

NEW BOND ISSUE REPORT*

NEW BOND ISSUE

Name of Bond Issue:	Kentucky Housing Corporation Multifamily Revenue Bonds (Lone Oak Meadows Project), Series 2021	
Purpose of Issue:	The Bonds will be used to finance the acquisition, construction and equipping of a multifamily residential rental project containing approximately 312 units, located on multiple parcels at 4011 and 4201 South Park Road and 9007 Blue Lick Road, Louisville, Kentucky 40219 (the "Project") to be owned by Lone Oak Meadows, LP a Kentucky limited partnership or its successors and assigns (the "Borrower"). The Kentucky Housing Corporation has conducted a public hearing concerning the proposed project on Monday, May 3, 2021, following the delivery of notice to the public in the <i>State Journal</i> and in <i>The Courier Journal</i> . The Bonds, if approved, will be the sole obligations of the Borrower.	
Name of Project:	Lone Oak Meadows	
Date of Sale:	Summer 2021	
Date of Issuance:	Summer 2021	
Anticipated Ratings:	Private Placement - No rating currently anticipated	
Anticipated Net Proceeds:	\$40,000,000	
Cost of Issuance:	See Exhibit A attached (costs of issuance paid from owner equity)	
Bond Discount:	\$0	
Debt Service Reserve Fund:	\$0, but \$1,614,597 estimated operating reserve to be funded from equity.	
Insurance Premium:	Insurance not currently anticipated	
Total Project Cost:	\$67,320,955	
Terms of Issue:	Anticipated net interest rate:	4.30%
	Anticipated term:	40 years
	Anticipated average annual debt service:	\$1,765,847 (anticipated annual principal and interest debt service on permanent mortgage loan)
	Anticipated gross debt service:	\$70,633,800
First Call Date:	To be determined	
Premium at First Call:	To be determined	
Method of Sale:	Private Placement	
Bond Counsel:	Frost Brown Todd LLC	
Underwriter Counsel:	N/A	
Financial Advisor:	N/A	
Underwriter:	N/A	
Trustee:	The Huntington National Bank	

* Preliminary (as of 4/6/21) and subject to change.

Exhibit A*

Project Funding Sources:

Permanent Mortgage Loan**	\$34,448,000
Deferred Developer Fee	\$7,975,445
LIHTC Anticipated Net Syndication Proceeds (4%)	<u>\$26,897,510</u>
Total	\$67,320,955

Costs of Issuance:

Origination Fee	\$218,985
KHC Counsel	\$48,000
KHC Financing Fee	\$200,000
KHC Application Fee & Expenses	\$310,918
KHC Admin Fee	\$5,000
Bond Counsel	\$100,000
Trustee Counsel	\$8,500
Placement Agent Counsel	\$75,000
Borrowers Counsel	\$35,000
Letter of Credit Providers Counsel	\$35,000
Syndicator Counsel	\$75,000
Trustee Fee	\$8,500
TEFRA/Publication/Print	\$5,000
Cost of Issuance Contingency	<u>\$25,000</u>
Total:	<u>\$1,149,903</u>

* All amounts are preliminary estimates (as of 4/6/21) and subject to change.

** An additional \$5,500,000 in short-term bridge financing is expected to be necessary during the construction period.

About LDG

LDG was founded by Chris Dischinger and Mark Lechner in 1994 based on their shared belief that “Everyone deserves a quality place to live.”

Since 2002, the company has focused on developing rental housing as well as affordable housing communities using 9 percent housing credits and 4 percent

Tax- Exempt Bonds. Using this model, LDG has developed over 15,000 units of affordable housing for working families and seniors in dozens of communities located in 17 states including Kentucky, Texas, Louisiana, Tennessee and Georgia.

To support its work and continued growth, LDG has three main divisions all focused on maximizing returns and maintaining the high-quality standards of each community long after construction has ended. This “full-service” model ensures LDG’s partners have a “one-stop shopping experience” when working to bring more affordable housing options to their respective communities.

