

## Preliminary - NEW BOND ISSUE REPORT

**Name of Issue:** \$85,000,000 Kentucky Higher Education Student Loan Corporation (“KHESLC”) Student Loan Revenue Bonds to be issued in one or more tranches

**Purpose of Issue:** The Student Loan Backed Notes will be issued in one or more tranches for the purpose of purchasing, originating and financing Advantage Refinance, Education and Parent Loans (“Advantage Loans”). The bonds will bear interest at a fixed rate and issued on a taxable or tax-exempt (AMT) basis. KHESLC’s Board Executive Committee is being simultaneously asked to provide preliminary bond issuance authorization and approval of up to \$85 million Advantage Loan backed bonds through June 30, 2022.

**Proposed Date of Sale:** [Various dates on or prior to June 30, 2022]

**Proposed Date of Delivery:** [Various dates on or prior to June 30, 2022]

**Ratings (Anticipated):** Senior Bonds: AA (S&P) or A (S&P & Fitch)  
Subordinate Bonds: BBB (S&P) or BBB (S&P & Fitch)

### Projected Sources and Uses:

Sources	
Senior Bonds	\$ 69,260,000
Subordinate Bonds	15,740,000
Equity	10,000,000
<b>Total Sources</b>	<b>\$ 95,000,000</b>

Uses	
Deposit to Loan Account	\$ 92,025,000
Deposit to Debt Service Reserve Fund	1,700,000
Cost of Issuance	1,275,000
<b>Total Uses</b>	<b>\$ 95,000,000</b>

**True Interest Cost:** 2.51%  
**First Call Date:** June 1, 2030  
**Final Maturity Date:** June 1, 2039  
**Average Annual Debt Service:** \$ 5,850,014  
**Total Debt Service:** \$ 105,300,245  
**Average Life of the Bonds:** 9.2 years

**Method of Sale:** Negotiated  
**Bond Counsel:** Hawkins Delafield & Wood LLP  
**Senior Managing Underwriter:** BofA Securities, Inc.  
**Underwriter’s Counsel:** Kutak Rock LLP

**Trustee:** TBD

## Debt Service: KHESLC Advantage Student Loan Revenue Bonds

Series 2021A/B Semi-Annual Debt Service				
	Principal	Coupon	Interest	Debt Service
6/1/2022	2,205,000	1.00%	1,829,203	4,034,203
6/1/2023	3,465,000	1.00%	1,807,153	5,272,153
6/1/2024	5,035,000	1.07%	1,772,503	6,807,503
6/1/2025	6,925,000	1.34%	1,718,478	8,643,478
6/1/2026	8,185,000	1.64%	1,625,821	9,810,821
6/1/2027	7,555,000	1.92%	1,491,751	9,046,751
6/1/2028	6,925,000	2.16%	1,346,620	8,271,620
6/1/2029	6,295,000	2.31%	1,196,970	7,491,970
6/1/2030	3,150,000	2.46%	1,051,871	4,201,871
6/1/2031	2,520,000	2.56%	974,538	3,494,538
6/1/2032	-	-	910,152	910,152
6/1/2033	-	-	910,152	910,152
6/1/2034	-	-	910,152	910,152
6/1/2035	17,000,000	2.64%	910,152	17,910,152
6/1/2036	-	-	461,182	461,182
6/1/2037	-	-	461,182	461,182
6/1/2038	-	-	461,182	461,182
6/1/2039	15,740,000	2.93%	461,182	16,201,182
<b>Total</b>	<b>\$ 85,000,000</b>		<b>\$ 20,300,245</b>	<b>\$ 105,300,245</b>

*KHESLC has requested that the following italicized language be incorporated into this New Bond Issue Report. On July 15, 2021, KHESLC plans to request the Executive Committee of its Board of Directors to provide preliminary authorization and approval for up to \$455 million of bonds for the Fiscal Year ending June 30, 2022. That estimate is comprised of approximately \$85 million of fixed rate bonds supporting the KHESLC Advantage Loan program as noted on pages one and two of this NBIR. The remaining \$370 million estimate represents the expected maximum amount of bonds possible in support of the FFELP Loan program. Although the likelihood of FFELP issuance of any kind is “possible” more so than either probable or remote, it does make good and efficient sense for KHESLC to seek all appropriate Board-related and Commonwealth-related approvals that reconcile in total with each other. To that end, pages three and four of this NBIR supports such expected maximum amount of bonds possible in support of the FFELP Loan program.*

