statement") has been prepared and made available to the Underwriting Group for the purpose of offering the Series 2018-A Bonds to potential purchasers. Upon the execution and delivery of this Agreement, the University shall complete a final Official Statement (the "Official Statement"), which shall be substantially in the form of the Preliminary Official Statement, with additions and changes necessary to reflect the Pricing Terms.

C. The plan of financing in connection with the issuance of the Series 2018-A Bonds and the terms of issuance shall be as described in the Preliminary Official Statement and the Pricing Terms.

D. [The University has delivered to the Underwriting Group a letter from PricewaterhouseCoopers, LLP, Birmingham, Alabama, a copy of which is attached as Exhibit B].

E. The Underwriting Group has agreed to purchase the Series 2018-A Bonds on the terms and conditions described in this Agreement.

The terms and conditions of this Agreement are as follows:

Section 1. Definitions

In addition to the definitions contained elsewhere in this Agreement, the following definitions shall apply:

(a) The term "Financing Documents" shall mean: the Indenture; and this Agreement.

(b) The term "Acceptance Date and Time" shall mean June 8, 2018, at __:__ [a.m./p.m.] (Charlotte, North Carolina time).

(c) The term "Representative" shall have the meaning stated in Section 16.

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TWENTY-FIRST SUPPLEMENTAL GENERAL FEE INDENTURE (this "Twenty-First Supplemental Indenture") between AUBURN UNIVERSITY, a public corporation and instrumentality of the State of Alabama (herein called the "University") and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., a national banking association, in its capacity as successor trustee to Compass Bank and JPMorgan Chase Bank, as trustee under that certain General Fee Revenue Trust Indenture of the University dated as of June 1, 1985, as heretofore amended and supplemented (the said bank in said capacity being herein called the "Trustee"):

RECITALS:

The University makes the following findings as a basis for the undertakings herein contained:

(a) The University has heretofore executed and delivered to the Trustee a General Fee Revenue Trust Indenture dated as of June 1, 1985 (the "Original General Fee Indenture"), as heretofore amended and supplemented (the Original General Fee Indenture, as heretofore supplemented and amended, and as further supplemented hereby, being herein called the "Indenture"). Under and pursuant to the Indenture, the University has heretofore issued its:

(i) General Fee Revenue Bonds, Series 1985, dated June 1, 1985 (herein called the "Series 1985 Bonds");

(ii) General Fee Revenue Bonds, Series 1986, dated February 1, 1986 (herein called the "Series 1986 Bonds");

(iii) General Fee Revenue Bonds, Series 1987, dated December 1, 1986 (herein called the "Series 1987 Bonds");

(iv) General Fee Revenue Bonds, Series 1987B, dated October 1, 1987 (herein called the "Series 1987B Bonds");

(v) General Fee Revenue Bonds, Series 1989, dated October 1, 1989 (herein called the "Series 1989 Bonds");

(vi) General Fee Revenue Bonds, Series 1991, dated June 1, 1991 (herein called the "Series 1991 Bonds");

(vii) General Fee Revenue Bonds, Series 1993, dated June 1, 1993 (herein called the "Series 1993 Bonds");

(viii) General Fee Revenue Refunding Bonds, Series 2001, dated May 1, 2001 (herein called the "Series 2001 Bonds");

(ix) General Fee Revenue Bonds, Series 2001-A dated December 1, 2001 (herein called the "Series 2001-A Bonds");

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(x) General Fee Revenue Bonds, Series 2003, dated March 1, 2003 (herein called the "Series 2003 Bonds");

(xi) General Fee Revenue Bonds, Series 2004, dated August 1, 2004 (herein called the "Series 2004 Bonds");

(xii) General Fee Revenue Bonds, Series 2006-A, dated November 1, 2006 (herein called the "Series 2006-A Bonds");

(xiii) General Fee Revenue Bonds, Series 2007-A and Series 2007-B (Taxable), dated November 1, 2007 (herein called the "Series 2007 Bonds");

(xiv) General Fee Revenue Bonds, Series 2008, dated September 1, 2008 (herein called the "Series 2008 Bonds");

(xv) General Fee Revenue Bonds, Series 2009, dated December 29, 2009 (herein called the "Series 2009 Bonds");

(xvi) General Fee Revenue Bonds, Series 2011-A, dated May 1, 2011 (herein called the "Series 2011-A Bonds);

(xvii) General Fee Revenue Bonds, Series 2012-A and Series 2012-B (Taxable), dated March 27, 2012 (herein called the "Series 2012 Bonds");

(xviii) General Fee Revenue Refunding Bonds, Series 2014-A, dated July 1, 2014 (herein called the "Series 2014-A Bonds");

(xix) General Fee Revenue Refunding Bonds, Series 2015-A, dated March 18, 2015 (herein called the "Series 2015-A Bonds");

(xx) General Fee Revenue Refunding Bonds, Series 2015-B, dated September 10, 2015 (herein called the "Series 2015-B Bonds"); and

(xxi) General Fee Revenue Refunding Bonds, Series 2016-A, dated August 17, 2016 (herein called the "Series 2016-A Bonds").

The Series 2006-A Bonds (in part), the Series 2007-A Bonds (in part), the Series 2008 Bonds, the Series 2009 Bonds, the Series 2011-A Bonds (in part), the Series 2012 Bonds, the Series 2014-A Bonds, the Series 2015-A Bonds, the Series 2015-B Bonds, and the Series 2016-A Bonds are the only bonds presently outstanding under the Indenture.

(b) Under the provisions of Article VIII of the Original Indenture, the University reserved the right to issue additional bonds to be secured by the Indenture on a parity, with respect to the pledges of revenues set forth in the Indenture, with all other bonds issued and outstanding under the Indenture, upon compliance with the conditions set out in said Article VIII.

(c) The University has ascertained and declared that it is necessary and desirable to acquire, construct and install certain capital improvements hereinafter identified as the "2018-A Improvements." For such purposes the University has by proper corporate action of its Board of Trustees and pursuant to the provisions of the Indenture duly authorized the issuance of its General Fee Revenue Bonds, Series 2018-A (the "Series 2018-A Bonds"), to be secured by the Indenture on a parity with all bonds heretofore issued and now outstanding thereunder and any additional bonds that may hereafter be issued pursuant to the provisions of said Article VIII of the Original Indenture. In order to specify the details with respect to the Series 2018-A Bonds, to comply with the provisions of the Indenture and to confirm unto the Trustee the pledges contained in the Indenture, this Twenty-First Supplemental Indenture is being executed and delivered.

NOW, THEREFORE, THIS TWENTY-FIRST SUPPLEMENTAL INDENTURE

WITNESSETH:

It is hereby agreed among the University, the Trustee, the holders of all bonds outstanding under the Indenture and the holders of any Additional Bonds that may be hereafter issued under the Indenture (the holders of said Bonds evidencing their consent hereto by their acceptance of said Bonds, and the parties signatory hereto evidencing their consent hereto by their execution hereof), as follows:

ARTICLE I

DEFINITIONS AND USE OF PHRASES

Section 1.1 Additional Definitions. Except as otherwise defined in this Section 1.1, all capitalized terms used herein shall have the respective meanings assigned those terms in the Original Indenture, as previously supplemented and amended.

The following words and phrases and others evidently intended as the equivalent thereof shall, in the absence of clear implication herein otherwise, be given the following respective interpretations wherever used herein:

"Beneficial Owner" means the purchaser of a beneficial interest in the Series 2018-A Bonds when the Series 2018-A Bonds are held by the Securities Depository in the Book-Entry System, and otherwise means a Bondholder.

"Book-Entry System" means the system maintained by the Securities Depository with respect to the Series 2018-A Bonds described in Section 2.7 of this Twenty-First Supplemental Indenture.

"Closing Date" means the date of execution, issuance and delivery of the Series 2018-A Bonds.

"Code" means the Internal Revenue Code of 1986, as amended.

"Participant" means one of the entities which deposits securities, directly or indirectly, in the Book-Entry System.

"Securities Depository" means The Depository Trust Company, New York, New York, or its nominee, and its successors and assigns, or any successor appointed under Section 2.8 of this Twenty-First Supplemental Indenture.

"Series 2018-A Bonds" means the Series 2018-A Bonds authorized to be issued under Article II hereof.

"Series 2018-A Construction Fund" means the special fund of that name to be established as provided in Section 3.1 hereof.

"Tax Certificate" means the Tax Certificate and Agreement dated the Closing Date, executed and delivered by the University in connection with the issuance of the Series 2018-A Bonds.

"***Term Bonds***" means the Series 2018-A Bonds maturing in the years ___ and ___.

"2018-A Improvements" means the following Capital Improvements at the Auburn Campus: acquisition and construction of ***[insert list of new projects],*** including all equipment, furnishings, infrastructure and other real and personal property and facilities necessary or desirable in connection therewith.

Section 1.2 Use of Phrases. "Herein," "hereby," "hereunder," "hereof," hereinbefore," "hereinafter" and other equivalent words refer to this Twenty-First Supplemental Indenture as an entirety and not solely to the particular portion thereof in which any such word is used. The definitions set forth in Section 1.1 hereof include both singular and plural. Whenever used herein, any pronoun shall be deemed to include both singular and plural and to cover all genders.

ARTICLE II

THE SERIES 2018-A BONDS

Section 2.1 Authorization and Description of Series 2018-A Bonds. There is hereby authorized to be issued, as Additional Bonds under the provisions of Article VIII of the Original Indenture, an issue or series of bonds designated General Fee Revenue Bonds, Series 2018-A, in the aggregate principal amount of $[-----]. The Series 2018-A Bonds shall be dated as of the date of their issuance and authentication, shall mature and become payable on June 1 in the following years and in the following amounts and shall bear interest from their date at the following per annum rates (payable on June 1 and December 1 of each year, beginning December 1, 2018):

Series 2018-A Bonds

Serial Bonds:

Year of Maturity	Principal Amount Maturing	Interest Rate
[to be added]		

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Term Bonds:

Year of Maturity	Principal Amount Maturing	Interest Rate

The Series 2018-A Bonds shall be initially issued in denominations of $5,000 or any multiple thereof (the "Authorized Denominations"), pursuant to the provisions of Section 5.8 of the Original Indenture and shall be delivered by the University to the purchasers of the Series 2018-A Bonds. All installments of principal of and interest (and premium, if any) on each Series 2018-A Bond shall bear interest after the respective maturities of such principal and interest (and premium, if any) until paid or until moneys sufficient for payment thereof shall have been deposited for that purpose with the Trustee, whichever first occurs, at the rate of interest borne by such Series 2018-A Bond. The Series 2018-A Bonds shall bear interest from their date, or the most recent date to which interest has been paid or duly provided for, at the applicable rate per annum set forth in this Section. Interest shall be computed on the basis of a 360-day year with 12 months of 30 days each.

Section 2.2 Redemption Provisions. The Series 2018-A Bonds are subject to redemption and payment prior to maturity as follows:

(a) Optional Redemption. The Series 2018-A Bonds maturing on or after June 1, ____, shall be subject to redemption prior to maturity, at the option of the University, as a whole or in part (and if in part, the maturities of those to be redeemed to be selected by the University, and if less than all the Series 2018-A Bonds of a single maturity are to be redeemed, those to be redeemed to be selected by the Trustee by lot), on June 1, ____, and on any date thereafter, at a redemption price equal to 100% of the principal amount thereof, plus accrued interest thereon to the redemption date.

(b) Scheduled Mandatory Redemption of Series 2018-A Term Bonds. The Series 2018-A Term Bonds shall be subject to mandatory redemption and payment, and the University shall redeem and pay such Term Bonds at and for a redemption price equal to 100% of the principal amount thereof, on the dates and in the principal amounts (after credit as provided below) as follows (those Term Bonds to be redeemed to be selected by the Trustee by lot):

Series 2018-A Term Bond Maturity Date	Sinking Fund Redemption Dates	Principal Amount
June 1, _____		
June 1, _____		

(1) Final Maturity

Not less than 45 or more than 60 days prior to each such scheduled mandatory redemption date with respect to each Term Bond, the Trustee shall proceed to select for redemption, by lot, Term Bonds or portions thereof of the same maturity in an aggregate principal amount equal to the amount required to be redeemed and shall call such Term Bonds or portions thereof for redemption on such scheduled mandatory redemption date. The University may, not less than 60 days prior to any such scheduled mandatory redemption date, direct in writing that any or all of the following amounts be credited against the principal amount of Term Bonds scheduled for redemption on such date: (A) the principal amount of Term Bonds of the same maturity delivered by the University to the Trustee for cancellation and not previously claimed as a credit; and (B) the principal amount of Term Bonds of the same maturity previously redeemed pursuant to the provisions of Section 2.2(a) hereof and not previously claimed as a credit.

Section 2.3 Form of Series 2018-A Bonds. The Series 2018-A Bonds and the Certificate of Registration and the Trustee's Authentication Certificate applicable thereto shall be in substantially the following forms, respectively, with such insertions, omissions and other variations as may be necessary to conform to the provisions hereof:

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the University or its agent for registration of transfer, exchange, or payment, and for so long as any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

UNITED STATES OF AMERICA

AUBURN UNIVERSITY
GENERAL FEE REVENUE BOND
SERIES 2018-A

No. __ [insert interest rate] % Due [insert maturity date] CUSIP __________

Subject to prior payment and other provisions as herein stated

For value received, AUBURN UNIVERSITY, a public corporation and instrumentality of the State of Alabama (herein called the "University"), will pay, solely out of the revenues hereinafter referred to, to

CEDE & CO.

or registered assigns, the principal sum of ______________________________ DOLLARS ($______________) on the date specified above, with interest thereon from the date hereof until the maturity hereof at the per annum rate of interest specified above, payable on December 1, 2018, and semiannually thereafter on each June 1 and December 1 until and at the maturity hereof. The principal of and premium (if any) on this bond are payable only upon presentation and surrender of this bond at a designated corporate trust office of The Bank of New York Mellon Trust Company, N.A. in Birmingham, Alabama or its successor as trustee under the Indenture hereinafter referred to. Interest on this Bond is payable by check or draft mailed by the Trustee to the then registered holder hereof at the address shown on the registry books of the Trustee pertaining to the Bonds. Both the principal of and the interest (and premium, if any) on this bond shall bear interest after their respective maturities until paid or until moneys sufficient for payment thereof have been deposited with the Trustee at the per annum rate stated above. The Indenture provides that all payments by the University or the Trustee to the person in whose name a Bond is registered shall to the extent thereof fully discharge and satisfy all liability for the same. Any transferee of this Bond takes it subject to all payments of principal and interest in fact made with respect hereto.

This bond is one of a duly authorized issue of bonds (herein called the "Bonds") issuable in series without express limit as to principal amount under a General Fee Revenue Trust Indenture dated as of June 1, 1985, as previously supplemented, and as further supplemented by a Twenty-First Supplemental General Fee Indenture dated as of June 1, 2018 (collectively, the "Indenture"), between the University and The Bank of New York Mellon Trust Company, N.A. (as successor trustee to Compass Bank and JP Morgan Chase Bank, herein called the "Trustee"). The principal of and the interest (and premium, if any) on the Bonds are payable solely out of the gross revenues derived by the University from certain general tuition fees levied against students enrolled at the Auburn, Alabama campus or the Montgomery, Alabama campus of the University, the revenues derived by the University from the operation of its student housing and dining facilities, the revenues (including, without limitation, certain student fees) derived by the University from its intercollegiate athletic program, and the revenues derived by the University from certain additional pledged student fees (herein collectively called the "Pledged Revenues"), and shall not be payable from any other funds or revenues. The pledge of the revenues from the University's housing and dining facilities and from the University's athletic program is expressly subordinate to prior pledges thereof for the benefit of certain other outstanding indebtedness of the University. Payment of the principal of and the interest (and premium, if any) on the Bonds is secured, pro rata and without preference or priority of one Bond over another or of the Bonds of any one series over the Bonds of any other, by a valid pledge of the revenues out of which they are payable.

Reference is hereby made to the Indenture for a description of the nature and extent of the security afforded thereby, the rights and duties of the University and the Trustee with respect thereto, the rights of the holders of the Bonds and the terms and conditions on which additional series of Bonds may be issued. The Indenture provides, inter alia, (a) that in the event of default by the University in the manner and for the time therein provided, the Trustee may declare the principal of and the interest accrued on this bond immediately due and payable, whereupon the same shall thereupon become immediately due and payable and the Trustee shall be entitled to pursue the remedies provided in the Indenture, (b) that the holder of this bond shall have no right to enforce the provisions of the Indenture except as provided therein and then only for the equal and pro rata benefit of the holders of all the Bonds, and (c) that if this bond shall not be presented for payment when due (whether by maturity or otherwise) and if funds sufficient for such payment shall have been made available to the Trustee therefor, all liability of the University to the holder of such bond and all rights of such holder against the University under such bond or under the Indenture shall cease and terminate and that the sole right of such holder shall thereafter be against the said funds so made available, which the Trustee is required to set aside and hold, subject to any applicable escheat or other similar law, for the benefit of such holder. The Indenture also provides that the University and the Trustee, with the written consent of the holders of not less than 66-2/3% in principal amount of the Bonds then outstanding under the Indenture, may at any time and from time to time amend the Indenture or any indenture supplemental thereto, provided that no such amendment shall (1) without the consent of the holder of each Bond affected, reduce the principal of, the rate of interest on, or the premium (if any) payable on redemption of, any Bond, or (2) without the consent of the holders of all the Bonds then outstanding under the Indenture, extend the maturity of any installment of principal or interest on any of the Bonds, make any change in the schedule of required sinking fund or other similar payments with respect to any series of the Bonds, create a lien or charge on the Pledged Revenues ranking prior to or (except in connection with the issuance of additional parity bonds under the Indenture) on a parity with the lien or charge thereon contained in the Indenture, effect a preference or priority of any Bond over any other Bond or reduce the aggregate principal amount of Bonds the holders of which are required to consent to any such amendment.

The series of bonds of which this is one is designated Series 2018-A and is authorized to be issued in the aggregate principal amount of $__________.

The Bonds maturing on or after June 1, ____, are subject to redemption prior to maturity, at the option of the University, as a whole or in part (and if in part, the maturities of those to be redeemed to be selected by the University, and if less than all the Bonds of a single maturity are to be redeemed, those to be redeemed to be selected by the Trustee by lot), on June 1, ____, and on any date thereafter, at a redemption price equal to 100% of the principal amount thereof, plus accrued interest thereon to the redemption date.

Those of the Series 2018-A Bonds maturing in the years ____ and ____ (the "Term Bonds") shall be subject to mandatory redemption and payment, and the University shall redeem and pay such Term Bonds at and for a redemption price equal to 100% of the principal amount thereof, on the dates and in the principal amounts (after credit as provided below) as follows (those Term Bonds to be redeemed to be selected by the Trustee by lot):

Series 2018-A Term Bond Maturity Date	Sinking Fund Redemption Dates	Principal Amount
June 1, ____		
June 1, ____		

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(1) Final Maturity

Not less than 45 or more than 60 days prior to each such scheduled mandatory redemption date with respect to each Term Bond, the Trustee shall proceed to select for redemption, by lot, Term Bonds or portions thereof of the same maturity in an aggregate principal amount equal to the amount required to be redeemed and shall call such Term Bonds or portions thereof for redemption on such scheduled mandatory redemption date. The University may, not less than 60 days prior to any such scheduled mandatory redemption date, direct in writing that any or all of the following amounts be credited against the principal amount of Term Bonds scheduled for redemption on such date: (A) the principal amount of Term Bonds of the same maturity delivered by the University to the Trustee for cancellation and not previously claimed as a credit; and (B) the principal amount of Term Bonds of the same maturity previously redeemed pursuant to the provisions of Section 2.2(a) of the Twenty-First Supplemental Indenture and not previously claimed as a credit.

If less than all the outstanding principal of a Bond is to be redeemed, there shall be issued to the registered holder thereof, upon the surrender of such Bond to the Trustee, a new Bond of even tenor therewith except in a principal amount equal to the unredeemed portion of the Bond so surrendered, all as shall be requested by the registered holder of the Bond to be partially redeemed.

THE INDENTURE UNDER WHICH THE BONDS ARE ISSUED CONTAINS NO PROVISIONS REQUIRING PUBLICATION OF NOTICE OF REDEMPTION OF ANY BOND, AND HOLDERS OF THE BONDS MUST MAINTAIN A CURRENT ADDRESS ON FILE WITH THE TRUSTEE IN ORDER TO RECEIVE NOTICE OF ANY SUCH REDEMPTION. FROM AND AFTER THE REDEMPTION DATE (PROVIDED THE

TRUSTEE HAS SUFFICIENT FUNDS ON HAND TO EFFECT SUCH REDEMPTION), INTEREST SHALL CEASE TO ACCRUE ON ANY BOND CALLED FOR REDEMPTION.

The University is a public corporation and instrumentality of the State of Alabama existing under Amendment 670 to the Constitution of Alabama of 1901 and Chapter 48 of Title 16 of the Code of Alabama of 1975 and the Bonds are authorized to be issued for purposes for which bonds are authorized to be issued under the provisions of Section 16-3-28, as amended, of said Code. The Bonds are not general obligations of the University, and the covenants and representations herein contained or contained in the Indenture do not and shall never constitute a personal or pecuniary liability or charge against the general credit of the University. The Bonds are not obligations or debts of the State of Alabama nor are the faith and credit of said state pledged for payment thereof, and neither the principal of nor interest on said bonds is payable out of any moneys provided for or appropriated to the University by the State of Alabama.

It is hereby certified that all conditions, actions and things required by the Constitution and laws of Alabama to exist, be performed and happen precedent to or in the issuance of this bond do exist, have been performed and have happened in due and legal form.

The Bonds are issuable only as fully registered bonds in the denomination of $5,000 or any integral multiple thereof. Provision is made in the Indenture for the exchange of Bonds for a like aggregate principal amount of Bonds of the same maturity and interest rate and in an authorized denomination, all as may be requested by the holder surrendering the Bond or Bonds to be so exchanged and upon the terms and conditions specified in the Indenture.

This bond is transferable by the registered holder hereof in person, or by duly authorized attorney, only on the registry books of the Trustee pertaining to the Bonds and only upon surrender of this bond to the Trustee for cancellation, and upon any such transfer a new Bond of like tenor herewith will be issued to the transferee in exchange therefor, all as more particularly provided in the Indenture. Each holder, by receiving and accepting this bond, shall consent and agree and shall be estopped to deny that, insofar as the University and the Trustee are concerned, this bond may be transferred only in accordance with the provisions of the Indenture.

The Trustee shall not be required so to transfer or exchange this bond during the period of fifteen days next preceding any interest payment date with respect thereto; and in the event this bond (or any portion of the principal hereof) is duly called for redemption, the Trustee shall not be required so to transfer or exchange it during the period of thirty days next preceding the date fixed for such redemption.

Execution by the Trustee of its authentication certificate hereon is essential to the validity hereof and is conclusive of the due issue hereof under the Indenture.