LDG prides itself in being a part of the communities it serves and has more than 100 employees in its offices located in Louisville, Austin, Nashville and Atlanta.



Everyone deserves a quality place to live.





Commonwealth of Kentucky
Finance and Administration Cabinet
OFFICE OF FINANCIAL MANAGEMENT
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Andy Beshear
Governor

Holly M. Johnson
Secretary

Ryan Barrow
Executive Director

April 20, 2021

Mr. Russ Kerdolff, Comptroller
Northern Kentucky University
605 Administration Center
Highland Heights, KY 41099

Dear Mr. Kerdolff,

Pursuant to KRS 42.420, the Office of Financial Management is required to review and approve the issuance of debt by all state agencies. The attached constitutes the review and approval of the recent Northern Kentucky University debt issuance of the \$205,450,000 General Receipts Bonds, 2021 Taxable Series A.

Sincerely,

A handwritten signature in blue ink, appearing to read "Ryan Barrow".

Ryan Barrow
Executive Director

Attachments

FINAL BOND ISSUE REPORT

OFM APPROVAL PURSUANT TO KRS 42.420

Northern Kentucky University

\$205,450,000

2021 Taxable Series A General Receipts Bonds

DESCRIPTION:

The Bonds are being issued To (i) pay amounts required to be paid by the University under the Pension Cessation Act (KRS 61.522) in order to cease participation in the Kentucky Employees Retirement System non-hazardous pension and other post-employment benefits payment system that includes certain current and former employees of the University as beneficiaries and (ii) pay the costs of issuing the Bonds.

BOND SUMMARY STATISTICS:

Par Amount:	\$205,450,000.00
Pricing Date:	April 6, 2021
Closing Date:	April 20, 2021
Dated Date:	April 20, 2021
Final Maturity:	September 1, 2050
Arbitrage Yield:	3.123%
TIC:	3.156%
NIC:	3.180%
All-In TIC:	3.170%
Benchmark (BBWK20GO April 8, 2021):	2.300%

RATINGS:

Moody's	A1
S&P	AA

SOURCES AND USES OF FUNDS:

	<u>Series 2021 A (\$)</u>
SOURCES OF FUNDS:	
Par amount of bonds:	205,450,000.00
TOTAL SOURCES	<u>205,450,000.00</u>
USES OF FUNDS:	
Deposit to the Project Fund	204,000,000.00
Costs of Issuance*	1,450,000.00
TOTAL USES	<u>205,450,000.00</u>

* Includes underwriter’s discount, legal, printing, rating agency fees, and other expenses of the issuance and offering of the Bonds.

All-in True Interest Cost:	3.170%
Final Maturity Date:	September 1, 2050
Average Annual Debt Service:	\$10,719,397.24
Total Debt Service:	\$314,763,189.54
Average Life (years):	16.861

FINAL BOND ISSUE REPORT

Method of Sale:	Negotiated
Bond Counsel:	Dinsmore & Shohl, LLP
Underwriter:	Morgan Stanley
Underwriters' Counsel:	Frost Brown Todd
Trustee:	U.S. Bank
Financial Advisor:	Commonwealth Economics & OFM

Final Cashflows as of April 6, 2021

Pursuant to KRS Chapter 45, the Issuer is providing information on all costs associated, either directly or indirectly, with this bond issuance. Costs are actual or estimated as of the date of closing of the issue.