### **Preliminary - NEW BOND ISSUE REPORT**

<b>Name of Issue:</b>	\$370,000,000 Kentucky Higher Education Student Loan Corporation (“KHESLC”) Student Loan Backed Notes to be issued in one or more tranches in an interim or permanent mode
<b>Purpose of Issue:</b>	The Student Loan Backed Notes will be issued in one or more tranches in an interim (Bridge Line) or permanent mode for the purpose of financing or refinancing Federal Family Education Loan Program (“FFELP”) Student Loans and rehabilitated FFELP loans. The Student Loan Backed Notes will be either Directly Placed Notes (“DPNs”) or Asset-Backed Notes (“ABNs”), will bear interest on the basis of either a fixed spread to a benchmark index (initially LIBOR, but could change to match a change in the index of the FFELP loans to be financed) or a fixed rate (which may be roughly proportional to the underlying FFELP loans which provide a fixed floor income). The Student Loan Backed Notes will be issued on a taxable and/or tax-exempt (AMT) basis. KHESLC’s Board Executive Committee is being simultaneously asked to provide preliminary bond issuance authorization and approval of up to \$370 million FFELP loan backed bonds through June 30, 2022.
<b>Proposed Date of Sale:</b>	[Various dates on or prior to June 30, 2022]
<b>Proposed Date of Issue:</b>	[Various dates on or prior to June 30, 2022]
<b>Rating (Anticipated):</b>	TBD

**Estimated Net Proceeds For Project<sup>(1)</sup>:**

Estimated Net Proceeds	\$ 365,775,000
Debt Service Reserve Fund	925,000
Cost of Issuance	3,300,000
<b>Gross Proceeds</b>	<b>\$ 370,000,000</b>

**Expected Initial Interest Rates<sup>(1)</sup>:** Floating: One Month LIBOR + 0.70%; Fixed: 1.75%**Length of Term<sup>(1)</sup>:** Final Maturity Date: June 1, 2052**Gross Debt Service<sup>(1)</sup>:** \$ 463,495,108**Average Annual Debt Service<sup>(1)</sup>:** \$ 30,899,674**First Call:** TBD**Method of Sale:** Bridge Lines or DPNs: Direct Placed; ABNs: Negotiated**Bond Counsel:** Hawkins Delafield & Wood LLP**Purchaser:** For any Bridge Lines or DPNs, Bank of America, N.A. and/or an affiliate of Bank of America Corporation**Purchaser's Counsel:** For any Bridge Lines or DPNs, Chapman and Cutler LLP**Underwriter:** For any ABNs, BofA Securities, Inc.**Underwriter's Counsel:** For any ABNs, Kutak Rock LLP**Financial Advisor:** TBD**Trustee:** TBD**Debt Service: KHESLC FFELP Student Loan Asset-Backed Notes<sup>(1)</sup>**

Date	Annual Gross Debt Service		
	Interest	Principal	Total
1/1/2023	\$ 11,909,131	\$ 29,933,139	\$ 41,842,270
1/1/2024	12,710,317	30,946,165	43,656,482
1/1/2025	11,654,241	28,917,188	40,571,429
1/1/2026	10,304,686	32,574,193	42,878,879
1/1/2027	8,906,903	37,049,682	45,956,585
1/1/2028	7,550,357	35,696,260	43,246,617
1/1/2029	6,278,850	33,898,879	40,177,729
1/1/2030	5,019,183	32,139,682	37,158,866
1/1/2031	3,814,976	29,615,866	33,430,841
1/1/2032	2,813,901	20,246,633	23,060,534
1/1/2033	5,100,245	15,032,687	20,132,932
1/1/2034	3,879,510	14,468,562	18,348,072
1/1/2035	2,413,974	13,552,450	15,966,424
1/1/2036	1,066,786	12,208,099	13,274,885
1/1/2037	72,049	3,720,515	3,792,564
<b>Total</b>	<b>\$ 93,495,108</b>	<b>\$ 370,000,000</b>	<b>\$ 463,495,108</b>

(1) Assuming a single \$370,000,000 issuance, typical FFELP portfolio characteristics and current market conditions