IN WITNESS WHEREOF, the University has caused this bond to be executed in its name and behalf with the manual or facsimile signature of its President, has caused a manual imprint or facsimile of its corporate seal to be hereunto imprinted, has caused this bond to be attested by a manual or facsimile signature of the Secretary of its Board of Trustees, and has caused this bond to be dated ______.

AUBURN UNIVERSITY

By________________________________
President

Attest:

____
Secretary of the
Board of Trustees

Form of Trustee's Authentication Certificate

Date of Authentication and Registration:

The within bond is one of those described in the within-mentioned General Fee Revenue Trust Indenture.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.,
Trustee

By ______________________________
Authorized Signatory

Form of Assignment

For value received, the undersigned hereby sell(s), assign(s) and transfer(s) unto______________ ________________________________ the within bond and hereby irrevocably constitute(s) and appoint(s) ____ attorney, with full power of substitution in the premises, to transfer this bond on the books of the within-mentioned Trustee.

DATED this ______ day of _________________, ______.

____
NOTE: The signature on this assignment must correspond with the name of the registered owner as it appears on the face of the within Bond in every particular, without alteration, enlargement or change whatsoever.

Signature guaranteed:

____
(Member of Signature Medallion Program)

By ______________________________
(Authorized Signatory)

Section 2.4 Execution and Delivery of the Series 2018-A Bonds. The Series 2018-A Bonds shall be forthwith executed and delivered to the Trustee and shall be authenticated and delivered by the Trustee from time to time upon receipt by the Trustee of an order signed on behalf of the University by its President or Vice President for Business and Finance, requesting such authentication and delivery and designating the person or persons to receive the same or any part thereof.

Section 2.5 Application of Proceeds from Sale of Series 2018-A Bonds. The Series 2018-A Bonds are being issued to provide funds to finance the 2018-A Improvements. The entire proceeds derived by the University from the sale of the Series 2018-A Bonds shall be paid to the Trustee and promptly thereafter applied by the Trustee for the following purposes and in the following order:

(a) payment of $_______ into a special account to be held by the Trustee and to be applied solely to the costs of issuing the Series 2018-A Bonds upon requisition submitted by the University; provided, that pending disbursement, such proceeds may be invested by the Trustee at the written direction of the University (upon which the Trustee may conclusively rely) in Federal Securities or Eligible Certificates; and provided further, that any monies remaining in this special account six months after the Closing Date shall be transferred to the Series 2018-A Construction Fund; and

(b) payment of the balance of the said proceeds into a special account of the University (the "Series 2018-A Construction Fund" as described in Section 3.1 hereof), to be applied to payment of (or reimbursement to the University for) the costs of the 2018-A Improvements, capitalized interest on the Series 2018-A Bonds through ______ and, if necessary, costs of issuing the Series 2018-A Bonds to the extent not provided for by the deposit in (a) above.

As of the date of issuance of the Series 2018-A Bonds, the University expects to expend the proceeds of the Series 2018-A Bonds deposited as provided in paragraph (b) above, including amounts received from the investment of such proceeds prior to their expenditure, for costs relating to the acquisition, installation and equipping of the 2018-A Improvements. However, the University shall be permitted to substitute or add other capital projects for or to those identified in the definition of "2018-A Improvements" herein by written notice delivered to the Trustee accompanied by an opinion of nationally recognized bond counsel, addressed to the Trustee and the University, to the effect that the expenditure of Series 2018-A Bond proceeds for the acquisition, construction and equipping of the substitute or additional project(s) identified by the University will not adversely affect the exclusion of interest on the Series 2018-A Bonds from the gross income of the recipients thereof for purposes of federal income taxation under the Code.

Section 2.6 Special Provisions Respecting Notice of Redemption and Transfer of Series 2018-A Bonds. Any notice of redemption of Series 2018-A Bonds shall be mailed not more than sixty (60) nor less than thirty (30) days prior to the Redemption Date but otherwise in accordance with Section 6.1 of the Original Indenture. The provisions of Section 5.6 of the Original Indenture to the contrary notwithstanding, the Trustee shall not be required to transfer a

Series 2018-A Bond called for redemption during the period of thirty (30) days next preceding the Redemption Date.

Section 2.7 Book-Entry System. The Series 2018-A Bonds shall be initially issued in the name of Cede & Co., as nominee for The Depository Trust Company, the initial Securities Depository of the Series 2018-A Bonds, and held in the custody of the Securities Depository. A single certificate will be issued and delivered to the Securities Depository for each serial and term maturity of the Series 2018-A Bonds. The Beneficial Owners will not receive physical delivery of Series 2018-A Bond certificates except as provided herein. For so long as the Securities Depository shall continue to serve as securities depository for such Series 2018-A Bonds as provided herein, all transfers of beneficial ownership interests will be made by book-entry only, and no investor or other party purchasing, selling or otherwise transferring beneficial ownership of such Series 2018-A Bonds is to receive, hold or deliver any Bond certificate. The University and the Trustee will recognize the Securities Depository or its nominee as the Bondholder of such Series 2018-A Bonds for all purposes, including payment of principal, premium and interest with respect to such Series 2018-A Bond, for the purpose of giving notices of redemption and other matters with respect to such Series 2018-A Bond, for the purpose of registering transfers with respect to such Series 2018-A Bond and for all other purposes whatsoever.

The University and the Trustee covenant and agree, so long as The Depository Trust Company shall continue to serve as Securities Depository for the Series 2018-A Bonds, to meet the requirements of The Depository Trust Company with respect to required notices and other provisions of the Blanket Issuer Letter of Representations dated November 15, 2001 executed by the University (the "Blanket Letter"), a copy of which is attached hereto as Exhibit A. To the extent the provisions of this Indenture and the Blanket Letter are inconsistent, the provisions of the Blanket Letter shall control. The Blanket Letter shall not in any way limit the provisions of the preceding paragraph or in any way impose upon the University any obligation whatsoever with respect to persons having interests in the Bonds other than the Holders, as shown on the registration books kept by the Trustee. The Trustee shall take all action necessary for all representations in the Blanket Letter with respect to the paying agents and the bond registrar, respectively, to at all times be complied with.

The University and the Trustee may conclusively rely upon (i) a certificate of the Securities Depository as to the identity of the Participants in the Book-Entry System and (ii) a certificate of any such Participant as to the identity of, and the respective principal amount of Series 2018-A Bonds beneficially owned by, the Beneficial Owners.

Whenever, during the term of the Series 2018-A Bonds, the beneficial ownership thereof is determined by a book-entry at the Securities Depository, the requirements in this Indenture of holding, delivering or transferring Series 2018-A 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 to produce the same effect. Any provision hereof permitting or requiring delivery of Series 2018-A Bonds shall, while the Series 2018-A Bonds are in a Book-Entry System, be satisfied by the notation in the records of the Securities Depository in accordance with applicable law.

The Trustee and the University may from time to time appoint a successor Securities Depository for the Series 2018-A Bonds and enter into an agreement with such successor Securities Depository to establish procedures with respect to the Series 2018-A Bonds not inconsistent with the provisions of this Twenty-First Supplemental Indenture. Any successor Securities Depository shall be a "clearing agency" registered under Section 17A of the Securities Exchange Act of 1934, as amended.

Neither the University nor the Trustee will have any responsibility or obligation to any Securities Depository, any Participants in the Book-Entry System or the Beneficial Owners with respect to (i) the accuracy of any records maintained by the Securities Depository or any Participant; (ii) the payment by the Securities Depository or by any Participant of any amount due to any Beneficial Owner in respect of the principal amount of, premium (if any) or interest on any Series 2018-A Bonds; (iii) the delivery of any notice by the Securities Depository or any Participant; (iv) the selection of the Beneficial Owners to receive payment in the event of any partial redemption of the Series 2018-A Bonds; or (v) any other action taken by the Securities Depository or any Participant.

Bond certificates are required to be delivered to and registered in the name of the Beneficial Owner, under the following circumstances:

(a) The Securities Depository determines to discontinue providing its service with respect to the Series 2018-A Bonds and no successor Securities Depository is appointed as described above. Such a determination may be made at any time by giving 30 days' notice to the University and the Trustee and discharging its responsibilities with respect thereto under applicable law; or

(b) The University determines not to continue the Book-Entry System through a Securities Depository.

The Trustee is hereby authorized to make such changes to the form of bond contained in Section 2.3 hereof which are not inconsistent with this Indenture and which are necessary or appropriate to reflect that the Book-Entry System is not in effect, that a successor Securities Depository has been appointed or that an additional or co-trustee or paying agent has been designated pursuant to the terms of this Indenture.

Notwithstanding any other provision of this Indenture to the contrary, so long as any Series 2018-A Bond is registered in the name of the Securities Depository, or its nominee, all payments with respect to principal of, premium (if any) and interest on such Series 2018-A Bond and all notices with respect to such Series 2018-A Bond shall be made and given, respectively, in the manner provided for in the Blanket Letter.

If at any time the Securities Depository ceases to hold the Series 2018-A Bonds, all references herein to the Securities Depository shall be of no further force or effect.

Section 2.8 Special Provisions Respecting Establishment of Trust for Payment of Less Than All Series 2018-A Bonds. If a trust provides for payment of less than all Series 2018-A Bonds of a series maturity and coupon, the Series 2018-A Bonds of such series maturity and coupon to be paid from the trust shall be selected by the Trustee by lot by such method as shall provide for the selection of portions (in Authorized Denominations) of the principal of Series 2018-A Bonds of such series maturity and coupon of a denomination larger than the smallest Authorized Denomination. Such selection shall be made within 7 days after such trust is established. This selection process shall be in lieu of the selection process otherwise provided with respect to redemption of Bonds under the Indenture. After such selection is made, Series 2018-A Bonds that are to be paid from such trust (including Series 2018-A Bonds issued in exchange for such Series 2018-A Bonds pursuant to the transfer or exchange provisions of the Indenture) shall be identified by a separate CUSIP number or other designation satisfactory to the Trustee and at the expense of the University. The Trustee shall notify holders whose Series 2018-A Bonds (or portions thereof) have been selected for payment from such trust and shall direct such Bondholders to surrender their bonds to the Trustee in exchange for Series 2018-A Bonds with the appropriate designation.

Section 2.9 Additional Bonds. The University and the Trustee may, at any time and from time to time, enter into one or more Supplemental Indentures without consent of the Holders of the Series 2018-A Bonds, for the purpose of authorizing the issuance of Additional Bonds bearing interest at variable rates. Any such Supplemental Indenture may include, inter alia, provisions relating to the dates on which interest on such Additional Bonds is payable, the method by which the interest rate borne by such bonds is established, optional tender rights afforded to the Holders of such bonds and the method of calculating Maximum Annual Debt Service with respect to such bonds.

ARTICLE III

CONSTRUCTION FUND

Section 3.1 Series 2018-A Construction Fund. There is hereby created a special fund, the full name of which shall be the "Auburn University Series 2018-A General Fee Construction Fund" for the purpose of providing funds for the 2018-A Improvements. The President, the Vice President for Business and Finance, or other duly authorized officer of the University may designate one or more banks as the depository, custodian and disbursing agent for the Series 2018-A Construction Fund. A portion of the proceeds of the Series 2018-A Bonds shall be deposited in the Series 2018-A Construction Fund as provided in Section 2.5(b) hereof. Funds on deposit in the Series 2018-A Construction Fund may be paid out from time to time, upon direction of the University (i) to pay or reimburse the University for costs of the 2018-A Improvements and (ii) to pay costs of issuing the Series 2018-A Bonds.

Section 3.2 Investment of Series 2018-A Construction Fund. Moneys on deposit in the Series 2018-A Construction Fund may be invested in Federal Securities and in Eligible Certificates at the written direction of the University. In the event of investment of moneys on deposit in the Series 2018-A Construction Fund, the securities or certificates in which such moneys are so invested, together with all income derived therefrom, shall become a part of the Series 2018-A Construction Fund to the same extent as if they were moneys originally deposited therein. Any depository for the Series 2018-A Construction Fund may at any time and from time to time upon the written direction of the University sell or otherwise convert into cash any such securities or certificates whereupon the net proceeds therefrom shall become a part of the Series

2018-A Construction Fund. Each depository shall be fully protected in making any such investment, sale or conversion in accordance with the provisions of this section. In any determination of the amount of moneys at any time forming a part of the Series 2018-A Construction Fund, all such securities and certificates in which any portion of the Series 2018-A Construction Fund is at the time so invested shall be included therein at their then market value.

ARTICLE IV

MISCELLANEOUS

Section 4.1 Concerning Compliance with the Internal Revenue Code of 1986. The University covenants and agrees that it will comply with the provisions of the Tax Certificate.

Section 4.2 Concerning the Trustee. The Trustee accepts the trusts hereby declared and provided and agrees to perform the same upon the terms and conditions set forth in the Indenture and in this Twenty-First Supplemental Indenture. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Twenty-First Supplemental Indenture or the due execution thereof by the University, nor for or in respect of the recitals contained herein, all of which recitals are made solely by the University.

Section 4.3 Confirmation of Pledges. The provisions of Original Indenture and the Supplemental Indentures, wherein the Pledged Revenues are pledged for payment of all Bonds issued under the Indenture, are hereby ratified and confirmed.

Section 4.4 Construction of Twenty-First Supplemental Indenture. No provisions of this Twenty-First Supplemental Indenture shall be construed to limit or restrict, either expressly or impliedly, the obligations of the University contained in the Indenture or the powers of the trustee thereunder, nor shall the provisions of this Twenty-First Supplemental Indenture be construed in any manner inconsistent with the provisions of the Indenture or in any manner that would adversely affect the interest of the Holders of any Bonds.

Section 4.5 Severability. If any provision hereof shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof.

IN WITNESS WHEREOF, the University has caused this Twenty-First Supplemental Indenture to be executed in its corporate name and behalf by its President, has caused its corporate seal to be hereunto affixed and has caused this Twenty-First Supplemental Indenture to be attested by the Secretary of the Board, and the Trustee, to evidence its acceptance of the trusts hereby created, has caused this Twenty-First Supplemental Indenture to be executed in its name and behalf, has caused its seal to be hereunto affixed and has caused this Twenty-First Supplemental Indenture to be attested, by its duly authorized signatories, all in six (6) counterparts, each of which shall be deemed an original, and the University and the Trustee have caused this Twenty-First Supplemental Indenture to be dated as of June 1, 2018.

AUBURN UNIVERSITY

By______________________________
Its: _____________________________

Attest:

____
Secretary of the
Board of Trustees

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Trustee

By______________________________
Its: _____________________________

Attest:

____
Its: _____________________________

STATE OF ALABAMA)
:
COUNTY OF LEE)

I, ____________________________, a Notary Public in and for said county in said state, hereby certify that ________________, whose name as _____________ of AUBURN UNIVERSITY, a public corporation and instrumentality of the State of Alabama, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the within instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN under my hand and official seal of office, this ____ day of June, 2018.

(NOTARIAL SEAL) ____

Notary Public

STATE OF ALABAMA)
:
COUNTY OF ___________)

I, ____________________________, a Notary Public in and for said county in said state, hereby certify that ____________________________, whose name as ___________________ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., a national banking association, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the within instrument, he or she, as such authorized signatory and with full authority, executed the same voluntarily for and as the act of said national banking association.

GIVEN under my hand and official seal of office, this ____ day of June, 2018.

(NOTARIAL SEAL) ____

Notary Public

EXHIBIT A

Blanket Issuer Letter of Representations

EXHIBIT III

DRAFT 06.6.2018

PRELIMINARY OFFICIAL STATEMENT DATED ____, 2018

This Preliminary Official Statement has not been approved by the University, and the information herein is subject to completion and amendment without notice. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2018-A Bonds referenced herein in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. A definitive Official Statement will be made available prior to the delivery of these securities.

NEW ISSUE – BOOK ENTRY ONLY

BASE CUSIP NUMBER: 050589

RATINGS:

Moody's: ___
Standard & Poor's: ___

In the opinion of Bond Counsel, subject to the limitations set forth herein, under existing law and assuming continuing compliance with certain covenants and the accuracy of certain representations, interest on the Series 2018-A Bonds is excluded from gross income for federal income tax purposes and is not included in the federal alternative minimum tax for individuals or, except as described herein, corporations under the Internal Revenue Code of 1986, as amended. In the opinion of Bond Counsel, under existing law, interest on the Series 2018-A Bonds is exempt from taxation imposed by the State of Alabama. See "TAX MATTERS" herein.

AUBURN
UNIVERSITY

$__________[*]

AUBURN UNIVERSITY

General Fee Revenue Bonds
Series 2018-A

Dated: Date of Delivery **Due: June 1, as shown on inside cover**

The Series 2018-A Bonds are issuable as fully registered bonds and, when issued, will be registered in the name of Cede & Co., a nominee of The Depository Trust Company ("DTC"), New York, New York, to which principal and interest payments on the Series 2018-A Bonds will be made so long as Cede & Co. is the registered owner of the Series 2018-A Bonds. Individual purchases of the Series 2018-A Bonds will be made in Book-Entry Only form, and individual purchasers ("Beneficial Owners") of the Series 2018-A Bonds will not receive physical delivery of bond certificates.

Interest will be payable on the Series 2018-A Bonds each June 1 and December 1, commencing December 1, 2018. So long as DTC or its nominee is the registered owner of the Series 2018-A Bonds, disbursements of such payments to DTC is the responsibility of the Trustee, disbursements of such payments to DTC Participants is the responsibility of DTC and disbursements of such payments to the Beneficial Owner is the responsibility of DTC Participants or Indirect Participants as described more fully herein.

The Series 2018-A Bonds are being issued in order to finance the cost of certain capital improvements on the campus of Auburn University (the "University"), and to pay costs of issuing the Series 2018-A Bonds. See "THE PLAN OF FINANCING" herein.

The Series 2018-A Bonds will be special obligations of the University secured by a pledge of and payable solely from general fees levied against students enrolled at the University and certain other revenues, as provided for under the General Fee Revenue Trust Indenture described herein. Neither the Series 2018-A Bonds nor the pledge of such fees and revenues and other agreements provided in the General Fee Revenue Trust Indenture shall be or constitute an obligation of any nature whatsoever of the State of Alabama, or be payable out of any moneys appropriated by the State to the University.

The Series 2018-A Bonds are issuable as fully registered bonds in denominations of $5,000 or any integral multiple thereof.

FOR MATURITIES, AMOUNTS, RATES, PRICES, AND CUSIPS, SEE INSIDE COVER.

[INSERT UNDERWRITERS]

The Series 2018-A Bonds are offered when, as and if issued by the University and received by the Underwriters, subject to prior sale, to withdrawal or modifications of the offer without notice, and to the approval of legality of the Series 2018-A Bonds of Balch & Bingham LLP, Birmingham, Alabama, Bond Counsel. Certain legal matters will be passed upon for the University by its General Counsel, Jaime S. Hammer, Auburn, Alabama. Certain legal matters will be passed upon for the Underwriters by their counsel, Maynard, Cooper & Gale P.C. It is expected that the Series 2018-A Bonds in definitive form will be available for delivery in Birmingham, Alabama, on ____, 2018.

The date of this Official Statement is ____, 2018.

[*] Preliminary; subject to change.

MATURITIES, AMOUNTS, RATES, PRICES & CUSIPS

$__________*

AUBURN UNIVERSITY

General Fee Revenue Bonds, Series 2018-A

Maturity (June 1)	Principal Amount	Interest Rate	Yield	CUSIP**
2019		______%	______%	050589 ____
2020		______%	______%	050589 ____
2021		______%	______%	050589 ____
2022		______%	______%	050589 ____
2023		______%	______%	050589 ____
2024		______%	______%	050589 ____
2025		______%	______%	050589 ____
2026		______%	______%	050589 ____
2027		______%	______%	050589 ____
2028		______%	______%	050589 ____
2029		______%	______%	050589 ____
2030		______%	______%	050589 ____
2031		______%	______%	050589 ____
2032		______%	______%	050589 ____
2033		______%	______%	050589 ____
2034		______%	______%	050589 ____
2035		______%	______%	050589 ____
2036		______%	______%	050589 ____
2037		______%	______%	050589 ____
2038		______%	______%	050589 ____
2039		______%	______%	050589 ____
2040		______%	______%	050589 ____
2041		______%	______%	050589 ____
2042		______%	______%	050589 ____
2043		______%	______%	050589 ____
2044		______%	______%	050589 ____
2045		______%	______%	050589 ____
2046		______%	______%	050589 ____
2047		______%	______%	050589 ____
2048		______%	______%	050589 ____

$_____ _____% Term Bonds maturing June 1, ___ (Yield: _____%), CUSIP NO. 050589 ___

$______ _____% Term Bonds maturing June 1, ____ (Yield: _____%), CUSIP NO. 050589 ___

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*Preliminary; subject to change.

** CUSIP® is a registered trademark of the American Bankers Association. CUSIP data herein is provided by the CUSIP Service Bureau, operated by Standard & Poor's, a division of The McGraw-Hill Companies, Inc. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services Bureau. CUSIP numbers have been assigned by an independent company not affiliated with the University and are included solely for the convenience of the registered owners of the Series 2018-A Bonds. The University and the Underwriters are not responsible for the selection or uses of these CUSIP numbers, and no representation is made as to their correctness by the University on the Series 2018-A Bonds and by the Underwriters on the Series 2018-A Bonds or as included herein. The CUSIP number for a specific maturity is subject to being changed after the issuance of the Series 2018-A Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Series 2018-A Bonds.

AUBURN UNIVERSITY

PRESIDENT

Steven Leath

BOND COUNSEL TO THE UNIVERSITY

Balch & Bingham, LLP

Birmingham, Alabama

FINANCIAL ADVISOR

PFM Financial Advisors LLC

Huntsville, Alabama

UNDERWRITERS

Wells Fargo Securities

Stifel Nicolaus & Company, Incorporated

JPMorgan Securities

The Frazer Lanier Company Incorporated

UNIVERSITY COUNSEL

Jaime S. Hammer, General Counsel

Auburn, Alabama

NOTICE TO INVESTORS

No dealer, broker, salesman or other person has been authorized by the University or the Underwriters to give any information or to make any representation with respect to the University or the Series 2018-A Bonds other than as contained in this Official Statement, and, if given or made, such information or representation must not be relied upon as having been authorized by the foregoing. 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 Series 2018-A Bonds by any person, in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale. Certain information contained herein has been obtained from the University and other sources which are believed by the Underwriters to be reliable, but such information is not guaranteed as to accuracy or completeness, and is not to be construed as a representation, by the Underwriters. In accordance with, and as part of, their responsibilities to investors under the federal securities laws, as applied to the facts and circumstances of this transaction, the Underwriters have reviewed the information in this Official Statement, but do not guarantee the accuracy or completeness of such information. Neither the delivery of this Official Statement nor the sale of any of the Series 2018-A Bonds shall imply that the information herein is correct as of any time subsequent to the date hereof.

This Official Statement should be considered in its entirety and no one factor should be considered more or less important than any other by reason of its position in this Official Statement. Where statutes, reports, agreements or other documents are referred to herein, reference should be made to such statutes, reports, agreements or other documents for more complete information regarding the rights and obligations of parties thereto, facts and opinions contained therein and the subject matter thereof.