PROFESSIONAL SERVICES:

<u>Firm</u>	<u>Service</u>	<u>Fee</u>
Dinsmore & Shohl	Bond Counsel	\$ 86,500.00
Commonwealth Economics	Financial Advisor	98,540.00
Moody's	Rating Service	115,000.00
US Bank	Trustee	7,000.00
OFM	Financial Advisor	25,681.25
ImageMaster	Printer	4,296.89
Build America Mutual Assurance	Bond Insurance	250,848.86
	Misc./Contingency	16,533.66
TOTAL		<u>\$ 604,400.66</u>

GROSS SPREAD/UNDERWRITER'S DISCOUNT:

	<u>Per Bond</u>	<u>Total</u>
Underwriter's Average Takedown	3.75	\$ 770,437.50
Underwriter's Other Fee	0.13829	28,411.84
Underwriter's Counsel	0.22755	46,750.00
TOTAL	<u>4.11584</u>	<u>\$ 845,599.34</u>

COST OF ISSUANCE GRAND TOTAL: \$ 1,450,000.00

NEW ISSUE**Book-Entry-Only****RATING: Moody's: "A1" (stable)****S&P (Insured Bonds): "AA"****(See "Rating" herein)**

In the opinion of Bond Counsel for the Bonds, based upon an analysis of laws, regulations, rulings and court decisions, interest on the Bonds is includable in gross income of the holders thereof for purposes of federal income taxation. Interest on the Bonds is exempt from Kentucky income tax and the Bonds are exempt from ad valorem taxation by the Commonwealth of Kentucky and any of its political subdivisions. See "TAX MATTERS" herein for a more complete discussion, and APPENDIX D – "FORM OF BOND COUNSEL OPINION FOR THE BONDS."



**\$205,450,000 NORTHERN KENTUCKY UNIVERSITY
GENERAL RECEIPTS BONDS, 2021 TAXABLE SERIES A**

Dated: Date of delivery**Due: As shown on inside cover**

The Northern Kentucky University General Receipts Bonds, 2021 Taxable Series A (the "Bonds") will be issued only as fully registered bonds, and when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Bonds. Purchasers will not receive certificates representing their ownership interest in the Bonds purchased. So long as DTC or its nominee is the registered owner of the Bonds, payments of the principal of and interest due on the Bonds will be made directly to DTC.

The Bonds are in the denomination of \$5,000 or integral multiples thereof and bear interest from their dated date, payable on each March 1 and September 1, commencing September 1, 2021, in amounts, having maturities, interest rates, yields, and CUSIPs as set forth on the inside cover. Certain of the Bonds are subject to redemption prior to maturity as described herein. Principal of, and interest on the Bonds will be paid directly to DTC by U.S. Bank, National Association, having offices in Louisville, Kentucky, as Trustee and Paying Agent (the "Trustee"). The Bonds shall be issued only as fully registered bonds.

The Bonds are being issued by Northern Kentucky University (the "University"), a state university of the Commonwealth of Kentucky (the "Commonwealth"), pursuant to a Series Resolution adopted by the University's Board of Regents on January 20, 2021 to (i) pay a portion of the amount required in order to cease participation in the Kentucky Employees Retirement System non-hazardous pension and other post-employment benefits payment system that includes certain current and former employees of the University as beneficiaries, and (ii) pay the costs of issuing the Bonds.

The scheduled payment of principal of and interest on the Bonds maturing on September 1 of the years 2032 through 2050, inclusive, with the base CUSIP# 665304 and ending in HY0, HZ7, JA0, JB8, JC6, JD4, JE2, JF9, JG7, JH5 and JJ1 (collectively, the "Insured Bonds"), when due will be guaranteed under a municipal bond insurance policy to be issued concurrently with the delivery of the Insured Bonds by BUILD AMERICA MUTUAL ASSURANCE COMPANY. See "BOND INSURANCE."



The Bonds constitute special obligations of Northern Kentucky University and do not constitute a debt, liability, or obligation of the Commonwealth nor a pledge of the full faith and credit of the Commonwealth. The Bonds constitute Obligations under the Trust Agreement dated as of May 1, 2007 between the University and the Trustee, as supplemented by certain supplemental trust agreements including the Twelfth Supplemental Trust Agreement dated as of April 1, 2021 between the University and the Trustee (collectively, the "Trust Agreement"), and the payment of the principal of, premium, if any, and interest on Bonds is secured by a pledge of the University's General Receipts, as defined in the Trust Agreement. See "SECURITY FOR THE BONDS."

