

AGENDA ITEM

C-6. Sale of Special Obligation Bonds – WSSU Jonathan Pruitt

Situation: Winston-Salem State University requests that the Board issue special obligation bonds (the “2017 Bonds”) in an amount not to exceed \$29,500,000 for the purpose of (1) constructing and equipping a New Residence Hall-Freshmen Living/Learning facility, (2) refund a portion of the outstanding The University of North Carolina System Pool Revenue Bonds, Series 2008A, the proceeds of which were loaned to WSSU, maturing on and after October 1, 2019 (the “*Refunded 2008A Bonds*”), and (3) finance the costs incurred in connection with the issuance of the Bonds.

Background: The Board of Governors is authorized to issue special obligation bonds for capital improvements projects that have been approved by the General Assembly. All projects in this request have been previously approved by the Board of Governors and the General Assembly. This request is for financing the construction of a New Residence Hall-Freshmen Living/Learning facility approved under S.L. 2013-394.

The Board of Governors originally authorized the issuance of special obligation bonds for this capital improvement project on October 29, 2015, but the issuance was not fully executed. WSSU has worked to re-design the project so that the total project cost is within the available funds.

Assessment: Winston-Salem State University currently has an issuer credit rating of “A3” (stable outlook) from Moody’s Investors Service and “A-” from S&P. While the issuance of the 2017 Bonds will increase certain leverage ratios factored into WSSU’s issuer credit rating, no downgrade is anticipated.

Action: This item requires a vote by the committee, with a vote by the full Board of Governors through the consent agenda.

Sale of Special Obligation Bonds – WSSU

ISSUE OVERVIEW

The Board of Governors is authorized to issue special obligation bonds and bond anticipation notes for capital improvements projects that have been approved by the General Assembly. Specific funding sources for the current capital projects include student receipts for the residence facility and an approved debt service fee for the student center renovation (self-liquidating).

Winston-Salem State University requests that the Board issue special obligation bonds in an amount not to exceed \$29,500,000 (representing \$20,800,000 in aggregate project authority granted under S.L. 2013-394, plus up to five percent of such amount to pay, if necessary, certain issuance expenses as permitted by S.L. 2013-394) for the purpose of (1) constructing a New Residence Hall-Freshmen Living/Learning facility, (2) refund a portion of the outstanding The University of North Carolina System Pool Revenue Bonds, Series 2008A, the proceeds of which were loaned to WSSU, maturing on and after October 1, 2019 (the *“Refunded 2008A Bonds”*), and (3) finance the costs incurred in connection with the issuance of the Bonds . These bonds will be sold through a negotiated basis with an underwriter.

Winston-Salem State University currently has an issuer credit rating of “A3” (stable outlook) from Moody’s Investors Service and “A-” from S&P. Parker Poe Adams & Bernstein, LLP is bond counsel and First Tryon Advisors is the financial advisor.

RECOMMENDATION

It is recommended that the president of the University, or her designee, be authorized to sell the special obligation bonds through the attached resolution.

**RESOLUTION OF THE BOARD OF GOVERNORS OF THE UNIVERSITY OF NORTH
CAROLINA AUTHORIZING THE ISSUANCE OF SPECIAL OBLIGATION BONDS TO FUND
THE SPECIAL OBLIGATION BOND PROJECT FOR WINSTON-SALEM STATE UNIVERSITY**

WHEREAS, by Chapter 116 of the General Statutes of North Carolina, the Board of Governors (the “*Board*”) of the University of North Carolina (the “*University*”) is vested with general control and supervision of Appalachian State University, East Carolina University, Elizabeth City State University, Fayetteville State University, North Carolina Agricultural and Technical State University, North Carolina Central University, North Carolina State University, The University of North Carolina at Asheville, The University of North Carolina at Chapel Hill, The University of North Carolina at Charlotte, The University of North Carolina at Greensboro, The University of North Carolina at Pembroke, The University of North Carolina at Wilmington, The University of North Carolina School of the Arts, Western Carolina University and Winston-Salem State University (“*WSSU*”) and other institutions; and

WHEREAS, the Board is authorized by Chapter 116D of the General Statutes of North Carolina (the “*Act*”) to issue, subject to the approval of the Director of the Budget, at one time or from time to time, (1) special obligation bonds of the Board for the purpose of paying all or any part of the cost of acquiring, constructing, or providing special obligation projects and (2) refunding bonds for the purpose of refunding any bonds by the Board under the Act or under any Article of Chapter 116 of the General Statutes of North Carolina, including the payment of any redemption premium on them and any interest accrued or to accrue to the date of redemption of the bonds refunded; and

WHEREAS; the Board has determined to issue Winston-Salem State General Revenue Bonds (with appropriate descriptions and series designations) in one or more series (the “*Bonds*”) in an aggregate principal amount not to exceed \$29,500,000 to (1) finance the costs of constructing and equipping a new residence hall on the WSSU campus, the financing of which was authorized by Chapter 394 of the 2013 Session Laws of North Carolina (the “*Special Obligation Bond Project*”), (2) refund a portion of the outstanding The University of North Carolina System Pool Revenue Bonds, Series 2008A, the proceeds of which were loaned to WSSU, maturing on and after October 1, 2019 (the “*Refunded 2008A Bonds*”), and (3) finance the costs incurred in connection with the issuance of the Bonds; and

WHEREAS, the Board has determined to issue the Bonds under the General Trust Indenture dated as of July 1, 2013 (the “*General Indenture*”) between the Board and U. S. Bank National Association, as trustee (the “*Trustee*”), and Series Indenture, Number 2 (the “*Second Series Indenture*”) dated as of March 1, 2017, between the Board and the Trustee; and