The Series 2018-A Bonds have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and neither the Securities and Exchange Commission nor any state regulatory agency will pass upon the accuracy, completeness or adequacy of this Official Statement.

THE SERIES 2018-A BONDS HAVE RISK CHARACTERISTICS WHICH REQUIRE CAREFUL ANALYSIS AND CONSIDERATION BEFORE A DECISION TO PURCHASE IS MADE. THE SERIES 2018-A BONDS SHOULD BE PURCHASED BY INVESTORS WHO HAVE ADEQUATE EXPERIENCE TO EVALUATE THE MERITS AND RISKS OF THE SERIES 2018-A BONDS. PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS OFFICIAL STATEMENT OR ANY PRIOR OR SUBSEQUENT COMMUNICATION FROM THE UNDERWRITERS, THEIR AFFILIATES, OFFICERS AND EMPLOYEES OR ANY PROFESSIONAL ASSOCIATED WITH THIS OFFERING AS INVESTMENT OR LEGAL ADVICE. EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN COUNSEL, ACCOUNTANT AND OTHER ADVISORS AS TO FINANCIAL, LEGAL AND RELATED MATTERS CONCERNING THE INVESTMENT DESCRIBED HEREIN.

There can be no guarantee that there will be a secondary market for the Series 2018-A Bonds or, if a secondary market exists, that it will continue to exist or that the Series 2018-A Bonds can in any event be sold for any particular price.

Any statements made in this Official Statement, including the Appendices, involving matters of opinion or estimates, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of such estimates will be realized.

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 an implication that there has been no change in the affairs of the University since the date hereof. The delivery of this Official Statement does not imply that the information contained herein is correct on any date subsequent to the date of this Official Statement.

IN CONNECTION WITH THE OFFERING OF THE SERIES 2018-A BONDS, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2018-A BONDS AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME. THE UNIVERSITY HAS NO CONTROL OVER THE TRADING OF THE SERIES 2018-A BONDS AFTER THEIR SALE.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS IN THIS OFFICIAL STATEMENT

Certain statements included or incorporated by reference in this Official Statement constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995, Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. Such statements are generally identifiable by the terminology used such as "plan," "believe," "expect," "estimate," "anticipate," "intend," "projected," "budget," "could," or other similar words. Additionally, all statements in this Official Statement, including forward-looking statements, speak only as of the date they are made, and the University and the Underwriters disclaim any obligation to update any of the forward-looking statements contained herein to reflect future events or developments.

The forward-looking statements included herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal, and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including students, customers, suppliers, partners and competitors, and legislative, judicial, and other governmental authorities and officials. Assumptions to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the University. Any of such assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement will prove to be accurate. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements. The University and the Underwriters disclaim any obligation to update any such factors or to publicly announce the results of any revision to any of the forward-looking statements contained herein to reflect future events or developments.

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OFFICIAL STATEMENT
relating to

AUBURN UNIVERSITY

$_________* General Fee Revenue Bonds,
Series 2018-A

INTRODUCTORY STATEMENT

This Official Statement, including the cover page and Appendices, is furnished by Auburn University (herein called the "University" or "Auburn") to provide certain information in connection with the sale by the University of its General Fee Revenue Bonds, Series 2018-A in the aggregate principal amount of $_________* (the "Series 2018-A Bonds"), dated the date of delivery, issued as additional parity bonds under a General Fee Revenue Indenture dated as of June 1, 1985, between the University and The Bank of New York Mellon Trust Company, N.A., as successor trustee (the "Trustee"), as previously supplemented and as further supplemented by a Twenty-First Supplemental General Fee Indenture to be dated as of _____ 1, 2018 (as so supplemented, the "Indenture" or "General Fee Revenue Indenture").

The University

The University is a public corporation and an instrumentality of the State of Alabama existing under provisions of Section 266 of the Constitution of Alabama of 1901 (which codifies and supersedes Constitutional Amendment Numbers 161 and 670) and Chapter 48 of Title 16 of the CODE OF ALABAMA 1975.

The University is governed by a Board of Trustees (the "Board") with sixteen voting members. The members of the Board are appointed by a committee consisting of the Governor of Alabama and representatives of the Board and the Auburn Alumni Association, with the advice and consent of the Alabama Senate. No member of the Board receives compensation for his or her services.

The University has two campuses. The University's larger campus is located in Auburn, Alabama (the "Auburn Main Campus") approximately 55 miles east of Montgomery, Alabama. The University's second campus is located in Montgomery, Alabama (the "Auburn Montgomery Campus" or "AUM").

Fall 2017 enrollment at the University was 34,670.

For a description of the University and the Board, see "APPENDIX A – General Description of the University."

Purpose of the Issue

The Series 2018-A Bonds are being issued to finance the costs of certain capital improvements on the Auburn Main Campus and to pay costs of issuing the Series 2018-A Bonds. See "THE PLAN OF FINANCING".

Security

The Series 2018-A Bonds are limited obligations of the University, payable solely from, and secured by a pledge of, the Pledged Revenues, as more fully described below under "SECURITY AND SOURCE OF PAYMENT - Sources of Payment and Pledged Revenues." The Pledged Revenues include a pledge of the General Fees levied against students enrolled at the University, a pledge of certain Pledged Student Fees, and, on a subordinate basis, pledges of the Housing and Dining Revenues and Athletic Program Revenues, each as described herein. See "SECURITY AND SOURCE OF PAYMENT - Sources of Payment and Pledged Revenues."

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* Preliminary; subject to change.

The Series 2018-A Bonds will not constitute a charge against the general credit of the University, and will not be payable from moneys appropriated to the University by the State of Alabama. The University has no taxing power. The State of Alabama will not be liable in any manner for the payment of the principal and interest on the Series 2018-A Bonds. Holders of the Series 2018-A Bonds shall never have the right to demand payment of the Series 2018-A Bonds from the University from any source other than the special funds established under the Indenture and the Pledged Revenues and shall be entitled to payment from such sources only on a parity basis with all other bonds outstanding under the Indenture.

Existing and Additional Parity Bonds

The Indenture permits the University to issue additional parity bonds ("Additional Bonds") that will be secured on parity with the Series 2018-A Bonds and any other bonds issued thereunder. For a description of bonds already outstanding under the Indenture that are secured on parity with the Series 2018-A Bonds, see "DEBT STRUCTURE OF THE UNIVERSITY". For a description of the terms of the Indenture for the issuance of additional parity bonds in the future, see "SECURITY AND SOURCE OF PAYMENT - Sources of Payment and Pledged Revenues," "- Parity Bonds" and "- Additional Debt Covenant." See also APPENDIX C, "Summary of the General Fee Revenue Indenture – Additional Bonds."

Changes to the Preliminary Official Statement

This Preliminary Official Statement and the information herein are subject to change, completion, and amendment. A definitive Official Statement will be made available prior to the delivery of the Series 2018-A Bonds.

For purposes of this Preliminary Official Statement, selling compensation, delivery dates, and certain other information dependent on pricing of the Series 2018-A Bonds have been omitted. Further, for purposes of this Preliminary Official Statement, offering prices, interest rates, aggregate principal amount, principal amount per maturity, and certain other information dependent on pricing of the Series 2018-A Bonds have been estimated. Actual information dependent on pricing will be established after pricing of the Series 2018-A Bonds and will be reflected in the final Official Statement. Such actual information is expected to vary from the estimates.

Investors should check under the heading "INTRODUCTION–Changes to the Preliminary Official Statement" in the final Official Statement for guidance regarding information dependent on pricing of the Series 2018-A Bonds and for guidance regarding other information that is changed between the date of this Preliminary Official Statement and the date of the final Official Statement.

DEFINITIONS

The definitions of certain capitalized terms used frequently in this Official Statement are set forth in this section. The appendix summarizing the terms of the Indenture (APPENDIX C) contains additional terms used in such summary.

"Additional Bonds" means an additional series of bonds issued pursuant to the Indenture that is secured on parity with other bonds issued pursuant to the Indenture.

"Athletic Program Revenues" means the gross revenues derived by the University from its intercollegiate athletic program, including, without limitation, all proceeds from the sales of tickets and from other fees and charges for admission to or use of facilities in connection with athletic events at Jordan-Hare Stadium and all other athletic facilities of the University, all concession revenues from such facilities, all payments for television and other broadcast rights referable to intercollegiate athletic events in which the University is a participant or to athletic conferences or associations of which the University is a member, all payments received by the University by way of settlement or otherwise from other institutions and from conferences or associations of which the University is a member and directly or indirectly related to the intercollegiate athletic program of the University, and that portion (presently $96.00 per student per academic semester) of the general tuition fees levied against all students of the University at the Auburn Main Campus, designated for athletic purposes and allocated to the Athletic Department of the University.

"**Athletic Revenue Bonds**" means, collectively, all bonds issued from time to time by the University pursuant to the Athletic Revenue Indenture and secured on a parity basis by a first-priority pledge of the Athletic Revenues, as described under "DEBT STRUCTURE OF THE UNIVERSITY - Outstanding Bonds under Athletic Revenue Indenture" and "SECURITY AND SOURCE OF PAYMENT – The Athletic Program Revenues" herein.

"**Athletic Revenue Indenture**" means the Athletic Revenue Trust Indenture dated as of September 15, 1985, between the University and the Trustee, as supplemented and amended.

"**Auburn Main Campus**" means the campus of the University located in Auburn, Alabama.

"**Auburn Montgomery Campus**" means the campus of the University located in Montgomery, Alabama.

"**Board**" means the Board of Trustees of the University.

"**General Fee Revenue Indenture**" or "**Indenture**" means the General Fee Revenue Indenture dated as of June 1, 1985, between the University and the Trustee, as previously supplemented and amended and as further supplemented by a Twentieth Supplemental General Fee Indenture to be dated as of August 1, 2016 (as so supplemented, the "Indenture" or "General Fee Revenue Indenture").

"**General Fees**" means the gross revenues from the general tuition fees levied against all students of the University, excluding (i) that portion (presently $96.00 per student at the Auburn Main Campus per academic semester) of such fees designated for athletic purposes and allocated to the Athletic Department of the University, and (ii) any other fee or charge designated for a special purpose by resolution duly adopted by the Board, unless otherwise provided by such a resolution.

"**Housing and Dining Revenues**" means the gross revenues derived by the University from the operation of the housing and dining facilities owned by the University.

"**Pledged Revenues**" means General Fees, the Pledged Student Fees, and, on a subordinate basis, the Housing and Dining Revenues and the Athletic Program Revenues, each as described herein.

"**Pledged Student Fees**" means the gross revenues derived by the University from the following student fees:

(i) that certain fee levied against students at the Auburn Main Campus authorized by a resolution of the Board adopted on June 18, 2010, to be collected in an amount up to $200 per academic semester and to be used to pay a portion of the costs of a new student wellness and a sustainability center to be located on the Auburn Main Campus;

(ii) that certain fee levied against students at the Auburn Main Campus authorized by a resolution of the Board adopted on June 7, 1999 (currently $80 per semester; $85 beginning fall semester, 2018), to be used to pay a portion of the costs of the student center located on the Auburn Main Campus; and

(iii) that portion (presently $160 per semester) of the student activity fee levied against students at the Auburn Montgomery Campus authorized by a resolution of the Board adopted on November 6, 2009, to be used to pay a portion of the costs of the new student wellness center located on the Auburn Montgomery Campus.

"**Record Date**" means, with respect to the payment of interest on the Series 2018-A Bonds, the 15th day of the month (regardless of whether such day is a business day) immediately preceding each interest payment date on the Series 2018-A Bonds.

"**Series 2018-A Bonds**" means the University's General Fee Revenue Bonds, Series 201~~6~~8-A, being offered pursuant to this Official Statement.

"**Trustee**" means The Bank of New York Mellon Trust Company, N.A. (successor trustee to Compass Bank and JPMorgan Chase Bank) in its capacity as trustee under the General Fee Revenue Indenture and the Athletic Revenue Indenture.

"**University**" means Auburn University, a public corporation and instrumentality of the State of Alabama.

"**University Improvements**" means the capital improvements located or to be located on the Auburn Main Campus that will be constructed and acquired [modify if proceeds are used for reimbursement] with proceeds of the Series 2018-A Bonds. The University Improvements are expected to include: ______________________.

THE SERIES 2018-A BONDS

Series 2018-A Bonds

General Description. The Series 2018-A Bonds will be issued in the aggregate principal amount of $________*, will be dated the date of delivery, and will bear interest (payable to the registered owners as of the Record Date, on each June 1 and December 1 thereafter until maturity, commencing December 1, 2018) at the rates and will mature on June 1 in the years and in the amounts set forth on the inside cover page of this Official Statement. The Series 2018-A Bonds will be issuable only as fully registered bonds without coupons in the denomination of $5,000 or any integral multiple thereof.

Redemption of Series 2018-A Bonds Prior to Maturity. The Series 2018-A Bonds will be subject to optional or mandatory redemption, as follows:

Optional Redemption. The Series 2018-A Bonds maturing on June 1, _____, and thereafter will be subject to redemption on June 1, _____, or any date thereafter at the option of the University at a redemption price equal to 100% of the par amount of the Series 2018-A Bonds being redeemed plus accrued interest through the date of redemption.

Mandatory Redemption of ______ Term Bonds*. The Series 2018-A Bonds maturing on June 1, ___ (the "______ Term Bonds") are subject to mandatory redemption, by lot, at a redemption price equal to 100% of the principal amount to be redeemed plus accrued interest thereon to the redemption date, on June 1, in years and principal amounts (after credit as provided below) as follows:

Year	Amount
20___	$__________
20___	$__________
20___	$__________
20___	$__________

$__________ of the ______ Term Bonds
is scheduled to be retired at maturity.

Not less than 45 or more than 60 days prior to each mandatory redemption date with respect to the ______ Term Bonds, the Trustee shall proceed to select for redemption, by lot, ______ Term Bonds or portions thereof in an aggregate principal amount equal to the amount required to be redeemed and shall call such ______ Term Bonds or portions thereof for redemption on such mandatory redemption date. The University may, not less than 60 days prior to any such mandatory redemption date, direct that any or all of the following amounts be credited against the

______ Term Bonds scheduled for redemption on such date: (i) the principal amount of ______ Term Bonds delivered by the University to the Trustee for cancellation and not previously claimed as a credit; and (ii) the principal amount of ______ Term Bonds previously redeemed pursuant to the optional redemption provisions of the Indenture and not previously claimed as a credit.

* Preliminary; subject to change.

Except in the case of mandatory redemption of ______ Term Bonds, if less than all Series 2018-A Bonds Outstanding are to be redeemed, the particular Series 2018-A Bonds to be redeemed may be specified by the University by written notice to the Trustee, or, in the absence of timely receipt by the Trustee of such notice, shall be selected by the Trustee by lot or by such other method as the Trustee shall deem fair and appropriate; provided, however, that (i) the principal amount of Series 2018-A Bonds of each maturity to be redeemed must be a multiple of the smallest authorized denomination of Series 2018-A Bonds, and (ii) if less than all Series 2018-A Bonds with the same stated maturity and coupon are to be redeemed, the Series 2018-A Bonds of such maturity and coupon to be redeemed shall be selected by lot by the Trustee.

General Provisions Respecting Redemption

Any redemption will be made upon at least 30 days' notice by registered or certified mail to the holders of Series 2018-A Bonds to be redeemed.

If a trust is established for payment of less than all Series 2018-A Bonds of a particular maturity and coupon, the Series 2018-A Bonds of such maturity and coupon to be paid from the trust shall be selected by the Trustee by lot within 7 days after such trust is established and shall be identified by a separate CUSIP number or other designation satisfactory to the Trustee. The Trustee shall notify holders whose Series 2018-A Bonds (or portions thereof) have been selected for payment from such trust and shall direct such holders to surrender their Series 2018-A Bonds to the Trustee in exchange for Series 2018-A Bonds with the appropriate designation.

Upon any partial redemption of a Series 2018-A Bond, such Bond shall be surrendered to the Trustee in exchange for one or more new Series 2018-A Bonds in authorized form for the unredeemed portion of principal.

Any Series 2018-A Bond (or portion thereof) which is to be redeemed must be surrendered to the Trustee for payment of the redemption price. Series 2018-A Bonds (or portions thereof) duly called for redemption will cease to bear interest after the redemption date, unless the University defaults in payment of the redemption price.

Transfer and Exchange

No charge will be made for any exchange or transfer of the Series 2018-A Bonds, but the registered owner thereof shall be responsible for paying all taxes and other governmental charges relating to such transfer or exchange. In the event a Series 2018-A Bond is lost, stolen, destroyed or mutilated, the University and the Trustee may require satisfactory indemnification for the replacement thereof and may charge the holder or owner of such bond with their fees and expenses in connection with the replacement thereof.

Method and Place of Payment

The Series 2018-A Bonds will be issued in book-entry only form, as described below under "Book-Entry Only System", and the method and place of payment will be as provided in the book-entry only system. The Indenture contains alternative provisions for the method and place of payment if the book-entry only system is discontinued.

Registration and Exchange

The Series 2018-A Bonds will be issued in book-entry only form, as described below under "Book-Entry Only System", and the method for registration and exchange of the Series 2018-A Bonds will be as provided in the book-entry only system. The Indenture contains alternative provisions for the registration and exchange of Series 2018-A Bonds if the book-entry only system is discontinued.

Book-Entry Only System

The information contained in this section concerning The Depository Trust Company and its book-entry only system has been obtained from materials furnished by The Depository Trust Company to the University. The University and the Underwriter do not make any representation or warranty as to the accuracy or completeness of such information.

The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the Series 2018-A Bonds. The Series 2018-A Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Series 2018-A Bond certificate will be issued for each maturity of the Series 2018-A Bonds in the aggregate principal amount of such maturity, and will be deposited with DTC. If, however, the aggregate principal amount of any issue or any maturity within an issue exceeds $500 million, one certificate will be issued with respect to each $500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such issue or maturity.

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

Purchases of Series 2018-A Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2018-A Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2018-A Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2018-A 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 Series 2018-A Bonds, except in the event that use of the book-entry system for the Series 2018-A Bonds is discontinued.

To facilitate subsequent transfers, all Series 2018-A Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2018-A Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2018-A Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2018-A 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 Series 2018-A Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2018-A Bonds, such as redemptions, tenders, defaults, and proposed amendments to the documents governing the terms of the Series 2018-A Bonds. For example, Beneficial Owners of Series 2018-A Bonds may wish to ascertain that the nominee holding the Series 2018-A Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Trustee and request that copies of notices be provided to them directly.

Redemption notices shall be sent to DTC. If less than all of the Series 2018-A Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Series 2018-A Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the University as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Series 2018-A Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal, premium (if any) and interest payments on the Series 2018-A Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the University or the Trustee, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee, or the University, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium (if any) and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the University or the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

A Beneficial Owner shall give notice to elect to have its Series 2018-A Bonds purchased or tendered, through its Participant, to the Trustee, and shall effect delivery of such Series 2018-A Bonds by causing the Direct Participant to transfer the Participant's interest in the Series 2018-A Bonds, on DTC's records, to the Trustee. The requirement for physical delivery of Series 2018-A Bonds in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Series 2018-A Bonds are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Series 2018-A Bonds to the Trustee's DTC account.

DTC may discontinue providing its services as depository with respect to the Series 2018-A Bonds at any time by giving reasonable notice to the University or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, certificates for the Series 2018-A Bonds are required to be printed and delivered.

The University may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, certificates for the Series 2018-A Bonds will be printed and delivered to DTC.

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

The University, the Trustee and the Underwriter cannot and do not give any assurances that DTC, the Direct Participants or the Indirect Participants will distribute to the Beneficial Owners of the Series 2018-A Bonds (1) payments of principal, redemption price or interest on the Series 2018-A Bonds; (2) certificates representing an ownership interest or other confirmation of beneficial ownership interests in Series 2018-A Bonds; or (3) redemption or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Series 2018-A Bonds, or that they will do so on a timely basis or that DTC, Direct Participants or Indirect Participants will serve and act in the manner described in this Official Statement. The current "rules" applicable to DTC are on file with the United States Securities and Exchange Commission, and the current "procedures" of DTC to be followed in dealing with DTC participants are on file with DTC.

Neither the University, the Trustee nor the Underwriter will have any responsibility or obligation to any Direct Participant, Indirect Participant or any Beneficial Owner or any other person with respect to: (1) the Series 2018-A Bonds; (2) the accuracy of any records maintained by DTC or any Direct Participant or Indirect Participant; (3) the payment by DTC or any Direct Participant or Indirect Participant of any amount due to any Beneficial Owner in respect of the principal or redemption price of or interest on the Series 2018-A Bonds; (4) the delivery by DTC or any Direct Participant or Indirect Participant of any notice to any Beneficial Owner which is required or permitted under the terms of the Trust Indenture to be given to holders of the Series 2018-A Bonds; (5) the selection of the Beneficial Owners to receive payment in the event of any partial redemption of the Series 2018-A Bonds; or (6) any consent given or other action taken by DTC as a holder of the Series 2018-A Bonds.

Authority for Issuance

The Series 2018-A Bonds are being issued by the University under the authority of the Constitution and laws of the State of Alabama, including particularly Chapter 3 of Title 16 of the Code of Alabama 1975, Section 16-3-28 (the "Enabling Law").

The Enabling Law authorizes any public corporation that conducts one or more state educational institutions under its supervision, acting through its board of trustees or other governing body, to issue interest bearing securities, whether in the form of bonds, notes or other securities, in evidence of money borrowed for the purchase, construction, enlargement or alteration of any buildings or other improvements, all for use by such institution, and for the purpose of refunding its outstanding interest bearing securities. The issuing institution may agree to pledge to the payment of the principal of and interest on such securities the fees from students levied and to be levied by or for such institution and any other moneys and revenues not appropriated by the state to such institution.

SECURITY AND SOURCE OF PAYMENT

Sources of Payment and Pledged Revenues

The Series 2018-A Bonds will be limited obligations of the University and will be payable solely from, and will be secured by a pledge of, the Pledged Revenues. The "Pledged Revenues" under the Indenture will include a pledge of the General Fees, a pledge of the Pledged Student Fees, and, on a subordinate basis, pledges of the Housing and Dining Revenues and the Athletic Program Revenues, each subject to the exclusions and limitations described herein. Set forth below are the historical Pledged Revenues for the fiscal years indicated:

Fiscal Year	Pledged Revenues (unaudited)
2017	$645,339,879
2016	615,642,673
2015	564,525,128
2014	518,362,328
2013	487,125,042

The General Fees

The term "General Fees", as used herein, means the gross revenues from the general tuition fees levied against all students of the University, excluding (i) that portion (presently $96.00 per student at the Auburn Main Campus per academic semester) of such fees designated for athletic purposes and allocated to the Athletic Department of the University, and (ii) any other fee or charge designated for a special purpose by resolution duly adopted by the Board, unless otherwise provided by such a resolution.