The Bonds are issued subject to the approval of legality by Dinsmore & Shohl LLP, Covington, Kentucky, Bond Counsel. Certain legal matters will be passed on for the Underwriters by their counsel, Frost Brown Todd, LLC, Louisville, Kentucky. Delivery of the Bonds is expected on April 20, 2021, in New York, New York, through the facilities of DTC.

MORGAN STANLEY**Baird****PNC Capital Markets LLC**

Dated: April 6, 2021

**\$205,450,000 NORTHERN KENTUCKY UNIVERSITY
GENERAL RECEIPTS BONDS, 2021 TAXABLE SERIES A**

<u>Date</u> <u>September 1</u>	<u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Price</u>	<u>CUSIP</u> ¹ <u>665304</u>	<u>Date</u> <u>September 1</u>	<u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Price</u>	<u>CUSIP</u> ¹ <u>665304</u>
2021	\$5,660,000	0.361%	100.00%	HM6	2032 ⁺	\$5,825,000	2.538%	100.00%	HY0
2022	4,915,000	0.461	100.00	HN4	2033 ⁺	5,980,000	2.638	100.00	HZ7
2023	4,940,000	0.611	100.00	HP9	2034 ⁺	6,140,000	2.738	100.00	JA0
2024	4,980,000	0.886	100.00	HQ7	2035 ⁺	6,315,000	2.838	100.00	JB8
2025	5,035,000	1.352	100.00	HR5	2036 ⁺	6,500,000	2.938	100.00	JC6
2026	5,110,000	1.522	100.00	HS3	2037 ⁺	6,695,000	3.038	100.00	JD4
2027	5,195,000	1.862	100.00	HT1	2038 ⁺	6,905,000	3.068	100.00	JE2
2028	5,300,000	2.062	100.00	HU8	2039 ⁺	7,120,000	3.108	100.00	JF9
2029	5,415,000	2.278	100.00	HV6	2040 ⁺	7,350,000	3.158	100.00	JG7
2030	5,545,000	2.408	100.00	HW4	2041 ⁺	7,585,000	3.208	100.00	JH5
2031	5,680,000	2.488	100.00	HX2					

\$81,260,000 3.427% 2021 Taxable Series A Term Bonds, due September 1, 2050, Price 100.00%, CUSIP 665304 JJ1⁺

⁺ Insured by Build America Mutual Assurance Company

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BOND DEBT SERVICE

Northern Kentucky University - General Receipts Bonds
2021 Taxable Series A (Pension Financing)

