

Sale of Special Obligation Bonds – Fayetteville State University

ISSUE OVERVIEW

The Board of Governors is authorized to issue special obligation bonds for capital improvements projects that have been approved by the General Assembly. Although a specific source of funding is used by a campus when retiring these bonds, special obligation bonds are generally payable from all campus revenues excluding tuition, state appropriations, and restricted reserves.

Fayetteville State University (“FSU”) requests that the Board issue special obligation bonds in an amount not to exceed \$21 million (the “2023 Bonds”) for the purpose of refunding the callable maturities of FSU’s General Revenue Bonds, Series 2013A (the “2013A Bonds”). FSU estimates that it can achieve approximately \$3.8 million in net present value savings by refunding the 2013A Bonds, or approximately 19 percent of the par amount refunded, which is based on a cost of funds of approximately 3.2 percent.

The 2023 Bonds will be issued on a tax-exempt basis and privately placed with an investor by J.P. Morgan Securities LLC, which was selected through a competitive request for proposal (RFP) process. The 2023 Bonds will be delivered for settlement on or before April 1, 2023, the call date for the 2013A Bonds, under the terms of a forward delivery bond purchase agreement, which will eliminate interest rate risk between now and the call date.

FSU currently has a credit rating on its general revenue bonds of “A” with a stable outlook by Fitch Ratings and an issuer credit rating of “BBB+” with a stable outlook from S&P Global. FSU is currently not rated by Moody’s Investors Service. This transaction is expected to have no impact on FSU’s credit rating.

Parker Poe Adams & Bernstein LLP is bond counsel, and First Tryon is the financial advisor.

RECOMMENDATION

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

APPENDIX D

**RESOLUTION OF THE BOARD OF GOVERNORS OF THE UNIVERSITY OF NORTH
CAROLINA SYSTEM AUTHORIZING THE ISSUANCE OF SPECIAL OBLIGATION BONDS
TO REFINANCE SPECIAL OBLIGATION BOND PROJECTS FOR FAYETTEVILLE 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 System (the “UNC System”) is vested with general control and supervision of the constituent institutions of the UNC System;

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;

WHEREAS, Fayetteville State University (“FSU”) and its financial advisor have advised the Board that it may be able to achieve debt service savings by refunding a portion of the Fayetteville State University General Revenue Bonds, Series 2013A (the “2013A Bonds”) previously issued by the Board on behalf of FSU, the proceeds of which were loaned to FSU to (1) finance the renovation and expansion of the Rudolph Jones Student Center on the FSU campus and (2) refund a portion of The University of North Carolina System Pool Revenue Bonds, Series 2002B;

WHEREAS, if debt service savings can be achieved, the Board has determined to issue Fayetteville State University General Revenue Refunding Bonds (with appropriate descriptions and series designations) in one or more series (the “Bonds”) in an aggregate principal amount not to exceed \$21,000,000 to refund all or a portion of the 2013A Bonds maturing on and after April 1, 2024 (the “Refunded 2013A Bonds”) and to pay the costs of issuing the Bonds;

WHEREAS, the Board has determined to issue the Bonds under the General Trust Indenture dated as of August 1, 2013 (the “General Indenture”) between the Board and The Bank of New York Mellon Trust Company, N.A., (the “Trustee”), and a Series Indenture, Number 3 (the “Series Indenture”) between the Board and the Trustee;

WHEREAS, the Bonds and other obligations issued under the General Indenture are payable solely from any legally available funds of FSU, or of the Board held for FSU, 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 FSU 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, FSU has engaged J.P. Morgan Securities LLC (the “Placement Agent”) to serve as the placement agent for the Bonds and arrange for the placement of the Bonds with a financial institution identified by the Placement Agent (the “Purchaser”);

APPENDIX D

WHEREAS, the Purchaser will purchase the Bonds on a forward delivery basis pursuant to the terms of a forward delivery bond purchase agreement (the "*Purchase Agreement*") between the Board and the Purchaser;

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 General Indenture;
2. the Series Indenture;
3. the Purchase Agreement;
4. an Escrow Agreement between the Board and The Bank of New York Mellon Trust Company, N.A., as escrow agent, related to the refunding of the Refunded 2013A Bonds;
5. a Preliminary Private Placement Memorandum (the "*Preliminary Private Placement Memorandum*") relating to the Bonds, which after the inclusion of certain pricing and other information will become the final Private Placement Memorandum (the "*Private Placement Memorandum*") relating to the Bonds; and
6. the Bonds in the form set forth in the Series Indenture;

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 Bonds in compliance with Section 116D-23 of the Act;

NOW, THEREFORE, BE IT RESOLVED by the Board 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 \$21,000,000 under the General Indenture and the Series Indenture to pay the costs of refunding the Refunded 2013A Bonds and costs incurred in connection with the issuance of the Bonds. The Bonds may be issued in one or more series of bonds, as the Senior Vice President for Finance and Administration and CFO of the UNC System (the "*SVP-Finance*"), or her designee, in consultation with the appropriate officers at FSU, determine to be in FSU's best interest to achieve debt service savings on the Refunded 2013A Bonds.