Historical General Fees. Set forth below are the historical General Fees for the fiscal years indicated:

	General Fees Auburn Main Campus (unaudited)	General Fees Auburn Montgomery Campus (unaudited)	General Fees (Total) (unaudited)
2017	$451,095,192	$45,242,516	$496,337,708
2016	414,192,134	43,052,239	457,244,373
2015	390,513,711	42,466,019	432,979,730
2014	360,310,964	43,566,117	403,877,081
2013	345,925,053	41,433,574	387,358,627

First Priority Pledge of General Fees. The University's pledge of its General Fees is a first-priority pledge that is not subject to any prior pledge by the University and is not pledged to pay debt service on any indebtedness of the University other than indebtedness issued under the General Fee Revenue Indenture. See "DEBT STRUCTURE OF THE UNIVERSITY - Outstanding Bonds under General Fee Revenue Indenture," "DEBT SERVICE REQUIREMENTS," and "SECURITY AND SOURCE OF PAYMENT – Parity Bonds" herein.

The General Fees constitute a portion of the "Pledged Revenues" under the Indenture.

The Pledged Student Fees

The term "Pledged Student Fees", as used herein, includes (i) a fee levied against students at the Auburn Main Campus authorized by a resolution of the Board adopted on June 18, 2010, to be collected in an amount up to $200 per academic semester and to be used to pay a portion of the costs of a new student wellness center and a sustainability center to be located on the Auburn Main Campus; (ii) a fee levied against students at the Auburn Main Campus authorized by a resolution of the Board adopted on June 7, 1999 (presently $80 per semester, $85 beginning fall semester, 2018), to be used to pay a portion of the costs of the student center located on the Auburn Main Campus; and (iii) that portion (presently $160 per semester) of the student activity fee levied against students at the Auburn Montgomery Campus authorized by a resolution of the Board adopted on November 6, 2009, to be used to pay a portion of the costs of the student wellness center now located on the Auburn Montgomery Campus. The Pledged Student Fees were designated for the special purposes described above and were pledged to secure all Parity Bonds now or hereafter outstanding under the General Fee Revenue Indenture, including without limitation the Series 2018-A Bonds, by resolutions duly adopted by the Board.

The Pledged Student Fees are included in the amount of Historical General Fees shown in the table above under the heading "SECURITY AND SOURCE OF PAYMENT – The General Fees – *Historical General Fees.*"

The University's pledge of the Pledged Student Fees is a first-priority pledge that is not subject to any prior pledge by the University and does not secure the payment of debt service on any indebtedness of the University other than indebtedness issued under the General Fee Revenue Indenture. See "DEBT STRUCTURE OF THE UNIVERSITY - Outstanding Bonds under General Fee Revenue Indenture," "DEBT SERVICE REQUIREMENTS," and "SECURITY AND SOURCE OF PAYMENT – Parity Bonds" herein.

The Pledged Student Fees constitute a portion of the "Pledged Revenues" under the Indenture.

The Housing and Dining Revenues

The term "Housing and Dining Revenues", as used herein, means the gross revenues derived by the University from the operation of the housing and dining facilities owned by the University.

Partial Subordination of Pledge of Housing and Dining Revenues. Except as provided in the following paragraph under the caption "Prior Pledge of 1978 Dormitory Revenues," the pledge of Housing and Dining Revenues under the General Fee Revenue Indenture is a first-priority pledge that is not subject to any prior pledge by the University and is not pledged to pay debt service on any indebtedness of the University other than indebtedness issued under the General Fee Revenue Indenture.

Prior Pledge of 1978 Dormitory Revenues. The University pledged the 1978 Dormitory Revenues as security for payment of its 1978 Dormitory Revenue Bonds. See "DEBT STRUCTURE OF THE UNIVERSITY – Outstanding 1978 Dormitory Revenue Bonds." The 1978 Dormitory Revenues are a part of the Housing and Dining Revenues, and the University's pledge of Housing and Dining Revenues under the General Fee Revenue Indenture is subordinate in all respects to the pledge of the 1978 Dormitory Revenues as security for the 1978 Dormitory Revenue Bonds.

Remaining Debt Service Secured by Prior Pledge of 1978 Dormitory Revenues. The University's 1978 Dormitory Revenue Bonds presently outstanding, mature in 2019 in the principal amount of $140,000.

Historical Pledged Net Housing and Dining Revenues. Set forth below are the historical Housing and Dining Revenues for the fiscal years indicated, after payment of debt service on the 1978 Dormitory Revenue Bonds:

Fiscal Year	**Housing and Dining Revenues (all unaudited)**
2017	$51,126,230
2016	49,131,794
2015	47,105,940
2014	40,992,123
2013	34,638,402

The Housing and Dining Revenues constitute a portion of the "Pledged Revenues" pledged under the Indenture, and the 1978 Dormitory Revenues and constitute a portion of the "Housing and Dining Revenues" pledged under the Indenture, with each such pledge being subject to the University's prior pledge of the 1978 Dormitory Revenues to secure payment of the 1978 Dormitory Revenue Bonds.

The Athletic Program Revenues

The term "Athletic Program Revenues" means the gross revenues (including, without limitation, a portion of certain student fees) derived by the University from its intercollegiate athletic program, including, without limitation, all proceeds from the sales of tickets and from other fees and charges for admission to or use of facilities in connection with athletic events at Jordan-Hare Stadium and all other athletic facilities of the University, all concession revenues from such facilities, all payments for television and other broadcast rights referable to intercollegiate athletic events in which the University is a participant or to athletic conferences or associations of which the University is a member, all payments received by the University by way of settlement or otherwise from other institutions and from conferences or associations of which the University is a member and directly or indirectly related to the intercollegiate athletic program of the University; and that portion (presently $96.00 per student per semester) of the general tuition fee levied against all students of the University at the Auburn Main Campus designated for athletic purposes and allocated to the Athletic Department of the University.

Subordinate Pledge of Athletic Program Revenues. The pledge of Athletic Program Revenues under the General Fee Revenue Indenture is subordinate in all respects to the University's prior pledge of the Athletic Program Revenues under the Athletic Revenue Indenture to secure the University's Athletic Revenue Bonds now or hereafter issued under the terms and conditions of the Athletic Revenue Indenture. See "DEBT STRUCTURE OF THE UNIVERSITY – Outstanding Bonds under Athletic Revenue Indenture" herein.

Remaining Debt Service on Athletic Revenue Bonds. The University's Athletic Revenue Bonds, Series 2001-A are the only outstanding Athletic Revenue Bonds secured by the senior pledge of Athletic Program Revenues under the Athletic Revenue Indenture. The outstanding Athletic Revenue Bonds, Series 2001-A were issued as capital appreciation bonds and mature in the fiscal years and in the maturity amounts shown below:

Fiscal Year	**Series 2001-A Athletic Revenue Bonds**
2019	$3,920,000
2020	3,920,000
2021	3,915,000

Historical Pledged Net Athletic Program Revenues. Set forth below are the Athletic Program Revenues for the fiscal years indicated, after payment of debt service on the University's Athletic Revenue Bonds:

Fiscal Year	**Athletic Program Revenues*** **(all unaudited)**
2017	$ 97,875,941
2016	109,265,906
2015	84,439,458
2014	73,493,124
2013	65,128,013

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* The University's Athletic Revenue Bonds, Series 2004, were secured by a pledge of the Athletic Program Revenues that was senior to the pledge of Athletic Program Revenues under the General Fee Trust Indenture. The University retired the outstanding Athletic Revenue Bonds, Series 2004, upon their final maturity in 2014, which occurred after the end of the Fiscal Year ending September 30, 2013. As a result, debt service on the Athletic Revenue Bonds, Series 2004, is included in the historical debt service used to calculate the information set forth in this table for Fiscal Years 2011 through 2014 but is not otherwise discussed under the heading "The Athletic Program Revenues".

The Athletic Program Revenues, subject to the subordination described above, constitute a portion of the "Pledged Revenues" under the Indenture.

Maintenance of Pledged Revenues

In the Indenture, the University agrees that so long as the principal of and the interest on any bonds issued thereunder remain unpaid it will continue to levy and collect those fees and charges composing the Pledged Revenues, and it will from time to time make such increases and adjustments in such fees and charges and allocation and designation thereof as will produce during each fiscal year Pledged Revenues in an amount not less than 250% of the amounts required to make all payments into the Bond Fund established thereunder in respect of debt service on such bonds. The University may, however, reduce or otherwise adjust such fees and charges so long as the Pledged Revenues during each fiscal year are not less than 250% of the amount required for all payments to be made during the same fiscal year into such Bond Fund pursuant to the Indenture or any supplemental indenture.

For purposes of the foregoing covenant, Pledged Revenues shall be calculated by taking into account the fees and charges comprising the Pledged Revenues after deducting therefrom the annual debt service requirements under the 1978 Dormitory Revenue Bonds, the Athletic Revenue Indenture and the amounts, if any, required to be paid during the relevant fiscal year into the reserve funds established under the Athletic Revenue Indenture. For a summary of historical Pledged Revenues, see "SECURITY AND SOURCE OF PAYMENT – Source of Payment and Pledged Revenues" herein. For a summary of the amounts to be deducted in calculating Pledged Revenues for purposes of the foregoing covenant, see "SECURITY AND SOURCE OF PAYMENT – The Housing and Dining Revenues – *Remaining Debt Service Secured by Prior Pledge of 1978 Dormitory Revenues*" and "- The Athletic Program Revenues – *Remaining Debt Service on Athletic Revenue Bonds*" herein.

Special Funds

As security for the Series 2018-A Bonds, the University will grant the Trustee a security interest in the special funds established under the Indenture, as described in APPENDIX C, "Summary of the General Fee Revenue Indenture - Flow of Funds."

Parity Bonds

When the Series 2018-A Bonds are issued, the General Fee Revenue Bonds that will be outstanding and secured on a parity basis under the Indenture: are described under "DEBT STRUCTURE OF THE UNIVERSITY – Outstanding Bonds Under the General Fee Revenue Indenture" herein.

There are no liens or pledges with respect to the General Fees or Pledged Student Fees that are prior to the lien of the Indenture. See "SECURITY AND SOURCE OF PAYMENT – The General Fees" and "- The Pledged Student Fees" and "DEBT STRUCTURE OF THE UNIVERSITY" herein.

There are no liens or pledges with respect to the Housing and Dining Revenues that are prior to the lien of the Indenture, other than the University's prior pledge of the 1978 Dormitory Revenues as security for the 1978 Dormitory Revenue Bonds. See "SECURITY AND SOURCE OF PAYMENT - The Housing and Dining Revenues" and "DEBT STRUCTURE OF THE UNIVERSITY" herein.

There are no liens or pledges of the Athletic Program Revenues that are prior to the lien of the Indenture, other than the University's prior pledge of those revenues under the Athletic Revenue Indenture. See "SECURITY AND SOURCE OF PAYMENT - The Athletic Program Revenues" and "DEBT STRUCTURE OF THE UNIVERSITY" herein.

The Indenture permits the issuance of Additional Bonds secured by the Indenture on parity with the Series 2018-A Bonds and all other bonds now or hereafter outstanding under such Indenture. See "SECURITY AND SOURCE OF PAYMENT – Parity Bonds" and "- Additional Debt Covenant" and APPENDIX C - "Summary of the General Fee Revenue Indenture - Additional Bonds" herein.

Additional Debt Covenant

In the Indenture, the University covenants that so long as any of the Series 2018-A Bonds remain outstanding, the University will not issue any bonds or incur any other obligations secured by a pledge of the Pledged Student Fees, Housing and Dining Revenues or the Athletic Program Revenues, including, without limitation, bonds or other obligations issued under the Athletic Revenue Indenture, that is senior to the pledge of the Pledged Student Fees, Housing and Dining Revenues or Athletic Program Revenues contained in the General Fee Revenue Indenture (such bonds and other obligations, collectively, the "Other Senior Obligations") unless, at the time of such issuance or incurrence, the Executive Vice President of the University files a certificate with the Trustee certifying that the amount of Pledged Revenues received by the University during each of the two fiscal years next preceding the date of issuance or incurrence of the Other Senior Obligations, less the maximum amount payable in any Fiscal Year on the Other Senior Obligations proposed to be issued, is not less than 250% of the University's maximum annual debt service under the General Fee Revenue Indenture.

For purposes of the foregoing additional indebtedness covenant, Pledged Revenues shall be calculated by taking into account the fees and charges comprising the Pledged Revenues after deducting therefrom the annual debt service requirements under the 1978 Dormitory Revenue Bonds, the Athletic Revenue Indenture and the amounts, if any, required to be paid during the relevant fiscal year into the reserve funds established under the Athletic Revenue Indenture. For a summary of historical Pledged Revenues, see "SECURITY AND SOURCE OF PAYMENT – Source of Payment and Pledged Revenues" herein. For a summary of the amounts to be deducted in calculating

Pledged Revenues for purposes of the foregoing covenant, see "SECURITY AND SOURCE OF PAYMENT – The Housing and Dining Revenues – *Remaining Debt Service Secured by Prior Pledge of 1978 Dormitory Revenues*" and "- The Athletic Program Revenues – *Remaining Debt Service on Athletic Revenue Bonds*" herein.

Limited Obligations

The Series 2018-A Bonds will not constitute a charge against the general credit of the University, and will not be payable from moneys appropriated to the University by the State of Alabama. The University has no taxing power. The State of Alabama will not be liable in any manner for the payment of the principal and interest on the Series 2018-A Bonds. **Holders of the Series 2018-A Bonds shall never have the right to demand payment of the Series 2018-A Bonds from the University from any source other than the special funds established under the Indenture and the Pledged Revenues and shall be entitled to payment from such sources only on a parity basis with all other bonds outstanding under the Indenture.**

THE PLAN OF FINANCING

The Series 2018-A Bonds are being issued for the purposes of financing the costs of the University Improvements, and paying costs of issuing the Series 2018-A Bonds. *[Approximately $____ of the proceeds of the Series 2018-A Bonds will be applied to reimburse the University for costs of the University Improvements not previously paid or reimbursed from bond proceeds]*

Description of the University Improvements

The University Improvements, the costs of which will be paid or reimbursed from the proceeds of the Series 2018-A Bonds are expected to include: ______________________________.

SOURCES AND USES OF FUNDS

The estimated sources and uses of funds for the plan of financing with respect to the issuance of the Series 2018-A Bonds are as follows (rounded to the nearest whole dollar):

Sources of Funds	
Principal amount of Series 2018-A Bonds	$__________
Net original issue [discount/premium]	__________
Interest earnings *	__________
Total Sources	$__________
Uses of Funds	
Deposit to Project Fund	$__________
Expenses of issuance (including Underwriter's discount, legal accounting, financial advisory and other issuance expenses)	__________
Total Uses	$__________

*Assumes earnings based on the current expenditure schedule for proceeds of the Series 2018-A Bonds, of ___% per annum, on amounts in the Series 2018-A Construction Fund created under the Indenture.

DEBT STRUCTURE OF THE UNIVERSITY

Outstanding Bonds under General Fee Revenue Indenture

After the issuance of the Series 2018-A Bonds, the University will have the following long-term debt outstanding and secured on a parity basis by a pledge of the General Fees under the General Fee Revenue Indenture:

Bonds Outstanding under General Fee Revenue Indenture

Series	Final Maturity	Principal Outstanding
2018-A	____	$________
2016-A	2041	210,720,000
2015-A	2038	114,295,000
2015-B	2035	38,235,000
2014-A	2035	64,120,000
2012-A	2042	91,175,000
2012-B	2024	3,130,000
2011-A	2025	35,920,000
2009	2026	51,715,000
2008	2019	2,340,000
	Total	$611,650,000

Outstanding Bonds under Athletic Revenue Indenture

The only long-term debt of the University that outstanding and secured by a pledge of the Athletic Program Revenues under the Athletic Revenue Indenture is its Athletic Revenue Bonds, Series 2001-A (the "Series 2001-A Athletic Revenue Bonds"), which were issued as capital appreciation bonds. The stated principal amount of the remaining outstanding Series 2001-A Athletic Revenue Bonds maturing in 2019-2021 is $4,393,307, their accreted value as of April 1, 2018 was $10,563,325, and the value at final maturity in 2021 (including accrued, compounded interest) will be $3,915,000.

The Series 2001-A Athletic Revenue Bonds are secured by a first-priority pledge of the Athletic Program Revenues that is senior to, and has priority in all respects over, the subordinate pledge of the Athletic Program Revenues that is contained in the General Fee Revenue Indenture. See "THE SERIES 2018-A BONDS - SECURITY AND SOURCE OF PAYMENT - Sources of Payment and Pledged Revenues" and "- The Athletic Program Revenues" herein. The foregoing Athletic Revenue Bonds are not payable from or secured by any other part of the Pledged Revenues.

Pursuant to the Athletic Revenue Indenture, the Series 2001-A Athletic Revenue Bonds are secured by a pledge of the Athletic Program Revenues on a parity basis with all other bonds issued from time to time under the Athletic Revenue Indenture. The Series 2001-A Athletic Revenue Bonds are the only Athletic Revenue Bonds outstanding under the Athletic Revenue Indenture, and the University has entered into a covenant not to issue additional bonds under the Athletic Revenue Indenture unless after delivery of such additional bonds, it can maintain compliance with certain financial covenants. See "SECURITY AND SOURCE OF PAYMENT – Sources of Payment and Pledged Revenues," " – Parity Bonds" and "- Additional Debt Covenant" herein.

Outstanding 1978 Dormitory Revenue Bonds

The University issued its 1978 Dormitory Revenue Bonds in connection with a dormitory financing through the United States Department of Housing and Urban Development. The 1978 Dormitory Revenue Bonds are currently outstanding in the aggregate principal amount of $140,000 and mature in installments through 2019. See "SECURITY AND SOURCE OF PAYMENT – The Housing and Dining Revenues - *Subordinate Pledge of*

Housing and Dining Revenues" and "- *Remaining Debt Service Secured by Prior Pledge of 1978 Dormitory Revenues.*"

Miscellaneous Debt

The University has from time to time incurred various long-term debts (including notes and capitalized leases) that may be payable from one or more of the sources of Pledged Revenues, but such debts are not secured by a pledge of any of the Pledged Revenues and, to the extent such debts are payable from any of the Pledged Revenues, such debts are payable on a subordinate basis with respect to bonds issued under the General Fee Revenue Indenture. As of September 30, 2017, the outstanding principal amount of such debt for the University was $3,125,000. In addition, the University had outstanding capital lease obligations of $10,362,445, including a $10,050,000 obligation to the Public Educational Building Authority of the City of Gulf Shores, Alabama.

Short-Term Debt

The University will not have any outstanding short-term debt payable from the Pledged Revenues when the Series 2018-A Bonds are issued. The University does not have any existing line of credit for working capital purposes that is payable from the Pledged Revenues.

Additional Debt

The University has a number of capital projects currently under construction or under consideration for construction. See APPENDIX A, "DIVISIONS AND FACILITIES – Capital Expenditures." The University expects to incur additional debt in the future to finance certain of those capital projects. The University also expects to incur additional debt in the future at times, in amounts, and for other purposes not yet determined. Such debt may be issued or incurred as Additional Bonds under the Indenture that are payable from the Pledged Revenues. For a description of the terms and conditions for issuance of Additional Bonds under the Indenture, see "SECURITY AND SOURCE OF PAYMENT – Parity Bonds" and "- Additional Debt Covenant" herein and APPENDIX C, "Summary of the General Fee Revenue Indenture – Additional Bonds" herein.

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DEBT SERVICE REQUIREMENTS

The following table[1] sets forth debt service requirements on all bonds that will be secured by a pledge of the General Fees after giving effect to the issuance of the Series 2018-A Bonds and the plan of financing described herein (including defeasance of the Refunded Bonds):

[to be added]

DEBT SERVICE COVERAGE

Set forth in the table below is information about historical receipts from the Pledged Revenues during the fiscal years indicated, pro forma debt service requirements on bonds secured by the Pledged Revenues, and resulting coverage ratios:

	Fiscal Year Ended September 30	
	2017 (unaudited)	**2016 (unaudited)**
Pledged Revenues (1)	$________	$________
Pro forma maximum annual debt service(2)*	$________	$________
Pro forma debt service coverage(3)*	____ times	____ times

* Preliminary; subject to change.

(1) This is the sum for the fiscal year indicated of the University's gross receipts from General Fees and its net receipts from Housing and Dining Revenues and Athletic Program Revenues after payment of debt service on bonds currently secured by the senior pledges of the Housing and Dining Revenues and Athletic Program Revenues. The Housing and Dining Revenues and Athletic Program Revenues are included in the calculation of pro forma debt service coverage, because they are pledged under the Indenture as security for bonds now or hereafter issued under the Indenture. The test for issuance of Additional Bonds and the rate covenant under the Indenture require in effect that the aggregate revenues described in this note (1) be not less than 250% of the aggregate annual debt service requirements on the secured bonds. See "SECURITY AND SOURCE OF PAYMENT – Additional Debt Covenant" herein.

(2) This is the pro forma maximum annual debt service on the Series 2018-A Bonds and all other bonds secured by the Indenture after giving effect to the plan of financing described in this Official Statement.

(3) This is the amount described in note (1) above for the fiscal year indicated divided by pro forma maximum annual debt service.

INTEREST RATE SWAPS

The University currently has no interest rate swap agreements in effect. The University has no present plans to enter into any interest rate swap agreements but may enter into such agreements from time to time in its discretion.

SPECIAL CONSIDERATIONS

General

An investment in the Series 2018-A Bonds involves certain risks which should be carefully considered by investors. The sufficiency of Pledged Revenues to pay debt service on the Series 2018-A Bonds may be affected by events and conditions relating to, among other things, general economic conditions, population in the University's basic service area, the demand for higher education, and legislative and administrative requirements on the University's operations.

Prospective investors should carefully examine this Official Statement and their own financial condition in order to make a judgment as to their ability to bear the economic risk of such an investment and whether or not the Series 2018-A Bonds are an appropriate investment for them.

Holders of the Series 2018-A Bonds should be aware that their rights and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights and the exercise of judicial discretion in appropriate cases.

Limited Source of Payment

The Series 2018-A Bonds will be limited obligations of the University, payable solely from, and secured by a pledge of, the Pledged Revenues. See "SECURITY AND SOURCE OF PAYMENT".

The Series 2018-A Bonds will not be debts or obligations of the State of Alabama, and debt service on the Series 2018-A Bonds will not be payable out of any money provided or appropriated to the University by the State of Alabama. Holders of the Series 2018-A Bonds shall never have the right to demand payment of the Series 2018-A Bonds from the University from any source other than the special funds established under the Indenture and the Pledged Revenues and shall be entitled to payment from such sources only on a parity basis with all other bonds outstanding under the Indenture.

Limitation on Remedies Upon Default

The Indenture does not constitute a mortgage on or security interest in any properties of the University, and no foreclosure or sale proceedings with respect to any property of the University may occur. The University is exempt from all suits under the doctrine of sovereign immunity, but state law provides that agents and employees of the University may, by mandamus, be compelled to apply the Pledged Revenues to the payment of the Series 2018-A Bonds in accordance with the terms of the Indenture.