Assumes Full Taxable Transaction

*Soft Exit w/Level Bonded Debt Service**

Assumes \$204.0MM Net Proceeds Requirement

FINAL

2032-2050 BAM Insured

	Dated Date	04/20/2021			
	Delivery Date	04/20/2021			
Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
09/01/2021			2,040,725.22	7,700,725.22	
03/01/2022	5,660,000	0.361%	2,793,833.63	2,793,833.63	
06/30/2022					10,494,558.85
09/01/2022	4,915,000	0.461%	2,793,833.63	7,708,833.63	
03/01/2023			2,782,504.55	2,782,504.55	
06/30/2023					10,491,338.18
09/01/2023	4,940,000	0.611%	2,782,504.55	7,722,504.55	
03/01/2024			2,767,412.85	2,767,412.85	
06/30/2024					10,489,917.40
09/01/2024	4,980,000	0.886%	2,767,412.85	7,747,412.85	
03/01/2025			2,745,351.45	2,745,351.45	
06/30/2025					10,492,764.30
09/01/2025	5,035,000	1.352%	2,745,351.45	7,780,351.45	
03/01/2026			2,711,314.85	2,711,314.85	
06/30/2026					10,491,666.30
09/01/2026	5,110,000	1.522%	2,711,314.85	7,821,314.85	
03/01/2027			2,672,427.75	2,672,427.75	
06/30/2027					10,493,742.60
09/01/2027	5,195,000	1.862%	2,672,427.75	7,867,427.75	
03/01/2028			2,624,062.30	2,624,062.30	
06/30/2028					10,491,490.05
09/01/2028	5,300,000	2.062%	2,624,062.30	7,924,062.30	
03/01/2029			2,569,419.30	2,569,419.30	
06/30/2029					10,493,481.60
09/01/2029	5,415,000	2.278%	2,569,419.30	7,984,419.30	
03/01/2030			2,507,742.45	2,507,742.45	
06/30/2030					10,492,161.75
09/01/2030	5,545,000	2.408%	2,507,742.45	8,052,742.45	
03/01/2031			2,440,980.65	2,440,980.65	
06/30/2031					10,493,723.10
09/01/2031	5,680,000	2.488%	2,440,980.65	8,120,980.65	
03/01/2032			2,370,321.45	2,370,321.45	
06/30/2032					10,491,302.10
09/01/2032	5,825,000	2.538%	2,370,321.45	8,195,321.45	
03/01/2033			2,296,402.20	2,296,402.20	
06/30/2033					10,491,723.65
09/01/2033	5,980,000	2.638%	2,296,402.20	8,276,402.20	
03/01/2034			2,217,526.00	2,217,526.00	
06/30/2034					10,493,928.20
09/01/2034	6,140,000	2.738%	2,217,526.00	8,357,526.00	
03/01/2035			2,133,469.40	2,133,469.40	
06/30/2035					10,490,995.40
09/01/2035	6,315,000	2.838%	2,133,469.40	8,448,469.40	
03/01/2036			2,043,859.55	2,043,859.55	
06/30/2036					10,492,328.95
09/01/2036	6,500,000	2.938%	2,043,859.55	8,543,859.55	
03/01/2037			1,948,374.55	1,948,374.55	
06/30/2037					10,492,234.10
09/01/2037	6,695,000	3.038%	1,948,374.55	8,643,374.55	
03/01/2038			1,846,677.50	1,846,677.50	
06/30/2038					10,490,052.05
09/01/2038	6,905,000	3.068%	1,846,677.50	8,751,677.50	
03/01/2039			1,740,754.80	1,740,754.80	
06/30/2039					10,492,432.30
09/01/2039	7,120,000	3.108%	1,740,754.80	8,860,754.80	
03/01/2040			1,630,110.00	1,630,110.00	
06/30/2040					10,490,864.80
09/01/2040	7,350,000	3.158%	1,630,110.00	8,980,110.00	
03/01/2041			1,514,053.50	1,514,053.50	
06/30/2041					10,494,163.50
09/01/2041	7,585,000	3.208%	1,514,053.50	9,099,053.50	
03/01/2042			1,392,390.10	1,392,390.10	
06/30/2042					10,491,443.60
09/01/2042	7,840,000	3.427%	1,392,390.10	9,232,390.10	
03/01/2043			1,258,051.70	1,258,051.70	
06/30/2043					10,490,441.80
09/01/2043	8,115,000	3.427%	1,258,051.70	9,373,051.70	
03/01/2044			1,119,001.18	1,119,001.18	
06/30/2044					10,492,052.88
09/01/2044	8,400,000	3.427%	1,119,001.18	9,519,001.18	
03/01/2045			975,067.18	975,067.18	
06/30/2045					10,494,068.36
09/01/2045	8,690,000	3.427%	975,067.18	9,665,067.18	
03/01/2046			826,164.03	826,164.03	
06/30/2046					10,491,231.21
09/01/2046	8,995,000	3.427%	826,164.03	9,821,164.03	
03/01/2047			672,034.70	672,034.70	
06/30/2047					10,493,198.73
09/01/2047	9,305,000	3.427%	672,034.70	9,977,034.70	
03/01/2048			512,593.53	512,593.53	
06/30/2048					10,489,628.23
09/01/2048	9,630,000	3.427%	512,593.53	10,142,593.53	
03/01/2049			347,583.48	347,583.48	
06/30/2049					10,490,177.01
09/01/2049	9,970,000	3.427%	347,583.48	10,317,583.48	
03/01/2050			176,747.53	176,747.53	
06/30/2050					10,494,331.01
09/01/2050	10,315,000	3.427%	176,747.53	10,491,747.53	
06/30/2051					10,491,747.53
	205,450,000		109,313,189.54	314,763,189.54	314,763,189.54