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 and to provide for the maintenance and operation of the facilities at FSU to the extent required under the General Indenture.

Section 3. **Selection of Financing Team Members.** That the Board ratifies the selection of the Placement Agent and the Purchaser for the Bonds and authorizes the SVP-Finance and the Vice Chancellor for Business and Finance of FSU to select any other professionals necessary to undertake the financing as contemplated in this Resolution.

APPENDIX D

Section 4. **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 of the UNC System, the SVP-Finance, the Secretary and the Assistant Secretary of the Board and the Secretary of the UNC System, or anyone acting in an interim capacity, individually and collectively (the “*Authorized Officers*”), 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 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 Authorized Officers 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 5. **Authorization of Purchase Agreement.** That the Chairman of the Board, the President of the UNC System and the SVP-Finance, individually or collectively, be and they hereby are each authorized, empowered and directed to execute and deliver the Purchase Agreement for and on behalf of the Board, including necessary counterparts, in a form and substance consistent with the terms of this Resolution and that from and after the execution and delivery of the Purchase Agreement, the Authorized Officers 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 Purchase Agreement as executed.

Section 6. **Authorization of Preliminary Private Placement Memorandum and Private Placement Memorandum.** That the form, terms and content of the Preliminary Private Placement Memorandum be and the same hereby are in all respects authorized, approved and confirmed, and the use of the Preliminary Private Placement Memorandum by the Placement Agent in connection with the sale of the Bonds is hereby in all respects authorized, approved, ratified and confirmed. The President of the UNC System and the SVP-Finance, or their respective designees, individually or collectively, be and they hereby are each authorized, empowered and directed to deliver the Private Placement Memorandum for and on behalf of the Board in substantially the form and content of the Preliminary Private Placement Memorandum presented to the Board, but with such changes, modifications, additions or deletions therein as to them seem necessary, desirable or appropriate, their 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. If the President of the UNC System and the SVP-Finance, or their respective designees, individually or collectively, determine that the inclusion of additional updated information is necessary for use in the offering and settlement of the Bonds, the President of the UNC System and the SVP-Finance, or their respective designees, individually or collectively, are in all respects authorized, empowered and directed to update the Private Placement Memorandum (the “*Updated Private Placement Memorandum*”) and to execute and deliver the Updated Private Placement Memorandum, but with such changes, modifications, additions or deletions to the Private Placement Memorandum as they determine necessary, desirable or appropriate, the delivery thereof to constitute conclusive evidence of the Board’s approval of any and all such changes, modifications, additions or deletions therein. The use of the Preliminary Private Placement Memorandum, the Private Placement Memorandum and the Updated Private Placement Memorandum by the Placement Agent in connection with the sale of the Bonds to the Purchaser is hereby authorized, approved and confirmed.

APPENDIX D

Section 7. **General Authority.** From and after the execution and delivery of the documents hereinabove authorized, the Authorized Officers 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. Any provision in this Resolution that authorizes more than one Authorized Officer to take certain actions shall be read to permit such Authorized Officers to take the authorized actions either individually or collectively. The Chancellor and the Vice Chancellor for Business and Finance at FSU, or their respective designees, individually or collectively, are hereby authorized to execute and deliver all documents as may be necessary to the issuance and on-going administration of the Bonds on behalf of FSU.

Section 8. **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 9. **Effective Date.** This Resolution is effective immediately on the date of its adoption.

PASSED, ADOPTED, AND APPROVED this 22nd day of July, 2021.

APPENDIX D

STATE OF NORTH CAROLINA
COUNTY OF ORANGE

I, Meredith McCullen, Secretary of the University of North Carolina System, 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 System at its meeting on July 22, 2021, and appearing in the minutes of such meeting, (2) notice of the meeting of the Board of Governors of the University of North Carolina System held on July 22, 2021 was sent to each member of the Board, and (3) a quorum was present at the meeting on July 22, 2021, at which time the foregoing Resolution was adopted.

WITNESS, my hand and the seal of the University of North Carolina System this ____ day of July, 2021

[SEAL]

Meredith McCullen, Secretary of the University
of North Carolina System