The remedies available to the registered holders of the Series 2018-A Bonds upon the occurrence of a default under the Indenture are in many respects dependent upon regulatory and judicial actions, which are often subject to discretion and delay. Under existing law, the remedies provided under the Indenture may not be readily available or may be limited, and no assurance can be given that a mandamus or other legal action to enforce payment under the Indenture would be successful. The various legal opinions to be delivered concurrently with the delivery of the Series 2018-A Bonds will be qualified as to enforceability of the various legal instruments, limitations imposed by bankruptcy, reorganization, insolvency or similar laws affecting the rights of creditors generally and by judicial discretion applicable to equitable remedies and proceedings generally.

State Proration

The University receives annual appropriations from the State of Alabama. No portion of the University's annual appropriation from the State of Alabama is pledged to secure bonds issued under the General Fee Revenue Indenture, including without limitation the Series 2018-A Bonds.

Applicable provisions of the Constitution of Alabama of 1901 effectively prohibit the State from engaging in deficit financing -- that is, state expenditures during any fiscal year may not exceed available revenues. State law provides procedures for delaying or, if necessary, reducing (or "prorating") appropriations of state revenues in order to maintain and enforce the constitutional ban on deficit financing. The postponement or reduction of State appropriations to the University as a consequence of proration may therefore result in reductions of expenditures by the University for certain budget items other than salaries (e.g. instructional materials, supplies and maintenance).

The following table sets forth the years in which proration has been enforced since 1985 and the amounts of such proration:

Year	Percentage Proration
1985-86	4.2133%
1990-91	6.5000%
1991-92	3.0000%
2000-01	6.2000%
2008-09	11.000%
2009-10	9.5000%
2010-11	3.0000%

The following table summarizes the amount of the State appropriation budged and received by the University for the fiscal years ending September 30 of the years indicated:

	2014	2015	2016	2017
Budgeted and Received Appropriation	$242,982,031	$245,502,175	$248,061,501	$254,675,996

As of the date of this Official Statement, the State of Alabama has not declared proration for the 2017-18 fiscal year, and the dollar amount of the University's State appropriation for the fiscal year ending September 30, 2018, is budgeted at $254,628,746.

The "Education Trust Fund Rainy Day Account" was established by an amendment to the Constitution of Alabama of 1901, which was adopted by statewide ballot on June 4, 2002, in order to prevent the proration of state appropriations for education (including higher education expenditures). The Constitutional amendment also contains provisions for the replenishment of the Education Trust Fund Rainy Day Account. No assurance can be given, however, that funds in such account will be available to prevent future proration, or that the State will be able to replenish the account if drawn upon. Neither the funds in the Education Trust Fund Rainy Day Account nor any state appropriations are pledged as security for the Series 2018-A Bonds

In addition, the University has taken steps to mitigate the effects of proration. The Board of Trustees approved at its meeting on April 15, 2011, a fee of $200.00 per semester per student enrolled at the Auburn Main Campus in order to offset the possible effects of proration. Commencing with the 2014-2015 academic year, this proration fee was no longer charged as a separate fee but will continue to be charged in the same amount and combined with other fees as part of a student services fee. Finally, the University has identified selected reallocations within the budget and cost reductions to minimize the impact of this decrease. The Board of Trustees approved the University's annual operating budget for fiscal year 2018 at its meeting on September 15, 2017.

The University cannot predict to what extent State revenues appropriated to the University will be subject to proration in future years or the extent to which the University can mitigate its impact. Funds subject to proration are not pledged for the security of the Series 2018-A Bonds. The University has identified a portion of its unrestricted fund balance to serve as a reserve to mitigate the effects of future proration on its finances, if necessary.

General Factors Affecting the Pledged Revenues

No representation can be made and no assurance can be given that receipts from the Pledged Revenues will be sufficient to make the required payments of debt service on the Series 2018-A Bonds and pay the necessary operating expenses of the University. Such receipts are subject to a variety of factors that could adversely affect debt service coverage, including general economic conditions, population in the University's basic service area, the demand for higher education, and legislative and administrative requirements on the University's operations.

Tax-Exempt Status of Series 2018-A Bonds

It is expected that the Series 2018-A Bonds will qualify as tax-exempt obligations for federal income tax purposes as of the date of issuance. See "TAX MATTERS". It is anticipated that Bond Counsel will render an opinion substantially in the form attached hereto as Appendix D, which should be read in its entirety for a complete understanding of the scope of the opinions and the conclusions expressed therein. A legal opinion expresses the professional judgment of the attorney rendering the opinion as to the legal issues explicitly addressed therein. By rendering a legal opinion, the opinion giver does not become an insurer or guarantor of that expression of professional judgment, of the transaction opined upon, or of the future performance of parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

The tax status of the Series 2018-A Bonds could be affected by post-issuance events. Various requirements of the Internal Revenue Code must be observed or satisfied after the issuance of the Series 2018-A Bonds in order for the Series 2018-A Bonds to qualify for, and retain, tax-exempt status. These requirements include appropriate use of the proceeds of the Series 2018-A Bonds, use of the facilities financed or refinanced by the Series 2018-A Bonds, investment of bond proceeds, and the rebate of so-called excess arbitrage earnings. Compliance with these requirements is the responsibility of the University. Failure to comply could result in the inclusion of interest on the Series 2018-A Bonds in gross income retroactive to the date of issuance of the Series 2018-A Bonds.

The Internal Revenue Service conducts an audit program to examine compliance with the requirements regarding tax-exempt status of bonds. Under current IRS procedures, in the initial stages of an audit with respect to the Series 2018-A Bonds, the University would be treated as the taxpayer, and the owners of the Series 2018-A Bonds may have limited rights to participate in the audit process. The initiation of an audit with respect to the Series 2018-A Bonds could adversely affect the market value and liquidity of the Series 2018-A Bonds, even though no final determination about the tax-exempt status has been made. If an audit results in a final determination that the Series 2018-A Bonds do not qualify as tax-exempt obligations, such a determination could be retroactive in effect to the date of issuance of the Series 2018-A Bonds.

In addition to post-issuance compliance, a change in law after the date of issuance of the Series 2018-A Bonds could affect the tax-exempt status of the Series 2018-A Bonds or the benefits of investing in the Series 2018-A Bonds. For example, the United States Congress could eliminate or limit the exemption for interest on the Series 2018-A Bonds, it could reduce or eliminate the federal income tax, or it could adopt a so-called "flat tax." It cannot be predicted whether or in what form any such change in law may be enacted or whether, if enacted, any such change in law would apply to the Series 2018-A Bonds. See "SPECIAL CONSIDERATIONS – Future Legislation Could Affect Tax-Exempt Obligations" below.

The General Fee Revenue Indenture does not provide for the payment of any additional interest or penalty if a determination is made that the Series 2018-A Bonds do not comply with the existing requirements of the Internal Revenue Code or if a subsequent change in law adversely affects the tax-exempt status of the Series 2018-A Bonds or the effect of investing in the Series 2018-A Bonds.

Future Legislation Could Affect Tax-Exempt Obligations

From time to time, the federal government considers various proposals to reform the federal income tax laws and reduce federal budget deficits and the amount of federal debt, including proposals that would eliminate or reduce indirect expenditures made through various deductions and exemptions currently allowed by the income tax laws.

The exemption for interest on tax-exempt obligations could be affected by such proposals. Some proposals would completely eliminate the exemption for interest on all tax-exempt obligations. Other proposals would place an aggregate cap on the total amount of exemptions and deductions that may be claimed by a taxpayer, or a cap on the exemption for interest on all tax-exempt obligations. Some proposals would limit the benefit of the exemption for interest on tax-exempt obligations for taxpayers with incomes above certain thresholds. Changes in the rate of the federal income tax, including so-called "flat tax" proposals, could also reduce the value of the exemption. Such legislative proposals, if enacted into law, could prevent the holders of the Series 2018-A Bonds from realizing the full benefit of the tax status of interest on the Series 2018-A Bonds under current federal tax law. The introduction or enactment of any such legislative proposal may also affect the market price for, or the marketability of, the Series 2018-A Bonds.

Changes affecting the exemption for interest on tax-exempt bonds, if enacted, could apply to tax-exempt obligations already outstanding, including the Series 2018-A Bonds, as well as obligations issued after the effective date of such legislation. It is not possible to predict whether Congress will adopt legislation affecting the exemption for tax-exempt bonds, what the provisions of such legislation may be, whether any such legislation will be retroactive in effect, or what effect any such legislation may have on investors in the Series 2018-A Bonds. Investors should consult their own tax advisers about the prospects and possible results of future legislation that could affect the exemption for interest on tax-exempt obligations.

The United States Bankruptcy Code

Chapter 9 of the United States Bankruptcy Code permits a political subdivision, public agency or instrumentality of a State to file a petition for relief in federal bankruptcy courts if the subdivision, agency or instrumentality is insolvent within the meaning of Chapter 9 and is authorized under applicable state law to seek such relief. The University, as an instrumentality of the State of Alabama, meets the initial eligibility requirement for a debtor under Chapter 9 of the United States Bankruptcy Code, as set forth at 11 U.S.C. §109(c)(1), because it is a "municipality" as defined at 11 U.S.C. §101(40), but the University is not expressly authorized by Article XIV, Section 266 of the Alabama Constitution of 1901 or by Ala. Code § 16-48-1 et seq to initiate a Chapter 9 proceeding. Therefore, absent enactment of a new enabling statute by the Alabama legislature that specifically authorizes a filing by the University, or by all instrumentalities of the State of Alabama, the University does not appear to be eligible to be a "debtor" under Chapter 9 of the United States Bankruptcy Code.

Nonetheless, Chapter 9 has been infrequently used, and there is little precedent concerning its interpretation or the interpretation of related state laws, so there can be no definitive assurance that the University would be prevented from filing a petition for relief under Chapter 9, and if it did so, what relief would be provided. For example, Chapter 9 of the Bankruptcy Code provides certain protections to creditors whose debts are secured by pledged special revenues; however, because of the limited precedent available with respect to Chapter 9, it is possible that a federal bankruptcy court could reject or circumscribe certain of these provisions under the facts of a specific case.

As a "municipality" within the meaning of the United States Bankruptcy Code, the University's eligibility to be a debtor is governed solely by 11 U.S.C. §109(c). A "municipality" within the meaning of Chapter 9 of the United States Bankruptcy Code cannot seek relief as a "debtor" under other chapters of the United States Bankruptcy Code, including without limitation Chapters 7 and 11.

ACCOUNTING AND FINANCIAL INFORMATION

[This section to be reviewed and updated by PWC and the University]

Accounting

Effective October 1, 2001, the University adopted Government Accounting Standards Board Statement No. 35, *Basic Financial Statements—and Management's Discussion and Analysis—for Public Colleges and Universities* (GASB Statement No. 35). During 2013, the University adopted GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, as well as GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*. The adoption of these statements changed the presentation of certain financial statement line items, as well as restated some prior year balances. In accordance with these standards, the University's financial report includes three renamed financial statements: the Statement of Net Position, the Statement of Revenues, Expenses and Changes in Net Position, and the Statement of Cash Flows. These financial statements are prepared in accordance with Governmental Accounting Standards Board (GASB) principles, which establish standards for external financial reporting for public colleges and universities on an entity-wide perspective and require that resources be classified in three net position categories: (1) Net investment in capital assets, (2) Restricted net position, and (3) Unrestricted net position.

Beginning with the fiscal year 2002, the financial statements of the University have been prepared on the accrual basis of accounting and all significant, interdivisional transactions between auxiliary units and other funds have been eliminated. The University reports as a Business Type Activity (BTA) as defined by GASB Statement No. 35. BTAs are those institutions that are financed in whole or in part by fees charged to external parties for goods or services.

The University adheres to GASB Statement No. 39, *Determining Whether Certain Organizations Are Component Units-an amendment of GASB Statement No. 14*. This statement clarifies GASB Statement No. 14, *The Financial Reporting Entity*, which provides criteria for determining whether such organizations for which a government is not financially accountable should be reported as component units. During fiscal year 2013, the University adopted GASB Statement No. 61, *The Financial Reporting Entity: Omnibus-an Amendment of GASB Statements No. 14 and No. 34*. The University has also adopted GASB Statement No. 80, Blending Requirements for Certain Component Units-an Amendment of GASB Statement No. 14. Due to the fact that the exclusion of such organizations would render the entity's financial statements misleading or incomplete, the University has included financial statements for Auburn University Foundation, Tigers Unlimited Foundation, Auburn Alumni Association and Auburn Research and Technology Foundation in these financial statements, as discretely presented component units. Auburn University Real Estate Foundation, Inc. has been consolidated into Auburn University Foundation's financial statements, as an affiliated supporting organization. The University's component units' financial statements are presented following the University's financial statements. The component units are not GASB entities; therefore, their respective financial statements adhere to accounting principles under the Financial Accounting Standards Board (FASB) Accounting Standards Codification.

Auburn University Foundation (AUF) is a qualified charitable organization established on February 9, 1960, existing solely for the purpose of receiving and administering funds for the use of the University. AUF's activities are governed by its own board of directors.

The Auburn University Real Estate Foundation, Inc. (AUREFI) is a qualified charitable organization created on July 5, 2005, which is owned and controlled by AUF solely for the purpose of receiving and administering real estate gifts. AUREFI's activities are governed by its own Board of Directors. AUREFI has been consolidated into AUF's financial statements.

Tigers Unlimited Foundation (TUF) is an independent corporation that began operations on April 21, 2004. It was formed for the sole purpose of obtaining and disbursing funds for the University's Intercollegiate Athletics Department. TUF's activities are governed by its own board of directors with transactions being maintained using a June 30 fiscal year end date.

The Auburn Alumni Association (the Association) is an independent corporation organized on April 14, 1945, to promote mutually beneficial relationships between the University and its alumni to encourage loyalty among alumni, and to undertake various other actions for the benefit of the University, its alumni and the State of Alabama. Membership is comprised of alumni, friends and students of the University. The Association's activities are governed by its own board of directors.

The Auburn Research and Technology Foundation (ARTF) is an independent corporation organized on August 24, 2004 to facilitate the acquisition, construction and equipping of a technology and research park on the Auburn Main Campus. ARTF activities are governed by its own board of directors.

In order to ensure observance of limitations and restrictions placed on the use of certain funds, the various accounts are maintained in accordance with the principles of "fund accounting." Separate accounts are maintained for each of the University's four major funds, which are (i) Current Funds, (ii) Loan Funds, (iii) Endowment and Similar Funds, and (iv) Plant Funds. This procedure segregates unrestricted funds from restricted funds which have been allocated to specific purposes by the Board. Externally restricted funds (i.e., grants or gifts) may only be utilized in accordance with the specified purposes of the donor.

Personnel and Retirement System

The employees of the University participate in a retirement system established by the Legislature of Alabama that includes both the Teacher's Retirement System of Alabama and the Employee's Retirement System of Alabama (the "Retirement System"). Contributions to the Retirement System are made by both the employees and the University. The respective amounts of such contributions are established by the Legislature of Alabama. The University's obligations under the Retirement System are described more particularly in the audited financial statements of the University included in Appendix B to this Official Statement. As of the date of this Official Statement, the University is current with respect to its funding obligations to the Retirement System. See "APPENDIX B – 2017 Financial Report of the University – Note 11."

During the fiscal year 2015, the University implemented GASB Statement No. 68, Accounting and Financial Reporting for Pensions and GASB 71, Pension Transition for Contributions Made Subsequent to the Measurement Date. GASB Statement No. 68 revises existing standards for employer financial statements and requires the recognition of a liability equal to the net pension obligation for pension plans provided by the University to its employees. The net pension obligation is measured as the total pension liability, less the amount of the pension plan's fiduciary net position. The total pension liability is determined based upon discounting projected benefit payments based on the benefit terms and legal agreements existing at the pension plan's fiscal year end. Projected benefit payments are required to be discounted using a single rate that reflects the expected rate of return on investments, to the extent that plan assets are available to pay benefits, and a tax-exempt, high-quality municipal bond rate when plan assets are not available. This Statement requires that most changes in the net pension liability be included in pension expense in the period of the change. GASB Statement No. 71 is a clarification to GASB Statement No. 68 requiring recognition of a beginning deferred outflow of resources for its pension contributions, if any, made subsequent to the measurement date of the beginning net pension liability. These statements also enhance accountability and transparency through revised note disclosures and required supplementary information (RSI). September 30, 2014 amounts have not been restated to reflect the impact of GASB Statement No. 68 because the information is not available to calculate the impact on pension expense for the fiscal year ending September 30, 2014. In accordance with the Statement, the University has reported a net pension liability (net of deferred outflows of resources) in the amount of $558,573,898 as a change in accounting principle adjustment to unrestricted net position as of October 1, 2014. The University's net pension liability at September 30, 2017 was $713,132,154.

Other Post-Employment Benefits

The University adopted GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Post-employment Benefits Other Than Pensions,* during fiscal year 2007. GASB Statement No. 45 requires governmental entities to quantify the costs of other post-employment benefits (which includes post-employment benefits other than pensions, such as health or life insurance) that accrue with respect to current employees, to recognize these costs as a current liability, and to disclose the actuarial accrued liability and related funding level, if any, for other post-employment benefits already accrued for both current and past employees.

The University offers post-employment health care benefits to all employees who retire officially from the University. Health care benefits are offered through the State of Alabama Public Education Employees Health Insurance Plan (PEEHIP) or Auburn University's self-insured Retiree Medical Plan, which is available only to select retirees, to employees who are not eligible for PEEHIP or to employees who were grandfathered as Civil Service employees. Employees included in the actuarial valuation under GASB Statement No. 45 include retirees or their surviving beneficiaries, active Civil Service employees who are eligible to participate in the plan, and those employees for whom the University pays a subsidy with respect to PEEHIP due to their election to participate in PEEHIP on or prior to October 1, 1997. In accordance with the transition provisions of GASB Statement No. 45, the University accrued an additional $1,023,573 in retiree health care expense during the fiscal year 2017. For additional information, see Note 11 and Required Supplemental Information of the University's 2017 financial statements. The Retirement System of Alabama is currently evaluating the current year financial impact.

GASB Statement No. 75, Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions, was issued in June 2015 and is effective for fiscal years beginning after June 15, 2017. This statement addresses accounting and financial reporting for other postemployment benefits (OPEB) that are provided to the employees of state and local government employers. It establishes standards for recognizing and measuring liabilities, deferred outflows of resources, deferred inflows of resources, and expense/expenditures. In addition to implementing GASB 75 for the University Retiree Medical Plan, the University will recognize a liability realted to the State of Alabama PEEHIP plan. The university is currently evaluating the financial statement impact of this Statement, but expects it will record a material liability and realize a material reduction of its unrestricted net position upon adoption.

Description of Funds

Current Unrestricted Funds. Current Unrestricted Funds are the University's largest classification of funds. Moneys deposited into these funds may be used for any purpose designated by the Board. Major sources of revenue for the Current Unrestricted Funds include (i) State appropriations; (ii) tuition and fees; (iii) auxiliary enterprises; (iv) sales, services and other incomes; and (v) private gifts.

Current Restricted Funds. Funds which are made available to the University for stipulated purposes are deposited into the Current Restricted Funds. The purposes for which the funds may be used are specified by the donor or grantor. Sources of Current Restricted Funds receipts include (i) federal appropriations; (ii) governmental grants and contracts; and (iii) private gifts.

Loan Funds. Loan Funds are established to account for loans made to students of the University. Sources of funding include loans and grants from the federal government and private funds. Terms of student loans vary depending upon the specific program under which the loan was obtained. The Perkins student loan cohort default rate for fiscal year 2017 was 7.40%.

Endowment and Similar Funds - Quasi. These funds consist of assets set aside which are invested and may be expended at the direction of the Board.

Endowment and Similar Funds - True. These funds consist of gifts given for which the principal may not be invaded. The income derived from these investments is used for projects designated by the donor.

As of September 30, 2017, the University's total endowment market value, including trusts held by others for which the University is the beneficiary, totaled approximately $779,104,597 (unaudited).

Unrestricted Plant Funds. Funds deposited into the Unrestricted Plant Funds may be expended for any capital purpose as designated by the Board. Funds for these capital expenditures are surpluses generated from the operation of the University.

Restricted Plant Funds. The University deposits all moneys needed to service funded debt into the Restricted Plant Funds for debt service payments.

Although the University periodically receives appropriations from bond issues of the Alabama Public School and College Authority (the "Authority"), no funds are transferred to the University by the Authority. The University requisitions sums allotted by the Authority to the University as required for either construction or for payment of debt service on capital improvements.

Budgetary Process

The University budget process begins in November when the Legislative Budget Request is presented to the Executive Budget Office of the State of Alabama, the Legislative fiscal Office of the State of Alabama and the Alabama Commission on Higher Education. Budget development occurs throughout the following months, utilizing a broad-based Budget Advisory Committee, and culminates with an annual budget plan recommended to the President and presented to the Board of Trustees, generally in the April Board meeting. Following positive Board review of the plan, the full budget is prepared for presentation and approval at the September Board meeting.

The University adopted a strategic resource allocation model for budgeting and has used this methodology for two years. This budgeting model allocates resources based on activity measures and strategic priorities. Governance committees were implemented in building the FY18 budget. These committees meet to discuss budget recommendations for administrative units (Central Unit Allocation Committee), space and deferred maintenance considerations (Space Management and Deferred Maintenance Committee) and general guidance on global budget issues and recommendation for the comprehensive University budget (University Budget Advisory Committee, or BAC).

Major Sources of Revenue

Student Tuition and Fees. The largest source of revenue for the University is the student tuition and other fees payable by all students enrolled at the University. These funds may be used for any purpose designated by the Board, but historically the funds have been expended primarily for instructional purposes. The Board has the sole authority to establish the student tuition and fees, which it may set at whatever level it considers appropriate and in the best interests of the University. State appropriations are not increased or reduced based on, or otherwise offset against, revenues from student tuition and fees.

Student tuition and fees received at the Auburn Main Campus for the fiscal year ended September 30, 2017, including amounts received from the special student building fee, were $417,441,869 (unaudited) (net of discounts and allowances of $107,736,594 (unaudited)).

The following table shows the Board approved tuition and fee schedule for students at the Auburn Main Campus effective for Fall 2017 and Fall 2018:

Fee Classification	2017 Tuition and Fees	2018 Tuition and Fees
Full-time undergraduate student (in-state)	$ 4,668 per semester	$ 4,812 per semester
Full-time graduate student (in-state)	$ 4,671 per semester	$ 4,815 per semester
Non-resident undergraduate student	$ 14,004 per semester	$ 14,436 per semester
Non-resident graduate student	$ 14,013 per semester	$ 14,445 per semester
Veterinary Medicine student (in-state)	$ 9,213 per semester	$ 9,357 per semester
Non-resident Veterinary Medicine student	$ 22,555 per semester	$ 22,987 per semester
Pharmacy student (in-state)	$ 9,954 per semester	$ 10,098 per semester

Non-resident Pharmacy student	$ 19,296 per semester	$ 19,728 per semester
Architecture professional student (in-state)	$ 6,831 per semester	$ 6,975 per semester
Non-resident Architecture professional student	$ 16,173 per semester	$ 16,605 per semester
Student services fee	$ 816 per semester[(1)(2)]	$ 826 per semester[(1)(2)]
Part-time undergraduate credit hour fee	$ 389 per credit hour	$ 401 per credit hour
Part-time graduate credit hour fee	$ 519 per credit hour	$ 535 per credit hour
Non-resident undergraduate part-time credit hour fee	$ 1,167 per credit hour	$ 1,203 per credit hour
Non-resident graduate part-time credit hour fee	$ 1,557 per credit hour	$ 1,605 per credit hour

(1) Includes a mandatory fee of $96.00 per student on the Auburn Main Campus that is allocated to the Athletic Department and is excluded from General Fees but is included in Athletic Program Revenues.