ANDY BESHEAR
Governor

Commonwealth of Kentucky
FINANCE AND ADMINISTRATION CABINET
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HOLLY M. JOHNSON
Secretary

RYAN BARROW
Executive Director

March 18, 2021

Mr. Eugene Hutchins
Executive Director & Chief Executive Officer
Kentucky Higher Education Assistance Authority/
Kentucky Higher Education Student Loan Corporation
P.O. Box 798
Frankfort, KY 40602-0798

Dear Mr. Hutchins:

Pursuant to KRS 42.420, the Office of Financial Management is required to review and approve the issuance of bonds by all state agencies. The attached information constitutes our review and approval of the issuance by the Kentucky Higher Education Student Loan Corporation of its \$30,575,000 Student Loan Asset-Backed Notes (Fixed Rate), Series 2021-1-A-1A, \$102,730,000 Student Loan Asset-Backed Notes (Senior Notes, Floating Rate), Series 2021-1-A-1B and \$2,000,000 Student Loan Asset-Backed Notes (Subordinate Notes, Floating Rate), Series 2021-1-B.

Sincerely,

Ryan Barrow

Ryan Barrow
Executive Director
Office of Financial Management

Attachments

cc: David Carlsen
Kentucky Higher Education Student Loan Corporation

Kenneth Roberts
Hawkins Delafield & Wood LLP

OFM APPROVAL PURSUANT TO KRS 42.420
\$135,305,000
KENTUCKY HIGHER EDUCATION STUDENT LOAN CORPORATION
STUDENT LOAN ASSET-BACKED NOTES

SERIES: Senior Series 2021-1-A-1A (Taxable Fixed Rate), Senior Series 2021-1-A-1B (Taxable Floating Rate), and Subordinate Series 2021-1-B (Taxable Floating Rate)

DESCRIPTION: Bond proceeds will be used to purchase Federal Family Education Loan Program (FFELP) Loans, and pay the associated costs with that purchase.

PAR AMOUNT: \$135,305,000
PRICING DATE: 3/18/2021
CLOSING DATE: 3/25/2021
FINAL MATURITY: 3/25/2051
TIC*: 1.93%
NIC*: 1.97%
ALL-IN-TIC*: 2.09%
METHOD OF SALE: Negotiated
UNDERWRITER: BofA Securities, Inc.
RATING: DBRS (Sr/Sub): AAA (sf)/A (sf)
S&P (Sr/Sub): AA+ (sf)/AA (sf)

* Based upon the first Optional Redemption date

SOURCES AND USES OF FUNDS:

SOURCES OF FUNDS:

Bond Par	\$ 135,305,000
Original Issue Discount	(15,313)
Underwriter's Discount	<u>(877,000)</u>
Total Sources	\$ 134,412,687

USES OF FUNDS:

Corporation Contribution of Eligible Loans	\$ 125,634,572
Debt Service Reserve Subaccount	8,160,712
Costs of Issuance	567,403
Deposit to Trustee	<u>50,000</u>
Total Uses	\$ 134,412,687

GROSS SPREAD/UNDERWRITER'S DISCOUNT:

		\$/Bond		Amount
Takedown	\$	4.800	\$	649,464
Management Fee		0.995		134,577
Expenses		0.077		10,459
Underwriter Counsel Fee		0.610		82,500
Total Gross Spread	\$	6.482	\$	877,000

PROFESSIONAL SERVICES:

Pursuant to KRS Chapter 45, the Issuer is providing information on all costs associated, either directly or indirectly, with this bond issuance. Costs are actual or estimated as of the date of closing of the issue.