WHEREAS, the Bonds and other obligations issued under the General Indenture are payable solely from any funds of WSSU or the Board in each Fiscal Year, but excluding (1) appropriations by the General Assembly of the State of North Carolina from the State General Fund, (2) tuition payments by WSSU students, (3) funds whose purpose has been restricted by the gift, grant or payee thereof, (4) revenues generated by Special Facilities (as defined in the General Indenture) and (5) funds restricted by law (the “*Available Funds*”);

WHEREAS, FTN Financial Capital Markets, a division of First Tennessee Bank National Association (the “*Underwriter*”), will agree to purchase all of the Bonds pursuant to the terms of a bond purchase agreement (the “*Purchase Agreement*”) between the Board and the Underwriter; and

WHEREAS, there have been made available to the Board forms of the following documents (the “*Board Documents*”), which the Board proposes to approve, ratify, execute and deliver, as applicable, to effectuate the financing:

1. the Second Series Indenture;
2. the Purchase Agreement;
3. the Preliminary Official Statement (the “*Preliminary Official Statement*”) relating to the Bonds, which after the inclusion of certain pricing and other information will become the final Official Statement (the “*Official Statement*”) relating to the Bonds;
4. the Bonds in the form set forth in the Second Series Indenture; and
5. the Escrow Agreement (the “*Escrow Agreement*”) between the Board and The Bank of New York Mellon Trust Company, N.A., as escrow agent, with respect to the defeasance of the Board’s Pool System Revenue Bonds, Series 2008A, allocable to WSSU and maturing on and after October 1, 2019; and

WHEREAS, the issuance of the Bonds does not directly or indirectly or contingently obligate the State or any agency or political subdivision of the State to levy or to pledge any taxes to pay the cost, in whole or in part, of the Special Obligation Bond Project in compliance with Section 116D-23 of the Act;

NOW, THEREFORE, BE IT RESOLVED by the Board of Governors of the University as follows:

Section 1. **Authorization of Bonds.** That the Board hereby authorizes the issuance of the Bonds in an aggregate principal amount not to exceed \$29,500,000 under the General Indenture and the Second Series Indenture. The Bonds may be issued in one or more series of bonds, including any combination of tax-exempt bonds and taxable bonds as the Senior Vice President and Chief Operating Officer of the University, in consultation with the appropriate officers at WSSU, determine to be in the best interest of the University and WSSU.

Section 2. **Sufficiency of Available Funds.** That the Board hereby finds that sufficient Available Funds are available to pay the principal of and interest on the Bonds.

Section 3. **Authorization of Board Documents.** That the form and content of the Board Documents be and the same hereby are in all respects authorized, approved and confirmed, and the Chairman of the Board, the President, the Senior Vice President and Chief Operating Officer of the University, the Secretary and Assistant Secretary of the Board and the Secretary of the University be and

they hereby are each authorized, empowered and directed to execute and deliver the Board Documents for and on behalf of the Board, including necessary counterparts, in substantially the form and content presented to the Board, but with such changes, modifications, additions or deletions therein as shall to them seem necessary, desirable or appropriate, their execution thereof to constitute conclusive evidence of the Board's approval of any and all such changes, modifications, additions or deletions therein, and that from and after the execution and delivery of the Board Documents the President, the Senior Vice President and Chief Operating Officer of the University, the Secretary and Assistant Secretary of the Board and the Secretary of the University are each hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Board Documents as executed.

Section 4. **Authorization of Preliminary Official Statement and Official Statement.** That the form, terms and content of the Preliminary Official Statement be and the same hereby are in all respects authorized, approved and confirmed, and the use of the Preliminary Official Statement by the Underwriter in connection with the sale of the Bonds is hereby in all respects authorized, approved, ratified and confirmed. The President and the Senior Vice President and Chief Operating Officer of the University be and they hereby are each authorized, empowered and directed to deliver the Official Statement for and on behalf of the Board in substantially the form and content of the Preliminary Official Statement presented to the Board, but with such changes, modifications, additions or deletions therein as shall to him seem necessary, desirable or appropriate, his execution of the Purchase Agreement to constitute conclusive evidence of the Board's approval of any and all such changes, modifications, additions or deletions therein, and the use of the Official Statement by the Underwriter in connection with the sale of the Bonds with investors is hereby authorized, approved and confirmed.

Section 5. **General Authority.** From and after the execution and delivery of the documents hereinabove authorized, the President, the Senior Vice President and Chief Operating Officer of the University, the Secretary and Assistant Secretary of the Board and the Secretary of the University are each hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of said documents as executed, and are further authorized to take any and all further actions to execute and deliver any and all other documents as may be necessary to the issuance and on-going administration of the Bonds.

Section 6. **Conflicting Provisions.** All resolutions or parts thereof of the Board in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 7. ***Effective Date.*** This Resolution is effective immediately on the date of its adoption.

The foregoing Resolution was duly adopted by the Board at a regular meeting of the Board held on the 3rd day of March, 2017.

STATE OF NORTH CAROLINA)
)
COUNTY OF ORANGE)

SECRETARY'S CERTIFICATE
OF AUTHENTICATION

I, Andrea Poole, Senior Associate Vice President and Secretary of the University of North Carolina, *DO HEREBY CERTIFY* that (1) the foregoing is a full, true and correct copy of the approving resolution adopted by the Board of Governors of the University of North Carolina at its regular meeting on March 3, 2017, (2) notice of the meeting of the Board of Governors of the University of North Carolina held on March 3, 2017 was sent to each member of the Board, and (3) a quorum was present at the meeting on March 3, 2017 at which time the foregoing Resolution was adopted.

WITNESS, my hand and the seal of the University of North Carolina this ____ day of March, 2017.

[SEAL]

Andrea Poole, Senior Associate Vice President
and Secretary
The University of North Carolina