(2) Also includes (i) a mandatory fee imposed on each student on the Auburn Main Campus (currently $200 per semester) allocated by the Board to pay for construction, equipping and operation of the new wellness facility on the Auburn Main Campus, and (ii) a mandatory fee imposed on each student on the Auburn Main Campus ($80 per semester for 2017; $85 per semester for 2018) allocated by the Board to pay for construction, equipping and operation of the student center on the Auburn Main Campus. The student fees referenced in this footnote are included within the Pledged Student Fees.

Student tuition and fees received at the Auburn Montgomery Campus for the fiscal year ended September 30, 2017, including amounts received from special fees, were $34,236,701 (unaudited) net of discounts $11,005,815 (unaudited).

The following table shows the Board approved tuition and fee schedule for students at the Auburn Montgomery Campus effective for Fall 2017 and Fall 2018:

Fee Classification	2017 Tuition and Fees	2018 Tuition and Fees
Full-time undergraduate student (in-state)	$ 3,660 per semester	$3,768 per semester
Full-time graduate student (in-state)	$ 3,465 per semester	$3,573 per semester
Non-resident undergraduate student	$ 8,220 per semester	$8,472 per semester
Non-resident graduate student	$ 7,794 per semester	$8,028 per semester
Mandatory student fees	$ 240 per semester[(1)]	$240 per semester[(1)]
Undergraduate credit hour fee	$ 305 per credit hour	$314 per credit hour
Non-resident undergraduate credit hour fee	$ 685 per credit hour	$706 per credit hour
Graduate credit hour fee	$ 385 per credit hour	$397 per credit hour
Non-resident graduate credit hour fee	$ 866 per credit hour	$892 per credit hour

(1) Includes a technology fee of $10, an administrative service fee of $35, a student health fee of $25 and a fee of $170 allocated by the Board to help pay for construction, equipping and operation of a new wellness facility. $160 of the $240 student fee referenced in this footnote constitutes a portion of the Pledged Student Fees.

State Appropriations Operational and Maintenance Purposes. Annual appropriations from the State are also a major source of revenue for the University. After the University receives its annual appropriation, requisitions for the month are sent to the State approximately three days prior to the ensuing month. State appropriations must be used for operational and maintenance purposes.

A substantial portion of the State tax revenues is paid into the Alabama Educational Trust Fund (the "ETF") and is appropriated for educational purposes, including appropriations for the University and other institutions of higher learning. The ETF was established in 1927 by Act of the Legislature, and revenues are paid into the ETF pursuant to constitutional provisions and continuing appropriations of the Legislature. Among the State taxes paid into the ETF are the utilities gross receipts and use taxes, lease taxes, sales taxes, income taxes, and a portion of the State ad valorem taxes.

Appropriations from the ETF for the University for the years ended September 30, 2013 through 2017, are as follows:

Year	Total
2013	$238,601,180
2014	242,982,031
2015	245,502,175
2016	248,061,501
2017	254,675,996

Appropriations to the University are allocated to the four divisions of the University (Auburn University Main Campus, Auburn University at Montgomery, Alabama Agricultural Experiment Station and Alabama Cooperative Extension System) by the State Legislature. The method of appropriation can vary from year to year.

Sales and Service. Revenues from enterprise activities such as student housing, food service, the University Book Store, the University Printing Service, and the Athletic Department are classified as auxiliary revenues. The moneys generated by these enterprise activities have historically remained with the unit from which the revenues were derived. In the event the administration deems it desirable to transfer surplus revenues from these units, it has the authority to do so.

The University's Housing and Dining Revenues have been pledged to its Housing and Dining Revenue Bonds, Series 2003, and to any additional bonds issued in accordance with the Housing and Dining Revenue Indenture. The pledge of the Housing and Dining Revenues secures on a parity basis all bonds now or hereafter issued under the General Fee Revenue Indenture, subject to the prior pledge of Housing and Dining Revenues made under the Housing and Dining Revenue Indenture. In addition, housing revenues from the dormitories financed with the 1978 Dormitory Revenue Bonds have been pledged to the payment of the debt service on those bonds, and that pledge has priority over the pledge of the Housing and Dining Revenues under the General Fee Revenue Indenture.

Auxiliary Revenues from the sales and service activities at the University for the fiscal year ended September 30, 2017 were $157,472,983 (net of scholarship allowances of $8,592,089 and intra University revenues of $15,759,253 (unaudited)).

Federal Grants and Contracts. Auburn receives certain funds from the United States government for specific research and public-service oriented purposes. The University makes such requests to the appropriate governmental agency for specific projects and, if the requests are granted, all funds must be used for the specified project.

Revenues from Federal grants and contracts, exclusive of capital items, at the University for the fiscal year ended September 30, 2017 were $72,394,812.

Sales and Services (Educational). In the course of instruction by certain departments of the University, fees for sales and services rendered by those departments are received. All moneys received for those services are deposited in Current Funds (Unrestricted).

Receipts from sales and services at the University for the fiscal year ended September 30, 2017, were $48,550,211.

Financial

The following section contains certain financial information for the University, including a comparison of the revenues, expenses and changes in net position for the fiscal years 2013 through 2017.

The University's audited financial statements for the year ended September 30, 2017 are attached as APPENDIX B.

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Auburn University

Statements of Revenues, Expenses and Changes in Net Position for the Years Ended September 30, 2013-2017*

	2013	2014	2015	2016	2017
Student Tuition & Fees, Net of Scholarship Allowances	$349,204,106	$365,946,812	$395,612,498	$414,838,476	$451,678,570
Federal appropriations	13,003,383	12,888,064	14,304,014	13,234,511	15,282,047
Federal grants & contracts	69,712,138	65,480,729	65,197,789	69,649,076	72,394,812
State & local grants & contracts	17,457,909	16,025,884	18,137,344	19,002,186	18,410,311
Nongovernmental grants & contracts	12,965,576	14,871,312	14,533,400	15,544,192	14,987,923
Sales & services of educational departments	41,965,810	42,072,042	44,393,576	43,662,091	48,550,211
Auxiliary enterprises, net	104,801,344	123,401,308	136,309,769	174,285,849	157,472,983
Other operating revenues	17,639,736	23,223,001	30,026,559	24,851,090	26,463,350
Total operating revenues	626,750,002	663,909,152	718,514,949	75,067,471	805,240,207
OPERATING EXPENSES					
Compensation & benefits	557,979,424	578,242,854	598,404,935	627,243,338	688,796,153
Scholarships & fellowships	21,583,184	22,651,077	20,739,919	22,373,846	22,749,526
Utilities	22,842,876	26,003,836	24,520,336	24,147,541	24,915,549
Other supplies & services	222,813,203	229,604,057	231,559,648	259,577,884	279,365,253
Depreciation	66,064,924	71,795,613	74,297,440	75,737,087	77,357,748
Total operating expenses	891,283,611	928,297,437	949,522,278	1,009,079,696	1,093,184,229
Operating Income (Loss)	(264,533,609)	(264,388,285)	(231,007,329)	(234,012,225)	(287,944,022)
NONOPERATING REVENUES (EXPENSES)					
State appropriations	238,601,180	242,982,031	245,502,175	248,061,501	254,675,996
ARRA state fiscal stabilization funds					
Gifts	35,354,346	36,622,346	43,862,924	50,643,047	46,023,481
Grants	20,926,014	22,037,644	22,620,365	22,601,056	24,377,403
Net investment income	13,129,982	38,843,549	27,441,880	42,955,903	43,938,247
Interest expense on capital asset-related debt	(13,703,285)	(15,435,498)	(18,597,132)	(23,232,182)	(23,457,640)
Net Nonoperating Revenues	294,308,237	325,050,072	320,830,212	341,029,325	345,557,487
Income before Other Changes in Net Position	29,774,628	60,661,787	89,822,883	107,017,100	57,613,465
OTHER CHANGES IN NET POSITION					
Capital appropriations	114,188	16,585	-		
Capital gifts & grants	28,086,402	3,729,932	4,829,319	22,791,101	21,517,991
Additions to permanent endowments	1,719,287	479,958	361,338	185,234	195,361
Increase in net position	59,694,505	64,888,262	95,013,540	129,993,435	79,326,817
Net position - beginning of year	1,517,571,668***	1,577,266,173**	1,083,580,537***	1,207,451,895	1,337,445,330
Cumulative effect of accounting change****			32,922,843		
Net position October 1, 2014, as restated			1,116,503,380		
Net position - end of year	$1,577,266,173	$1,642,154,435	$1,207,451,895	$1,337,445,330	$1,416,772,147

* See accompanying notes to financial statements. In addition, the terminology in this table has been revised to comply with the University's implementation of GASB 63, commencing with the fiscal year ending December 31, 2013. See "ACCOUNTING AND FINANCIAL INFORMATION – Accounting" herein.

** As discussed in Note 2 of the University's 2013 financial statements, the University revised its 2012 financial statements for the adoption of GASB Statements No. 63 and No. 65. In connection with that revision, the University adjusted its 2012 net position – beginning of year downward by $5,089,621. Although 2012 beginning net position was revised, the changes affecting the 2011 activity has not been reflected in the financial information presented.

*** As discussed in Note 1 of the University's 2014 financial statements, the University revised its 2013 financial statements to correct for an error that resulted in an overstatement of scholarship allowances, which resulted in an understatement of tuition and fee revenues, net, by $3,973,094, an understatement of Auxiliary revenues, net, by $259,078, an understatement of scholarship and fellowships expense, by $4,232,172, and other immaterial matters. All of these adjustments were misclassifications and did not have any impact on the previously reported Operating loss or Net income in net position and had no impact on previously issued 2013 Statement of Net Position or Statement of Cash Flows. As discussed in Note 1 of the University's 2016 financial statements, the University adopted GASB Statement No. 72, which resulted an increase in net position in the amount of $32,922,843 as a change in accounting principal adjustment as of October 1, 2014.

**** Represents reduction in unrestricted net position described in "ACCOUNTING AND FINANCIAL INFORMATION – Personnel and Retirement System" and in Notes 1 and 11 of the University's 2015 financial statements attached as Exhibit B.

***** Represents increase in net position described in Notes 1 and 4 of the University's 2016 financial statements attached as Exhibit B.

RETIREMENT PLANS

All eligible employees of the University are members of the Teachers Retirement System of Alabama (the "System"). The System was established in 1941 and at this time covers public school and public college teachers and certain other public educational employees in the State. The System provides retirement, disability and death benefits, and the benefits are available to members at varying times during their creditable service. In 2012, the Alabama legislature created a new defined benefit plan for employees hired on or after January 1, 2013, with no previous creditable service ("Tier 2 participants"). Employees hired or with creditable service prior to January 1, 2013 are "Tier 1 participants". Tier 1 participants are required to contribute 7.5% of their salary to the System, and Tier 2 participants are required to contribute 6.0% of their salary. The University is required to contribute the remaining amounts necessary to fund the actuarially determined contributions to ensure sufficient assets will be available to the System to pay benefits when due. The University is current in its required annual contributions to the System. For more detailed discussion of the System and other benefits provided by the University, See "APPENDIX B – 2017 Financial Report of the University – Notes 11 and 12 – Required Supplemental Information."

TAX MATTERS

General

In the opinion of Bond Counsel, under existing law, interest on the Series 2018-A Bonds will be excludable from gross income for federal income tax purposes if the University complies with all requirements of the Internal Revenue Code of 1986 (the "Internal Revenue Code") that must be satisfied subsequent to the issuance of the Series 2018-A Bonds in order that interest thereon be and remain excludable from gross income. Failure to comply with certain of such requirements could cause the interest on the Series 2018-A Bonds to be included in gross income retroactive to the date of issuance of the Series 2018-A Bonds. The University has covenanted to comply with all such requirements.

Bond Counsel is also of the opinion that, under existing law, interest on the Series 2018-A Bonds will not be included in computing the federal alternative minimum taxable income of the owners thereof who are individuals or, except as hereinafter described, corporations. For taxable years that began before January 1, 2018, interest on the Series 2018-A Bonds owned by a corporation will be included in such corporation's adjusted current earnings for purposes of computing the federal alternative minimum tax on such corporation, other than an S corporation, a regulated investment company, a real estate investment trust, a real estate mortgage investment conduit, or a financial asset securitization investment trust. The federal alternative minimum tax on corporations has been repealed for taxable years beginning on or after January 1, 2018.

Bond Counsel will express no opinion regarding federal tax consequences arising with regard to the Series 2018-A Bonds other than the opinions expressed in the two preceding paragraphs. The form of Bond Counsel's opinion is expected to be substantially as set forth in APPENDIX D to this Official Statement.

Prospective purchasers of the Series 2018-A Bonds should be aware that ownership of the Series 2018-A Bonds may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, certain S corporations with "excess net passive income", foreign corporations subject to a branch profits tax and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry the Series 2018-A Bonds. Bond Counsel will not express any opinion as to such collateral tax consequences. Prospective purchasers of the Series 2018-A Bonds should consult their tax advisors as to collateral federal income tax consequences.

Bond Counsel is also of the opinion that, under existing law, interest on the Series 2018-A Bonds will be exempt from State of Alabama income taxation.

Original Issue Discount

In the opinion of Bond Counsel, under existing law, the original issue discount in the selling price of a Series 2018-A Bond, to the extent properly allocable to each owner of such Series 2018-A Bond, is excluded from gross income for federal income tax purposes with respect to such owner. The original issue discount is the excess of the stated redemption price at maturity of such Series 2018-A Bond over the initial offering price to the public, excluding underwriters and other intermediaries, at which price a substantial amount of the Series 2018-A Bonds of such maturity were sold.

Under Section 1288 of the Internal Revenue Code of 1986, as amended, original issue discount on tax-exempt bonds accrues on a compound basis. The amount of original issue discount that accrues to an owner of a Series 2018-A Bond during any accrual period generally equals (i) the issue price of such Series 2018-A Bond plus the amount of original issue discount accrued in all prior accrual periods, multiplied by (ii) the yield to maturity of such Series 2018-A Bond (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of the accrual period), less (iii) any interest payable on such Series 2018-A Bond during such accrual period. The amount of original issue discount so accrued in a particular accrual period will be considered to be received ratably on each day of the accrual period, will be excluded from gross income for federal income tax purposes, and will increase the owner's tax basis in such Series 2018-A Bond. Any gain realized by an owner from a sale, exchange, payment or redemption of a Series 2018-A Bond will be treated as gain from the sale or exchange of such Series 2018-A Bond.

Original Issue Premium

An amount equal to the excess of the purchase price of the Series 2018-A Bond over its stated redemption price at maturity constitutes premium on such Series 2018-A Bond. A purchaser of a Series 2018-A Bond must amortize any premium over such Series 2018-A Bond's term using constant yield principles, based on the purchaser's yield to maturity. As premium is amortized, the purchaser's basis in such Series 2018-A Bond is reduced by a corresponding amount, resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Series 2018-A Bond prior to its maturity. Even though the purchaser's basis is reduced, no federal income tax deduction is allowed. Purchasers of any Series 2018-A Bonds at a premium, whether at the time of initial issuance or subsequent thereto, should consult with their own tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to state and local tax consequences of owning such Series 2018-A Bonds.

LEGALITY OF THE SERIES 2018-A BONDS FOR INVESTMENT

Section 16-3-28 of the CODE OF ALABAMA 1975, as amended, provides that bonds, notes and other securities issued under such section shall be eligible for the investment of trust or other fiduciary funds in the exercise of prudent judgment by those making such investment.

STATE NOT LIABLE ON SERIES 2018-A BONDS

The Series 2018-A Bonds are special limited obligations of the University payable solely out of, and secured by a pledge of, the Pledged Revenues. Neither the principal of nor the interest on the Series 2018-A Bonds nor the aforesaid pledge or any other agreement contained in the Indenture shall constitute an obligation of any nature whatsoever of the State of Alabama, and neither the Series 2018-A Bonds nor any obligation arising from said pledge or agreements shall be payable out of any moneys appropriated to the University by the State of Alabama.

FINANCIAL ADVISOR

Public Financial Management, Inc. ("PFM") is employed by the University to perform professional services in the capacity of financial advisor. In its role as financial advisor to the University, PFM has provided advice on the plan of financing and structure of the Series 2018-A Bonds, and reviewed certain legal and disclosure documents, including this Official Statement, for financial matters. PFM has not independently verified the factual information contained in this Official Statement, but relied on the information supplied by the University and other sources and the University's certification as to the Official Statement.

LEGAL MATTERS

Legal matters incident to the authorization and issuance of the Series 2018-A Bonds by the University are subject to the approval of Balch & Bingham LLP, Birmingham, Alabama, Bond Counsel. The expected form of the opinion of Bond Counsel is set forth in APPENDIX D.

Certain legal matters will be passed upon for the University by Jaime S. Hammer, its General Counsel. Certain legal matters will be passed upon for the Underwriter by Underwriter's counsel, ____________.

The various legal opinions to be delivered concurrently with the delivery of the Series 2018-A Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed therein. By rendering a legal opinion, the authoring firm or attorney does not become an insurer or guarantor of that expression of professional judgment, of the transaction opined upon, or the future performance of parties to the transaction, and the rendering of an opinion does not guarantee the outcome of any legal dispute that may arise out of the transaction.

INDEPENDENT ACCOUNTANTS

The financial statements as of September 30, 2017 and 2016 and for the years then ended September 30, 2017 and 2016, included in APPENDIX B of this Official Statement, have been audited by PricewaterhouseCoopers LLP, independent accountants, as stated in their report appearing herein.

ENFORCEABILITY

In the opinion of Bond Counsel, the University is, under existing provisions of the Constitution of Alabama as construed by the Supreme Court of Alabama, exempt from all suits, but Bond Counsel is further of the opinion that the agents and employees of the University may, by mandamus, be compelled to perform the University's obligations under the Indenture, including application of the Pledged Revenues for the payment of the Bonds in accordance with the Indenture. See "SPECIAL CONSIDERATIONS – Limitations on Remedies Upon Default."

LITIGATION

There is no suit, action or proceeding of any nature now pending or threatened to restrain or to enjoin the issuance, sale, execution or delivery of the Series 2018-A Bonds, or in any way contesting the validity of the Series 2018-A Bonds or any proceedings of the University taken with respect to the issuance or sale thereof, or the pledge or application of any moneys, revenues, or security provided for the payment of the Series 2018-A Bonds.

The University is a defendant in legal proceedings alleging civil rights violations, including but not limited to race, sex and age discrimination, as well as personal injury claims. The University believes that any monetary liability resulting from such suits, if determined adversely to the University, will be adequately covered by liability insurance and by funds of the University which will be available to dispose of such liability with no material adverse impact on the ability of the University to perform its other obligations, including payment of the Series 2018-A Bonds.

UNDERWRITING

The Series 2018-A Bonds are to be purchased by Wells Fargo Securities, Stifel Nicolaus & Company, Incorporated, JPMorgan Securities, and The Frazer Lanier Company Incorporated (the "Underwriters"), who have agreed to purchase the Series 2018-A Bonds at an aggregate purchase price of $______________. The purchase price reflects an underwriting discount of $______________ and net original issue [premium/discount] of $______________. The Underwriters intend to offer the Series 2018-A Bonds to the public at the prices stated on the inside cover page hereof. The initial public offering prices set forth on the inside cover page may be changed by the Underwriters. The Underwriters may offer and sell the Series 2018-A Bonds to certain dealers (including dealers depositing Series 2018-A Bonds into investment trusts) and others at prices lower than the public offering prices set forth on the inside cover page.

CONTINUING DISCLOSURE

General

Upon issuance of the Series 2018-A Bonds, the University will enter into a Continuing Disclosure Agreement (the "Continuing Disclosure Agreement"), pursuant to which the University will covenant for the benefit of the beneficial owners of the Series 2018-A Bonds to provide, on an annual basis, certain financial information and operating data relating to the University, and to provide notices of certain enumerated events, through the Electronic Municipal Market Access ("EMMA") system established by the Municipal Securities Rulemaking Board (the "MSRB") (or such other system as may be subsequently authorized by the MSRB). The form of Continuing Disclosure Agreement is attached as Appendix E hereto. A failure by the University to comply with the Continuing Disclosure Agreement must be reported in accordance with Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission of the United States of America and must be considered by any broker, dealer or municipal securities dealer before recommending the purchase or sale of the Series 2018-A Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Series 2018-A Bonds and their market price.

The University shall never be subject to money damages for its failure to comply with its obligations to provide the required information. The only remedy available to the holders of the Series 2018-A Bonds for breach by the University of its obligations to provide the required information shall be the remedy of specific performance or mandamus against appropriate officials of the University. The failure by the University to provide the required information shall not be an event of default with respect to the Series 2018-A Bonds under the Indenture. A failure by the University to comply with its obligations to provide the required information must be reported as described above and must be considered by any broker, dealer, or municipal securities dealer before recommending the purchase or sale of the Series 2018-A Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Series 2018-A Bonds and their market price.

No person other than the University shall have any liability or responsibility for compliance by the University with its obligations to provide information. The Trustee has not undertaken any responsibility with respect to any required reports, notices or disclosures.

The University retains the right to modify its obligations described above as long as such modification is done in a manner consistent with Rule 15c2-12 of the Securities and Exchange Commission.

Compliance with Prior Undertakings

The University filed its Annual Financial Information as required by prior continuing disclosure agreements for the fiscal years ended September 30, 2013 through 2017 with EMMA in compliance with Rule 15c2-12. On February 8, 2016, Auburn University filed its AFR and its Additional Accounting and Financial Information for fiscal year ended September 30, 2015 on EMMA for its outstanding obligations associated with CUSIP number 050591, but inadvertently failed to file such documents for the two additional CUSIP numbers associated with its outstanding obligations. On June 24, 2016, the University filed its AFR and its Additional Accounting and Financial Information for fiscal year ended September 30, 2015 on EMMA for the two remaining CUSIP numbers: 050589 and 050590.

Certain outstanding indebtedness of the University has been secured by credit enhancement in the form of bond insurance. The ratings of the providers of this credit enhancement have been downgraded at various times in prior years. Information about the downgrades was publicly reported. The University may not have filed a notice in accordance with Rule 15c2-12 with respect to each downgrade.

RATINGS

Moody's Investors Service, Inc. and S&P's Global Ratings (the "Rating Agencies") have assigned ratings to the Series 2018-A Bonds as indicated on the cover page. The ratings reflect the Rating Agency's rating of the creditworthiness of the University with respect to obligations payable from the Pledged Revenues. Any further explanation of the significance of such rating may be obtained only from the appropriate Rating Agency. The University furnished to the Rating Agencies the information contained in this Official Statement and certain other information respecting the University and the Series 2018-A Bonds. Generally, Rating Agencies base their underlying ratings on such materials and information, as well as on their own investigations, studies and assumptions.