<u>Firm</u>	<u>Service</u>	<u>Fee</u>
Hawkins, Delafield & Wood	Bond Counsel	\$ 150,000
SL Capital Strategies	Financial Advisor	100,000
Standard & Poors	Rating Services	102,500
DBRS	Rating Services	78,500
Office of Financial Management	OFM Fee	16,913
Trustee	Acceptance Fee	5,000
	Counsel Fee	25,000
Imagemaster	Printer Fee	4,490
AUP	Accountant	50,000
Miscellaneous	Corporation Costs	30,000
PNC Counsel Fee		<u>5,000</u>
TOTAL		\$ 567,403



\$135,305,000

KENTUCKY HIGHER EDUCATION STUDENT LOAN CORPORATION
Student Loan Asset-Backed Notes, Series 2021-1

The Kentucky Higher Education Student Loan Corporation (the “Corporation”), an independent *de jure* municipal corporation and political subdivision of the Commonwealth of Kentucky (the “Commonwealth”), is issuing \$135,305,000 aggregate principal amount of its Student Loan Asset-Backed Notes, Series 2021-1 (the “Notes”), consisting of fixed rate senior obligations (referred to herein as “Series A-1A Notes”), variable rate senior obligations (referred to herein as “Series A-1B Notes”) and variable rate subordinate obligations (referred to herein as “Series B Notes”), as set forth below:

Series	Original Principal Amount	Interest Rate	Price to Public	Final Maturity Date	Expected Ratings DBRS//S&P ⁽¹⁾
Series A-1A (Fixed Rate)	\$30,575,000	1.65%	99.97461%	March 25, 2051	AAA (sf)//AA+ (sf)
Series A-1B (Floating Rate)	\$102,730,000	One-Month LIBOR plus 0.78%	100.00000%	March 25, 2051	AAA (sf)//AA+ (sf)
Series B (Floating Rate)	\$2,000,000	One-Month LIBOR plus 1.50%	99.62251%	March 25, 2051	A (sf)//AA (sf)

⁽¹⁾ See the caption “RATINGS” herein.

The Notes are limited obligations of the Corporation and are secured primarily by a pool of student loans originated under the Federal Family Education Loan Program. Credit enhancement for the Notes will consist of overcollateralization, excess spread, cash on deposit in certain funds created under the Indenture (as defined herein), and, for the Class A Notes, the subordination of the Series B Notes, as described in this Offering Memorandum.

The Notes shall be issued in fully registered form only, without coupons, and when issued will be registered in the name of Cede & Co., as nominee of The Depository Trust Company (“DTC”), New York, New York. DTC is to act as securities depository for the Notes. Individual purchases of the Notes are to be made in book-entry form only, in the principal amount of \$100,000 and integral multiples of \$1,000 in excess thereof. Purchasers of the Notes will not receive certificates representing their interest in the Notes purchased. The Notes will receive monthly distributions of principal and interest on the twenty-fifth day (or the next business day if it is not a business day) of each calendar month as described in this Offering Memorandum, commencing May 25, 2021. Each class of floating rate notes will accrue interest at a floating rate based on a benchmark, which will initially be One-Month LIBOR. However, the benchmark may change in certain situations. For more information on how One-Month LIBOR is determined and the circumstances under which the benchmark may change, see the caption “DESCRIPTION OF THE NOTES—Calculation of LIBOR” and “—Benchmark Transition Event” within this Offering Memorandum. Receipts of principal and certain other payments received on the student loans held in the trust estate established under the Indenture will generally be allocated for payment of principal: first, to the Series A-1A Notes and the Series A-1B Notes, pro rata, until each such series is paid in full; and then, to the Series B Notes until paid in full. The Indenture provides that DTC, in accordance with its rules and procedures, will be instructed to treat all distributions of principal on the Notes as “Pro Rata Pass-Through Distribution of Principal.”