The ratings indicated on the cover page are not recommendations to buy, sell or hold the Series 2018-A Bonds, and any such ratings may be subject to revision or withdrawal at any time by the Rating Agencies. Any downward revision or withdrawal of any or all of such rating may have an adverse effect on the market price of the affected Series 2018-A Bonds. Neither the University nor the Underwriters have undertaken any responsibility either to bring to the attention of the holders of Series 2018-A Bonds any proposed revision, suspension or withdrawal of a rating or to oppose any such revision, suspension or withdrawal.

MISCELLANEOUS

The information in this Official Statement has been obtained from the University and other sources that are believed to be reliable, but it is not guaranteed as to accuracy or completeness. No dealer, salesperson or any other person has been authorized to give any information or to make any representation other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized by the University or the Underwriter.

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

Any statements made in this Official Statement involving estimates or matters of opinion, whether or not expressly so stated, are intended merely as estimates or opinions and not as representations of fact. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale of the Series 2018-A Bonds shall under any circumstances create any implication that there has been no change in the affairs of the Board since the date hereof.

All estimates and assumptions contained herein are believed to be reasonable, but no representation is made that such estimates or assumptions are correct or will be realized.

Neither the Series 2018-A Bonds nor the Indenture have been registered with the Securities and Exchange Commission. The registration or qualification of the Series 2018-A Bonds and the Indenture in accordance with applicable provisions of securities laws of the states in which the Series 2018-A Bonds may be registered or qualified, and any exemption from registration or qualification in other states, shall not be regarded as a recommendation thereof.

The Trustee makes no representation or warranty as to, and has no responsibility for the accuracy or completeness of, the information contained in this Official Statement.

This Official Statement does not constitute an offer to sell the Bonds in any jurisdiction to any person to whom it is unlawful to make such offer in such jurisdiction.

This Official Statement is not to be construed as a contract or agreement between the University and the purchasers or holders of any of the Series 2018-A Bonds.

The order and placement of material in this Official Statement, including its appendices, are not to be deemed a determination of relevance, materiality or importance, and all material in this Official Statement, including its appendices, must be considered in its entirety.

The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to investors under the Federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information.

IN CONNECTION WITH THE OFFERING OF THE SERIES 2018-A BONDS, THE UNDERWRITER MAY OVER-ALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2018-A BONDS AT LEVELS ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

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

This Official Statement contains forward-looking statements, which can be identified by the use of the future tense or other forward-looking terms such as "may," "intend," "will," "expect," "anticipate," "plan," "management believes," "estimate," "continue," "should," "strategy," or "position" or the negatives of those terms or other variations on them or by comparable terminology. In particular, any statements, express or implied, concerning future operating results or the ability to generate Pledged Revenues or cash flow to service indebtedness are forward-looking statements. Investors are cautioned that reliance on any of those forward-looking statements involves risks and uncertainties and that, although the University's management believes that the assumptions on which those forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate. As a result, the forward-looking statements based on those assumptions also could be incorrect, and actual results may differ materially from any results indicated or suggested by those assumptions. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Official Statement should not be regarded as a representation by the University that its plans and objectives will be achieved. All forward-looking statements are expressly qualified by the cautionary statement contained in this paragraph. The University undertakes no duty to update any forward-looking statements.

The University, represented by certain of its officers, administrative staff and counsel, has reviewed the information contained herein which relates to the University. This Official Statement has been approved by the Board of Trustees of the University.

AUBURN UNIVERSITY

By: */s/ Steven Leath*
Steven Leath, President

3678077

APPENDIX A

General Description of the University

THE UNIVERSITY

General

The University is comprised of the Auburn Campus, the Auburn University at Montgomery Campus, the Alabama Cooperative Extension System, and the Alabama Agricultural Experiment Station.

History

The University was chartered on February 1, 1856, as the Methodist-sponsored East Alabama Male College and formally opened on October 1, 1859, with a student body of eighty and faculty of six.

The school became the first land-grant college in the South established separate from a state university. In 1872 Alabama Methodists, unable to continue support, offered the entire facility to the State of Alabama. Under the Morrill Act (which was enacted by the U. S. Congress in 1862 and which provided for land-grant colleges), the Alabama Legislature accepted the institution in 1872 and changed the name to the Agricultural and Mechanical College of Alabama. It was renamed Alabama Polytechnic Institute in 1899 and Auburn University in 1960. Women students were first admitted to Auburn in 1892, making it the oldest coeducational school in Alabama and the second oldest in the Southeast.

The University has experienced its greatest growth and development since World War II. From a single campus of 35 buildings at the close of that War, the multi-million dollar physical complex at the Auburn Main Campus includes today over 80 major buildings on approximately 1,875 acres. In addition, the Alabama Agricultural Experiment Station owns or leases approximately 2,300 acres across the State.

Auburn University at Montgomery was chartered originally as the "metropolitan campus of a land-grant university" in 1967 by Act 403 of the Alabama legislature. In March 1968, Dr. H. Hanly Funderburk, Jr., was appointed vice president and chief administrator of the newly created university. Auburn University at Montgomery opened its doors in September 1969 with nearly 600 students in the old Alabama Extension Center on Bell Street, next to Maxwell Air Force Base.

Two years later, in 1971, the University's campus relocated its Montgomery campus to a 500-acre campus on the McLemore Plantation tract, seven miles east of downtown, which continues to serve as the campus of Auburn University at Montgomery.

Since 1971, the campus of Auburn University at Montgomery ("AUM") has grown from just two structures to seventeen major buildings.

Board of Trustees

The University is governed by a Board of Trustees consisting of one member from each congressional district, as these districts were constituted on January 1, 1961, one member from Lee County, five at-large members, all of whom shall be residents of the continental United States, and the Governor, who is ex-officio. The Governor is the President of the Board of Trustees. Prior to 2003, trustees were appointed by the Governor, by and with the consent of the State Senate, for a term of 12 years. Any new trustees will be appointed by a committee, by and with the consent of the State Senate, for a term of seven years, and may serve no more than two full seven-year terms. A member may continue to serve until a successor is confirmed, but in no case for more than one year after the completion of a term. Members of the board receive no compensation. By executive order of the Governor in 1971, two non-voting student representatives selected by the student body serve as members ex-officio, one from the Auburn campus and one from the Montgomery campus.

The current members of the Board and the date of expiration of their terms (excluding the one-year holdover period) are as follows:

Name	Principal Occupation	Expiration of Term
Kay Ivey	Governor	Ex Officio
B. T. Roberts	Realtor	May 10, 2019
Clark Sahlie	Real Estate Executive	April 9, 2019
Bob Dumas	Banking Executive	April 9, 2022
Raymond J. Harbert	Business Executive	February 8, 2024
Gaines Lanier	Business Executive	April 22, 2022
Jimmy Sanford	Agriculture Executive	March 14, 2020
Charles D. McCrary	Utility Executive	March 21, 2021
James W. Rane	Business Executive	March 21, 2021
Elizabeth Huntley	Attorney	April 9, 2022
Sarah B. Newton	Educator	March 21, 2021
Michael A. DeMaioribus	Business Executive	February 13, 2020
James R. Pratt, III	Attorney	April 9, 2019
Wayne T. Smith	Healthcare Executive	February 13, 2020
Quentin P. Riggins	Business Executive	February 8, 2024
Gen. Lloyd J. Austin (Ret.)	Retired Army General	February 8, 2024

Administration

Heading the three missions of Instruction, Research and University Outreach is the President, who serves both as President of the University and administrative head of the Auburn Main Campus. He is assisted by several senior administrators.

Steven Leath. Dr. Steven Leath began his tenure as Auburn University's 19th president on June 19, 2017. Dr. Leath began his career as a plant pathologist at the University of Illinois, Urbana. He spent much of his career in North Carolina serving as vice president for research at the University of North Carolina system prior to his selection and appointment, in year 2012, as president of Iowa State University, a university that educates approximately 36,000 students, employs 6,300 faculty and staff, and belongs to the Association of American Universities. Dr. Leath holds a B.S. in plant science from Pennsylvania State University, M.S. in plant science from the University of Delaware, and a Ph.D. in plant pathology from the University of Illinois.

Carl A. Stockton. Dr. Carl A. Stockton serves as the sixth Chancellor of AUM. He came to AUM from the University of Houston-Clear Lake, where he was provost and senior vice president for academic affairs. While at UH-Clear Lake, Dr. Stockton increased degree offerings, improved opportunities for faculty research, cultivated industry and academic partnerships, and increased online learning opportunities. He has obtained more than $35 million in external funding during his 32-year career. He holds two degrees in health education from the University of Florida and earned a Ph.D. in health education from the University of Tennessee.

Bill Hardgrave Dr. Bill Hardgrave has served as Auburn University's Provost and Vice President for Academic Affairs since January 2018. He is the Wells Fargo Professor in the Harbert College of Business, where he also served as dean from 2010 through December 2017. As the chief academic officer, Provost Hardgrave provides leadership to Auburn's 12 colleges and schools and oversees the university's academic resources, support units, and instructional and research programs. Establishing the academic priorities for the university, Hardgrave leads initiatives designed to promote student and faculty success and ensures the quality of student learning at the graduate and undergraduate levels. Providing leadership to the faculty, Hardgrave manages the processes for faculty recruitment, appointments, promotions, and tenure.

Lieutenant General Ronald L. Burgess, Jr. (Ret) Lieutenant General Ronald L. Burgess, Jr. (Ret) was appointed Chief Operating Officer at Auburn University in April 2018 overseeing 13 different departments and their staff. LTG (Ret) Burgess joined Auburn University in 2012 as the Senior Counsel for National Security Programs, Cyber Programs and Military Affairs. In 2012 he had retired from a distinguished 38-year career in the US Army, with his final position as the 17th Director of the Defense Intelligence Agency. As head of the Defense Intelligence Agency and a former Acting Principal Deputy Director of National Intelligence, Burgess served as a key player within the national security arena, called upon by the President, the Secretary of Defense, the Director of National Intelligence, the Chairman of the Joint Chiefs of Staff, and Congressional leaders for his opinions, advice and expertise. His exceptional leadership skills were used to focus the Defense Intelligence Agency on the greatest challenges confronting the United States including Afghanistan-Pakistan, Iraq, transnational terrorism, and preventing strategic surprise elsewhere around the globe. LTG (Ret) Burgess was commissioned in Military Intelligence through the Auburn University ROTC Program in 1974. Burgess earned a Master of Science degree in Education from the University of Southern California in 1980, and a Master of Military Arts and Science from the U.S. Army Command and General Staff College in 1986. On May 16, 2015, Burgess was awarded the degree of Doctor of Laws, Honoris Causa, from LaGrange College in LaGrange, Georgia. In June 2015, he was inducted into the United States Army Military Intelligence Hall of Fame. He was inducted into the Army ROTC National Hall of Fame in June 2016. In May 2017, Burgess received an honorary Doctor of Laws (LL.D.) from Stetson University College of Law in Gulfport, Florida.

Kelli D. Shomaker. Ms. Shomaker was appointed Vice-President for Business and Finance and CFO in September 2016. Ms. Shomaker is a seasoned administrator having spent over twenty years in higher-education, including sixteen years at Texas A&M University. As the University's financial officer, she oversees financial reporting, budgets, financial aid, procurement and payments, cash management, endowment management, contracts and grants accounting, debt management, and human resources. Ms. Shomaker received her bachelor's degree in Accounting from Texas A&M University, and is a Certified Public Accountant. Prior to higher-education, Ms. Shomaker worked as an auditor for PricewaterhouseCoopers and a financial executive for a publically traded investment manager.

James "Jim" O'Connor. Jim O'Connor was appointed Chief Information Officer at Auburn University in October 2016. As CIO, he oversees all aspects of information systems for the university, including information technology governance; strategic planning; management of cybersecurity; delivery of central information technology services; development of research computing networks; and new technology initiatives with a focus on the enhancement of student and faculty success. Prior to joining Auburn University, Mr. O'Connor served as Georgia Tech's Vice President for Information Technology and Chief Information Officer since 2010, after starting his career there in 1994. He served previously as a U.S. Air Force officer for almost 20 years in various assignments including chief of plans and programs at the Air Force Institute of Technology. He earned his bachelor's degree in computer science in 1986 at Texas State University (formerly SW Texas) on an Air Force scholarship and his MBA with a concentration in information systems in 1991 at Golden Gate University.

John M. Mason. Dr. John M. Mason was appointed Associate Provost and Vice President for Research and Economic Development in June 2008. Prior to his appointment he served as the Associate Dean for Graduate Studies, Research and Outreach in the College of Engineering at Pennsylvania State University. He also served as the director of the Thomas D. Larson Pennsylvania Transportation Institute and executive director of the Mid-Atlantic Universities Transportation Center. Dr. Mason holds a bachelor's degree in transportation from Pennsylvania State University, a master's degree in transportation engineering from Villanova University and a doctorate in civil engineering from Texas A&M University. He is a registered professional engineer in Pennsylvania and began his career in consulting engineering practice. He began teaching at the community college level and completed his doctorate while performing research at the Texas Transportation Institute. After returning to private practice as a district transportation manager for a Florida engineering firm, he was recruited by Pennsylvania State University to return to teaching and research and was named the Director of the Transportation Operations Program at the Pennsylvania Transportation Institute. While at Pennsylvania State University, he became center director, institute director and, in 1997, associate dean of engineering.

Bobby R. Woodard. Bobby R. Woodard was appointed Associate Provost and Vice President for Student Affairs at Auburn University in June 2014. As the university's senior student affairs officer, he oversees 12 departments who directly serve more than 25,000 students at both the undergraduate and graduate levels. Prior to joining Auburn University, Dr. Woodard held professional positions in student affairs at East Carolina University, the University of Central Florida, and the University of Georgia. Most recently, he served as Associate Vice Chancellor for Student Involvement and Leadership at East Carolina University. A native of Smithfield, North Carolina, Dr. Woodard received his bachelor's degree in exercise and sports science from East Carolina University. While working as a middle school teacher in Orlando, he obtained his master's degree in educational leadership from the University of Central Florida. He then went on to the University of Georgia to pursue and receive a Doctorate of Philosophy in Student Affairs Administration.

Gretchen VanValkenburg. Ms. Gretchen Vanvalkenburg was appointed Vice President for Alumni Affairs and Executive Director of the Auburn Alumni Association March 1, 2015. Ms. VanValkenburg is a 1986 Auburn University business graduate. Prior to returning to Auburn, she served as executive director of development and alumni engagement at the University of West Florida where she provided direction for all development and alumni-related activities and operations. She also served as a major gifts officer and led capital campaign planning efforts. Prior to her higher education career of seventeen years, Ms. VanValkenburg held positions with American Heart Association in Colorado, American Red Cross and the American Cancer Society in Pensacola, Florida.

Jane DiFolco Parker. Ms. Jane Parker is a seasoned professional in higher education and has contributed to institutional success from various levels of service from both academic and advancement perspectives. She was appointed Vice President of Development in March 2012. Ms. Parker also serves as president of the Auburn University Foundation and Auburn University Real Estate Foundation, Inc. Ms. Parker received her bachelor's degree in English from Georgia State University. She has attended Harvard University's Graduate School of Education Management Development Program, and has completed graduate coursework in Organizational Development and Strategic Planning in Georgia State University's Robinson College of Business.

Campuses

Auburn Main Campus. The Auburn Main Campus is located in Lee County, Alabama, in the City of Auburn, approximately 55 miles east of Montgomery, 120 miles southeast of Birmingham, and 118 miles southwest of Atlanta, Georgia. The Auburn Main Campus is the University's larger campus, consisting of over 80 major buildings on 1,841 acres. Auburn is a fully accredited land-grant institution organized into the three divisions of Instruction, Research and Outreach.

Auburn Montgomery Campus. The Auburn Montgomery Campus is located in the City of Montgomery in south central Alabama. It serves as the campus for Auburn University at Montgomery and includes 43 buildings on approximately 500 acres.

Enrollment

The combined enrollment (also sometimes called the headcount) of both University campuses for the Fall semesters 201~~1~~3 through 201~~5~~7, broken down between undergraduate and graduate students, was as follows:

	2013	2014	2015	2016	2017
Undergraduate	24,133	25,006	26,043	26,931	28,277
Graduate	5,827	5,963	6,163	6,237	6,393
TOTAL	29,960	30,969	32,206	33,168	34,670

The headcount enrollment for the same five Fall semesters, broken down by campus, is shown in the table below.

	2013	2014	2015	2016	2017
Main Campus	24,864	25,912	27,287	28,290	29,776
Montgomery Campus	5,096	5,057	4,919	4,878	4,894
TOTAL	29,960	30,969	32,206	33,168	34,670

Another measure of enrollment, known as full-time equivalent or FTE, is obtained by adding (a) all full-time undergraduate and graduate students plus (b) the so-called credit-hour productivity for all part-time undergraduate and graduate students, in accordance with a formula prescribed by the Southern Association of Colleges and Schools (SACS). The University's FTE enrollment for the Fall semesters 201~~1~~3 through 201~~5~~7, broken down by campus, is shown below:

	2013	2014	2015	2016	2017
Main Campus	22,414	23,436	24,502	25,368	26,838
Montgomery Campus	3,847	3,901	3,840	3,825	3,931
TOTAL	26,261	27,337	28,342	29,193	30,769

The table below contains historical undergraduate admissions figures for the Auburn Main Campus for the five Fall semesters 2013 through 2017:

	2013	%	2014	%	2015	%	2016	%	2017	%
Freshman										
Applications	15,745	100	16,958	100	19,414	100	18,256	100	18,072	100
Acceptances	13,027	82.7	14,154	83.5	15,077	77.7	14,704	77.1	15,168	83.9
Matriculants	3,726	28.6	4,592	32.4	4,902	32.5	4,529	30.8	4,836	31.9
Avg ACT	26.9		27		27.3		27.4		27.3	
Avg GPA	3.74		3.77		3.83		3.85		3.86	

The table below contains historical undergraduate admissions figures for the Auburn Montgomery Campus for the five Fall semesters 2013 through 2017:

	2013	%	2014	%	2015	%	2016	%	2017	%
Freshman										
Applications	2,386	100	2,123	100	2,494	100	2,905	100	2,474	100
Acceptances	1,723	72.2	1,702	80.2	1,963	78.7	2,225	76.6	2,042	82.5
Matriculants	671	38.9	613	28.8	620	24.8	594	26.7	673	33.0
Avg ACT	21.6		21.0		21.5		21.4		21.5	
Avg GPA	3.17		3.30		3.28		3.32		3.33	

Students come to the University from all 67 counties in Alabama, from 53 states and territories and from 95 foreign countries. The highest numbers of in-state students come from Lee, Jefferson, Madison, Shelby, Montgomery, Mobile and Baldwin counties, respectively, and the highest numbers of out-of-state students come from Georgia, Florida, Tennessee, Texas, North Carolina, Virginia, Kentucky and South Carolina, in that order. China contributes more students than any other foreign country, followed by India, South Korea and Saudi Arabia.

The following table sets forth, by percentage, a breakdown of the University's enrollment at the Auburn Main Campus by residency classification for the five Fall semesters 2013 through 2017:

	2013	2014	2015	2016	2017
In-State Students	58.2	58.7	59.4	58.0	56.8
Out-of-State Students	37.1	35.8	34.6	34.1	34.2
Foreign Students	4.7	5.5	6.0	7.9	9.0
TOTAL	100.0	100.0	100.0	100.0	100.0

The following table sets forth, by percentage, a breakdown of the University's enrollment at the Auburn Montgomery Campus by residency classification for the five Fall semesters 2013 through 2017:

	2013	2014	2015	2016	2017
In-State Students	92.1	92.0	92.4	90.8	92.0
Out-of-State Students	3.0	3.5	3.3	4.5	3.8
Foreign Students	4.9	4.5	4.3	4.7	4.2
TOTAL	100.0	100.0	100.0	100.0	100.0

DIVISIONS AND FACILITIES

Instruction

Academic Programs. The Auburn Main Campus serves approximately 29,000 students and offers more than 140 undergraduate degree programs; Master's degrees in 60 areas; Doctor of Philosophy degrees in 40 areas; and the Specialist in Education, along with the first professional degrees Doctor of Veterinary Medicine, Doctor of Pharmacy and Doctor of Audiology. Post-baccalaureate certificate offerings are being expanded, with certification currently conferred in 32 areas.

Instruction is provided by the University through twelve undergraduate schools and the graduate school, which are listed below in order of enrolled headcount for the Fall semester of 2017:

School/College	2017
Engineering	6,258
Business	5,392
Liberal Arts	3,739
Sciences and Mathematics	3,171
Education	2,890
Architecture, Design & Construction	1,582
Agriculture	1,444
Human Sciences	1,337
Interdisciplinary/Interdepartmental Programs & Transients	1,220
Nursing	1,070
Pharmacy	642
Veterinary Medicine	604
Forestry & Wildlife Sciences	427
Total	29,776

The Auburn Montgomery Campus serves approximately 5,000 students, offers undergraduate degrees in 36 areas, Master's degrees in 22 areas, Education Specialist degrees in 6 areas, a joint Doctor of Philosophy degree in collaboration with Auburn University and 5 certificate programs.

Research

Auburn's combined research funds, provided by competitive contracts and grants, have increased over the last decade, reaching approximately $106 million in fiscal year 2017. Federal and state contracts and grants totaled approximately $72 million and $19 million, respectively, while other sources of support totaled approximately $15 million.

In 2013, Auburn adopted a new five year strategic plan to guide the University through the year 2018. One of the priorities of the plan is to enhance research, scholarship and creative work. The corresponding goals are for the University to increase its share of the nation's academic research and development and to build upon the University's institutional strengths to reflect national priorities in the areas of cyber security, energy and the environment, health sciences, food systems and security, STEM education and transportation. The University has made a number of commitments to ensure that these goals are achieved, including focusing the Office of the Vice President for Research and Economic Development on economic development activities of the state, increasing institutional proposal submissions and awards, and analyzing laboratory and research space utilization to identify opportunities to make fuller use of research facilities. The next stage of strategic planning in 2018 will further strengthen Auburn's commitment to advancing both research and economic development. In light of its expanding efforts in these areas, Auburn President Dr. Steven Leath has begun the process of creating a new Vice President position to oversee the University's work in economic development and industry relations.

Auburn Research Park is a 174-acre parcel of land adjacent to the Auburn University campus. The Park is managed by the Auburn Research and Technology Foundation (ARTF), which was founded in 2004 as a University affiliated, non-profit 501 (c) (3) entity to support the University's research and economic development mission. The Research Park was established in 2008 as a result of a partnership among the State of Alabama, the City of Auburn and the University. There are currently four buildings in the Research Park occupying approximately 45 of the 171 acres: ARTF – Building 1; AU MRI Research Center – Building 2; AU Center for Advanced Science Innovation and Commerce (CASIC) – Building 3; and the Via College of Osteopathic Medicine – Building 4.

ARTF is currently updating its Master Plan for the Research Park and is in the process of adding three new buildings to the Park: a multi-tenant, four story, 80,000 square foot office facility that will be owned by ARTF (Building 5); a multi-tenant, four story, 80,000 square foot health sciences facility that will be developed and owned by a private developer (Building 6); and an early child learning and development (child-care) facility (Building 7) for 200+ students age infant to five years that will be owned by ARTF.

As part of the development of the updated Master Plan, ARTF and the University have collaborated on a Market and Economic Competitiveness Assessment that projects potential growth for the University research and Research Park expansion over the next 5-10 years. The Assessment confirms the demand for additional office space in the Research Park, identifies Health Sciences and Advanced Manufacturing as two of six research strengths for the University and recommends transforming the Research Park into a center for Auburn Arts and Innovation. Using these three buildings as Phase 1 Development, it is envisioned that the University and ARTF will establish a mixed-use district for office, residential and retail development that converges the Auburn University Performing Arts Center, currently under construction, with the planned Research Park expansion.

ARTF is currently in the process of securing over $27 million in private financing to build and develop Buildings 5 and 7 in the Research Park and working with a private developer on Building 6. Work on all three building is expected to begin in calendar year 2018. The Market Assessment and Master Plan commissioned by ARTF and the University can be made available to potential developers/investors having interest in ARTF and Auburn Research Park.

University Outreach

As a land-grant institution, the University has a mission of outreach – engaging its expertise beyond campus to improve quality of life across Alabama, nationally, and even internationally. More importantly, outreach provides opportunities for engagement to establish mutually beneficial and reciprocal partnerships between the University and the communities that it serves. Through outreach and extension programs, citizens benefit from greater access to Auburn's high quality educational resources. Community collaboration benefits the University as well, providing valuable insights and information for teaching and research, and enhancing the institution's relevance to the broader society. The University is recognized by the Carnegie Foundation's "Community Engaged Institution" designation for the quality and scope of its outreach programming.

University Outreach supports three major areas of engagement activity – lifelong learning, knowledge expertise, and community partnership. The University's lifelong learning programs expand access to learning for individuals of all ages, offering opportunities for professional continuing education as well as skills development and personal enrichment. The University shares its knowledge and expertise with the public to strengthen business, education, healthcare, and government, and address other issues of mutual concern. Finally, engaged partnerships help bond University faculty, students and communities in a variety of enriching activities which promote scholarship, learning, public service and civic involvement, and contribute to the common good.

Much of the University's outreach engagement focuses on strategic objectives for enhancing learning, expanding community economic development and improving health, wellness and quality of life. University faculty members and students are engaged significantly in these outreach initiatives.

The Office of the Vice President for University Outreach provides administrative leadership and support for faculty and student outreach work campus wide, as well as in developing community partnerships. Units comprising University Outreach include:

(1) Center for Educational Outreach and Engagement, focusing on support to K-12 schools and enhancing college access for students in underserved communities;

(2) The Government and Economic Development Institute, assisting state, county and local governments and civic agencies with policy research, training and expert assistance;

(3) The Encyclopedia of Alabama, a free, online reference resource on Alabama's history, culture, geography, and natural environment for schools, students and general users;

(4) Office of Faculty Engagement, which provides grants and assistance to faculty in developing outreach projects and engaged scholarship;

(5) Office of Professional and Continuing Education, offering a broad range of non-credit professional development, skills training, youth academic programs and general study programs for the community;

(6) Office of Public Service, promoting faculty, student and staff engagement through the development of community and institutional partnerships;

(7) Osher Lifelong Learning Institute, a learning in retirement program for senior adults; and

(8) Outreach-Global, which facilitates university engagement and community development with international educational partners.

There are more than 75 outreach units and program initiatives within the University's schools and colleges. Some of these include the Caroline Marshall Draughon Center for the Arts and Humanities in Liberal Arts, the Auburn Technical Assistance Center in Business, the Truman Pierce Institute in Education, Engineering Continuing Education, and the Rural Studio and Urban Studio programs in Architecture. The University also serves as the headquarters for Alabama's Cooperative Extension System, which serves all 67 Alabama counties with educational programs and services provided by faculty specialists and local extension educators.

From this base of organizational and faculty resources, the University hosts a diverse range of outreach activities. Annually, the University produces hundreds of conferences, non-credit courses and training programs, with registrations averaging more than 40,000. Many of these programs are approved to offer continuing education units (CEUs) and other certifications of completion. The University collaborates on hundreds of technical assistance projects annually with industrial and governmental constituents across the state, representing millions of dollars in direct impact from improved processes, cost savings, and investments. The University supports roughly 100 outreach facilities and research sites throughout Alabama, giving the university a statewide community presence greater than any other educational institution. This makes the University's outreach resources highly accessible to citizens.

The Auburn Technical Assistance Center (College of Business) is dedicated to assisting industries with business development and strategic planning.

The Truman Pierce Institute for the Advancement of Teacher Education (College of Education) promotes the study and improvement of teaching.

The Center for Arts and Humanities (College of Liberal Arts) unites University scholars and local citizens in partnerships of study and appreciation of humanities subjects.

The Colleges of Business and Engineering cooperate in a joint Outreach and Continuing Education office that provides continuing education and development opportunities to engineers and business professionals.

Alabama Agricultural Experiment Station

Studies cover a broad range of agriculture, food production and forestry priorities. The University's internationally acclaimed aquaculture program offers hope to many nations in producing food fish economically. New technology is continually being developed to increase production with less energy in the future.

Alabama Cooperative Extension System

In addition to on-campus units, the University reaches all segments of the state's population through the statewide network of the Alabama Cooperative Extension System whose principal participating entities are the University and Alabama A&M University.

Staff and faculty in all 67 counties and at the University lead research-based educational programs to revitalize Alabama's agricultural and forestry industry, strengthen the health and social well-being of families, and stimulate economic development in Alabama.

Extension Agents develop, organize and carry out educational programs to meet the needs of local residents. Agents live in the community, associate closely with stakeholders, and involve their clientele in program planning decisions.

Subject matter specialists conduct research and synthesize technical knowledge for use in Extension programming. Specialists and agents influence new research on campus through feedback of problems and opportunities at the local level.

Capital Expenditures

The University has entered into projects for the construction and renovation of various facilities that are estimated to cost approximately $487.9 million. At September 30, 2017, the estimated remaining cost to complete the projects is approximately $299.7 million which will be funded from University funds and bond proceeds. Some of the projects include: Performing Arts Center; Graduate Business Education Building; Leach Science Center Building Expansion and Renovation; and Jordan-Hare Stadium Gameday Support Facility and Locker Room Renovation. Smaller renovation and deferred maintenance projects are also underway.

Libraries

The Auburn University Libraries include the Ralph Brown Draughon Library, the Library of Architecture, Design and Construction and the Charles Allen Cary Veterinary Medical Library. The Special Collections and Archives department, located in the Ralph Brown Draughon Library, houses manuscripts and rare books related to Alabama history and literature, the Civil War, the history of flight and other subjects.

Faculty

In 2017-18, the Auburn Main Campus has 1,330 full-time faculty and 225 part-time faculty, and the Auburn Montgomery Campus has 207 full-time faculty and 130 part-time faculty.

APPENDIX B

2017 Financial Report of the University

APPENDIX C

Summary of the General Fee Revenue Indenture

Summary of the General Fee Revenue Indenture

The following constitutes a summary of certain portions of the General Fee Revenue Indenture (the "Indenture"). This summary is qualified by reference to other provisions of the Indenture referred to elsewhere in this Official Statement, and all references and summaries pertaining to the Indenture in this Official Statement are qualified by reference to the exact terms thereof. All references herein to the Bonds shall be deemed to include the Series 2018-A Bonds, any bonds heretofore issued pursuant to the Indenture, and any Additional Bonds hereafter issued under the Indenture, unless the context clearly indicates otherwise. Certain terms defined elsewhere in this Official Statement are used in this summary. See "DEFINITIONS".

Prior Amendments of Pledged Revenues under General Fee Revenue Indenture

Under the terms of the General Fee Revenue Indenture, as originally executed, the University pledged its gross revenues from the general tuition fees levied against all students of the University enrolled at the Auburn Main Campus, subject to certain exclusions, to secure on a parity basis all bonds issued from time to time pursuant to the General Fee Revenue Indenture. Since that time, the scope of the Pledged Revenues under the General Fee Revenue Indenture has been amended as follows:

> ***Addition of Housing and Dining Revenues.*** The pledge of Housing and Dining Revenues from the operation of housing and dining facilities on the Auburn Main Campus was added to the General Fee Revenue Indenture contemporaneously with the issuance of the University's General Fee Revenue Bonds, Series 2007-A and 2007-B (Taxable). The University's pledge of Housing and Dining Revenues from the operation of housing and dining facilities on the Auburn Montgomery Campus was added to the General Fee Revenue Indenture contemporaneously with the issuance of the University's General Fee Revenue Bonds, Series 2011-A. The University's pledge of the Housing and Dining Revenues under the General Fee Revenue Indenture secures on a parity basis all bonds now or hereafter issued under the General Fee Revenue Indenture, subject to the prior pledge of the 1978 Dormitory Revenues to secure payment of the 1978 Dormitory Revenue Bonds. See "SECURITY AND SOURCE OF PAYMENT – The Housing and Dining Revenues" in this Official Statement.
>
> ***Addition of Athletic Program Revenues.*** The pledge of Athletic Program Revenues was added to the General Fee Revenue Indenture contemporaneously with the issuance of the University's General Fee Revenue Bonds, Series 2008. The University's pledge of the Athletic Program Revenues under the General Fee Revenue Indenture secures on a parity basis all bonds now or hereafter issued under the General Fee Revenue Indenture, subject to the prior pledge of the Athletic Program Revenues made under the Athletic Revenue Indenture. See "SECURITY AND SOURCE OF PAYMENT – The Athletic Program Revenues" in this Official Statement.
>
> ***Addition of Pledged Special Fees.*** The pledge of Pledged Special Fees was added to the General Fee Revenue Indenture contemporaneously with the issuance of the University's General Fee Revenue Bonds, Series 2011-A. The University's pledge of the Pledged Student Fees is a first-priority pledge that is not subject to any prior pledge by the University and does not secure the payment of debt service on any indebtedness of the University other than indebtedness issued under the General Fee Revenue Indenture. See "SECURITY AND SOURCE OF PAYMENT – The Pledged Special Fees" in this Official Statement.
>
> ***Expansion of General Fee Pledge to Include Auburn Montgomery Campus.*** The pledge of general tuition fees levied against students of the University enrolled at the Auburn Montgomery Campus was added to the General Fee Revenue Indenture contemporaneously with the issuance of the University's General Fee Revenue Bonds, Series 2011-A. The University's pledge of the General Fees levied against students enrolled at the Auburn Montgomery Campus is a first-priority pledge that is not subject to any prior pledge by the University and does not secure the payment of debt service on any indebtedness of the University other than indebtedness issued under the General Fee Revenue Indenture. See "SECURITY AND SOURCE OF PAYMENT – The General Fees" in this Official Statement.

This Official Statement and the following summary of the General Fee Revenue Indenture reflect the terms of the General Fee Revenue Indenture as so amended.

Additional Bonds

The Indenture permits the University to issue Additional Bonds in order to refund bonds previously issued under the Indenture or to finance the acquisition of or construction of capital improvements to the University's facilities, or both. Among the conditions precedent to the issuance of Additional Bonds is a requirement that there be furnished to the Trustee a certificate of the Treasurer of the University certifying that the amount of Pledged Revenues received by the University during each of the two fiscal years next preceding the date of issuance of the Additional Bonds then proposed to be issued was not less than 250% of the maximum annual debt service requirement immediately following the issuance of the proposed Additional Bonds. For a discussion of how compliance with this maximum annual debt service covenant is calculated, see "SECURITY AND SOURCE OF PAYMENT – Additional Debt Covenant" in this Official Statement.

Flow of Funds

Revenue Account. The Indenture creates a revenue account (the "Revenue Account") into which the University is required (subject to the last two sentences of this paragraph) to deposit all Pledged Revenues as such are received by or become available to it. The Trustee, as depository and custodian of the Revenue Account, is required to transfer to the Bond Fund, on or before the fifteenth day of each month, the amounts hereinafter specified. The University is relieved from the obligation to make deposits into the Revenue Account in each month during which there shall have been made into the Bond Fund the payments required to be made therein during such month. To the extent that the University has complied with the requirements of the Revenue Account and Bond Fund such that all required payments are current and any deficiencies or deficits have been replenished, the balance of the Revenue Account shall be transferred to the University and used for any lawful purpose.

Bond Fund. The Indenture creates a General Fee Revenue Bond Principal and Interest Fund (the "Bond Fund") for the purpose of providing for the payment of the principal of and the interest on the Bonds as they mature and redemption price of Bonds called for mandatory redemption. On or before the fifteenth day of each month the Trustee is required to transfer from the Revenue Account to the Bond Fund an amount equal to the sum of 1/6 of the semiannual installment of interest payable on the Bonds on the then next succeeding interest payment date, plus 1/12 of the principal that will mature or is required to be redeemed on the next succeeding June 1.

Investment of Special Funds

The Indenture requires that the Trustee, to the extent practical, cause all moneys on deposit in the Bond Fund to be kept continuously invested in either (a) obligations of the United States ("Federal Securities") or (b) certificates of deposit, either issued by a bank having combined capital surplus and undivided profits of not less than $15,000,000, or collaterally secured by a pledge of Federal Securities.

Audits

The University is required to maintain complete books and records pertaining to the Pledged Revenues. It is also required to cause an audit of its books and records to be made at least once each two years either by an independent auditor or by an auditor that is an employee of the State of Alabama but not of the University. Each such audit is required to contain a separate statement of the receipts from the Pledged Revenues during each fiscal year. Within ten days following the receipt of each audit report, the University must furnish a copy to the Trustee, the original purchasers of each series of Bonds, the national rating agencies, and the holder of any Bond who may request the same in writing.

Events of Default and Remedies

Events of Default. The following constitute events of default under the Indenture:

(a) Failure by the University to pay the principal of, the interest on, or the premium (if any) on any Bond as and when the same become due (whether by maturity or otherwise);

(b) Failure by the University to perform any of the agreements and covenants on its part contained in the Indenture (other than failure to pay the Bonds) which such failure continues for a period of not less than thirty days after written notice of such failure has been given to the University by the Trustee or by the holders of not less than 25% in principal amount of the Bonds then outstanding and secured by the Indenture, unless during such period or any extension thereof the University has commenced and is diligently pursuing appropriate corrective action; or

(c) Determination by a court having jurisdiction that the University is insolvent or bankrupt, or appointment by a court having jurisdiction of a receiver for the University, or approval by a court of competent jurisdiction of any petition for reorganization of the University or rearrangement or readjustment of its obligations under any provisions of the bankruptcy laws of the United States.

Remedies on Default. Upon any default, the Trustee shall have the following rights and remedies:

(a) *Acceleration.* The Trustee may declare the principal of the Bonds immediately due and payable. If, however, the University makes good every default (except for installments of principal declared due and payable that, absent such default, would not be due and payable), with interest on all overdue payments of principal and interest, and makes reimbursement of all reasonable expenses of the Trustee, then the Trustee may (and if requested in writing by the holders of a majority in principal amount of the Bonds then outstanding, shall), by written notice to the University, waive such default.

(b) *Mandamus and Other Remedies.* The Trustee shall have the right of mandamus or of other lawful remedy in any court of competent jurisdiction to enforce its rights and the rights of the holder of the Bonds against the University and any officers, agents or employees of the University, including but not limited to the right to require the University and its officers, agents or employees to perform and observe all of its or their duties under Section 16-3-28 of the CODE OF ALABAMA 1975, as amended.

Remedies Vested in Trustee. All remedies under the Indenture are vested exclusively in the Trustee for the equal and pro rata benefit of all the holders of the Bonds, unless the Trustee refuses or neglects to act within a reasonable time after written request so to act addressed to the Trustee by the holders of 25% in principal amount of the outstanding Bonds, accompanied by indemnity satisfactory to the Trustee, in which event the holder of any of the Bonds may thereupon so act in the name and behalf of the Trustee or may so act in his own name in lieu of action by, or in the name and behalf of, the Trustee. Except as above provided, no holder of any of the Bonds shall have the right to enforce any remedy under the Indenture, and then only for the equal and pro rata benefit of the holders of all the Bonds.

Concerning the Trustee

Limitation on Liability. The Trustee shall not be liable under the Indenture except for its noncompliance with the provisions thereof, its willful misconduct, or its gross negligence.

Notice of Defaults. The Trustee need not notice any default under the Indenture except a default in the payment of the principal of and the interest on the Bonds, unless requested to do so by the holders of 25% in principal amount of the outstanding Bonds.

Institution of Suits. The Trustee may, in its own name and at any time, institute or intervene in any suit for the enforcement of all rights under the Indenture without the necessity of joining as parties to such suit or proceeding any holders of the Bonds. The holders of the Bonds appoint the Trustee as their irrevocable agent and attorney-in-fact for the purpose of enforcing all such rights of action, but such appointment does not include the power to agree to accept new securities of any nature in lieu of the Bonds or to alter or amend the terms of the Indenture except as therein provided.

Resignation and Discharge. The Trustee may resign and be discharged by written notice given to the University and the holders of the Bonds specifying the effective date of such resignation. The Trustee may at any time be removed by a written instrument signed by the holders of a majority in principal amount of the Bonds.

Appointment of Successor Trustee. If the Trustee resigns, is removed or is otherwise incapable of acting, a successor may be appointed by the holders of a majority in principal amount of the Bonds and in the interim by the University.

Amendment of the General Fee Revenue Indenture

Supplemental Indentures Without Bondholder Consent--In General. The University and the Trustee may, at any time and from time to time and without the consent of the holders of any of the Bonds, enter into such supplemental indentures as shall not be inconsistent with the terms and provisions of the Indenture, for any one or more of the following purposes:

(a) To add to the covenants and agreements of the University therein contained other covenants and agreements thereafter to be observed and performed by the University, provided that such other covenants and agreements shall not either expressly or impliedly limit or restrict any of the obligations of the University contained in the Indenture; or

(b) To cure any ambiguity or to cure, correct or supplement any defect or inconsistent provision contained in the Indenture or in any supplemental indenture or to make any provisions with respect to matters arising under the Indenture or any supplemental indenture for any other purpose if such provisions are necessary or desirable and are not inconsistent with the provisions of the Indenture or any supplemental indenture and do not adversely affect the interests of the holders of the Bonds; or

(c) To provide for the issuance of Additional Bonds in accordance with the provisions summarized under the heading "Additional Bonds".

Supplemental Indenture Requiring Bondholders' Consent. The University and the Trustee may, at any time and from time to time, with the written consent of the holders of not less than 66-2/3% in aggregate principal amount of the Bonds outstanding, enter into such supplemental indentures as shall be deemed necessary or desirable by the University and the Trustee for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained in the Indenture or in any supplemental indenture; provided that, without the written consent of the holder of each Bond affected, no reduction in the principal amount of, rate of interest on, or the premium payable upon the redemption of, any Bond shall be made; and provided further that, without the written consent of the holders of all the Bonds none of the following shall be permitted:

(a) An extension of the maturity of any installment of principal of or interest on any Bonds;

(b) A change in the schedule of required sinking fund or any similar payments with respect to any series of the Bonds;

(c) The creation of a lien or charge on the Pledged Revenues ranking prior to or (except in connection with the issuance of Additional Bonds) on a parity with the lien or charge thereon created by the Indenture;

(d) The establishment of preferences or priorities as between the Bonds; or

(e) A reduction in the aggregate principal amount of Bonds the holders of which are required to consent to such supplemental indenture.

Defeasance

Any Bonds will be deemed paid if the University establishes a trust fund with the Trustee consisting of cash or Federal Securities which, with the interest thereon, will be sufficient to pay the principal of and the interest (and premium, if any) on such Bond until and at final maturity or upon earlier redemption.

APPENDIX D

Form of Legal Opinion of Bond Counsel

[Proposed Form of Bond Counsel's Opinion]

[Closing Date]

Auburn University
Auburn, Alabama

Re: $________* General Fee Revenue Bonds, Series 2018-A issued by Auburn University

Ladies and Gentlemen:

We have acted as bond counsel to Auburn University (the "University") in connection with the issuance by the University of $__________* aggregate principal amount of its General Fee Revenue Refunding Bonds, Series 2018-A (the "Series 2018-A Bonds"), dated the date hereof. In such capacity, we have examined such law and such certified proceedings and other documents as we have deemed necessary to render this opinion.

The Series 2018-A Bonds are issued pursuant to the authority of the Constitution and laws of the State of Alabama and a General Fee Revenue Indenture dated as of June 1, 1985, between the University and The Bank of New York Mellon Trust Company, N.A. as successor trustee (the "Trustee"), as previously supplemented and as further supplemented by a Twenty-First Supplemental General Fee Indenture dated as of __________, 2018 (as so supplemented, the "Indenture" or "General Fee Revenue Indenture"). Under the Indenture, the University has pledged for payment of the Series 2018-A Bonds (a) the gross revenues from certain general tuition fees levied against all students of the University (excluding that portion of such fees designated for athletic purposes and allocated to the Athletic Department of the University and excluding any other fee designated for a special purpose) (the "General Fees"), and (b) the gross revenues derived by the University from certain student fees levied against students at the Auburn Main Campus and Auburn Montgomery Campus, respectively, by duly adopted resolutions of the Board of Trustees (the "Pledged Student Fees"). The University has further pledged for payment of the Series 2018-A Bonds, on a subordinate basis, (i) the gross fees derived by the University from operation of the housing and dining facilities owned by the University (the "Housing and Dining Revenues") and (ii) the gross revenues derived by the University from its intercollegiate athletic program and that portion (presently $96.00 per student at the Auburn Main Campus per academic semester) of the general tuition fees levied against all students of the University at the Auburn Main Campus, designated for athletic purposes and allocated to the Athletic Department of the University (the "Athletic Program Revenues"; together with the General Fees, the Pledged Student Fees and the Housing and Dining Revenues, the "Pledged Revenues"). The Series 2018-A Bonds are not payable from any other funds or revenues of the University. Under the Indenture, the Pledged Revenues do not include any other fee or charge designated for a special purpose by resolution of the Board of Trustees of the University (the "Board"), unless provided otherwise by Board resolution.

As to questions of fact material to our opinion, we have relied upon the representations of the University contained in the Indenture and in the certified proceedings and other certifications of officials of the University and others furnished to us without undertaking to verify the same by independent investigation.

Based upon the foregoing, we are of the opinion that, under existing law:

1. The University is validly existing as a public corporation and instrumentality of the State of Alabama with the power to enter into the Indenture, to perform the agreements on its part contained therein and to issue the Series 2018-A Bonds.

2. The Indenture has been duly authorized, executed and delivered by the University and constitutes a valid and binding obligation of the University enforceable upon the University in accordance with its terms, subject to certain limitations described below.

* Preliminary; subject to change.