Investors should consider carefully the risks involved in purchasing the Notes, including those described under the caption “RISK FACTORS” herein.

THE NOTES ARE SPECIAL AND LIMITED OBLIGATIONS OF THE CORPORATION, SECURED BY AND PAYABLE FROM SPECIFIC REVENUES, FUNDS AND OTHER ASSETS PLEDGED THEREFOR AS HEREIN DESCRIBED. THE NOTES DO NOT CONSTITUTE A DEBT, LIABILITY OR OBLIGATION OF THE COMMONWEALTH OR ANY POLITICAL SUBDIVISION THEREOF. THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON THE NOTES IS NOT SECURED BY A PLEDGE OF THE FAITH AND CREDIT OR THE TAXING POWER OF THE COMMONWEALTH OR ANY POLITICAL SUBDIVISION THEREOF. KENTUCKY’S NAME IS ON THE NOTES FOR THE BENEFIT AND CONVENIENCE OF OTHER ENTITIES IN THE COMMONWEALTH. HOWEVER, THE ONLY SECURITY WHICH IS PLEDGED FOR THE NOTES IS THE INDEPENDENT REVENUES AND ASSETS EXPRESSLY PLEDGED FOR SUCH PURPOSE IN THE INDENTURE. THE GENERAL ASSEMBLY DOES NOT INTEND TO APPROPRIATE ANY COMMONWEALTH FUNDS TO FULFILL THE FINANCIAL OBLIGATION REPRESENTED BY THE NOTES. THE CORPORATION HAS NO TAXING POWER.

THE NOTES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY OTHER STATE SECURITIES OR BLUE SKY LAWS, NOR HAS THE INDENTURE BEEN QUALIFIED UNDER THE TRUST INDENTURE ACT OF 1939, AS AMENDED, IN RELIANCE UPON CERTAIN EXEMPTIONS SET FORTH IN SUCH ACTS. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING MEMORANDUM.

The Corporation is not registered or required to be registered as an “investment company” under the Investment Company Act of 1940, as amended, pursuant to Section 2(b) thereof, and is therefore not a “covered fund” for purposes of the Volcker Rule under the Dodd-Frank Act. See the caption “CERTAIN INVESTMENT COMPANY ACT CONSIDERATIONS” herein.

Interest on the Notes is not excludable from gross income for federal income tax purposes. In the opinion of Hawkins Delafield & Wood LLP, Bond Counsel to the Corporation, under existing statutes and court decisions, all of the Notes and the income thereon and the transfer thereof, including any profit made on the sale thereof, shall at all times be exempt from taxation or assessment of any type by the Commonwealth, its agencies and departments and by all political subdivisions within the Commonwealth. See the captions “CERTAIN UNITED STATES FEDERAL TAX CONSIDERATIONS” and “STATE TAX EXEMPTION” herein.

The Notes are being offered through the underwriter named below (the “Underwriter”), subject to prior sale and to the right of the Corporation or the Underwriter to withdraw, cancel or modify such offer and to reject orders in whole or in part. The Notes are offered when, as and if issued by the Corporation and received by the Underwriter, subject to prior sale, withdrawal or modification of the offer without notice, to the approval of legality by Hawkins Delafield & Wood LLP, Bond Counsel to the Corporation, and to certain other conditions. Certain legal matters will be passed upon for the Corporation by its General Counsel and for the Underwriter by its counsel, Kutak Rock LLP. It is expected that the Notes in definitive form will be available for delivery through the facilities of DTC on or about March 31, 2021.

BofA Securities

March 18, 2021