**Preliminary New Bond Issue Report**

**Issue:** **The Turnpike Authority of Kentucky**

Economic Development Road Revenue and Revenue Refunding Bonds (Revitalization Projects) 2021 Series A, B, C and 2022 Series A with a principal amount not to exceed \$250,000,000

**Purpose of Issue:** The transaction design authorizes multiple series of bonds to allow for financing flexibility and positions the Authority to capture economic savings utilizing current and advance refunding of existing debt service. The 2021 Series A Bonds will be issued to tax-exempt currently refund \$17.915 million of TAK 2011 Series A Bonds. The 2021 Series B Bonds will potentially be issued for \$50 million of New Money Road Fund supported projects authorized by the 2010 Extraordinary Session of the General Assembly in House Bill 3. The 2021 Series C Bonds will potentially be issued to Tax-Exempt Forward Refund \$71.1 million of TAK 2012 Series A Bonds. The 2022 Series A Bonds will potentially be issued to Taxably Refund \$85.825 million of TAK 2013 Series A Bonds. Any series issued will finance the costs associated with the issuance.

Proposed Date of Sale: August 3, 2021  
 Proposed Date of Delivery: August 26, 2021  
 Proposed Date of Forward Delivery: April 4, 2022

**Ratings:**  
 Moody's TBD  
 Kroll TBD

	<u>Tax-Exempt Refunding (2011 Bonds)</u>	<u>New Money</u>	<u>Tax-Exempt Forward Refunding (2012 Bonds)</u>	<u>Taxable Refunding (2013 Bonds)</u>	<u>Total</u>
<b>Sources:</b>	<b>2021 Series A</b>	<b>2021 Series B</b>	<b>2021 Series C</b>	<b>2022 Series A</b>	
Par amount of bonds:	\$ 13,675,000	\$ 38,505,000	\$ 57,785,000	\$ 85,825,000	\$ 195,790,000
Premium:	4,318,962	11,710,681	15,335,686		31,365,329
<b>Total Sources:</b>	<b>\$ 17,993,962</b>	<b>\$ 50,215,681</b>	<b>\$ 73,120,686</b>	<b>\$ 85,825,000</b>	<b>\$ 227,155,329</b>

	<u>Tax-Exempt Refunding (2011 Bonds)</u>	<u>New Money</u>	<u>Tax-Exempt Forward Refunding (2012 Bonds)</u>	<u>Taxable Refunding (2013 Bonds)</u>	<u>Total</u>
<b>Uses:</b>	<b>2021 Series A</b>	<b>2021 Series B</b>	<b>2021 Series C</b>	<b>2022 Series A</b>	
Project Fund Deposit:		\$ 50,000,000			\$ 50,000,000
Refunding Escrow Deposit:	\$ 17,915,000		\$ 72,800,950	\$ 85,346,122	176,062,073
Issuance Cost:	78,962	215,681	319,736	478,878	1,093,256
<b>Total Uses:</b>	<b>\$ 17,993,962</b>	<b>\$ 50,215,681</b>	<b>\$ 73,120,686</b>	<b>\$ 85,825,000</b>	<b>\$ 227,155,329</b>

All-in True Interest Cost: 1.9984%  
 Final Maturity Date: 7/1/2041  
 Average Annual Debt Service: \$13,500,822  
 Total Debt Service: \$267,953,813  
 Average Life (years): 9.915

**Refunding Summary:**

Bond Issue Being Refinanced:		See Summary of Bonds Refunded (attached)		
Par Amount of Refunded Bonds:	\$17,915,000	\$71,100,000	\$77,930,000	
Net PV Savings:	\$5,305,218	\$16,291,715	\$12,962,446	<b>\$34,559,379</b>
Percentage Savings of Refunded Bonds:	29.6132%	22.9138%	16.6334%	

**Method of Sale:** Negotiated  
 Dinsmore & Shohl,  
 LLP  
**Bond Counsel:** JP Morgan  
**Underwriter:** TBD  
**Underwriters' Counsel:** The Bank of New  
 York Mellon Trust  
 Company

**Trustee:** Office of Financial  
 Management

**Financial Advisor:**

Preliminary cashflows as of 6/22/2021  
 Preliminary Subject to Change

## BOND DEBT SERVICE

Kentucky Turnpike Authority  
 Economic Development Road Revenue and Revenue Refunding Bonds, 2021 Series  
 Rates as of 6/22/2021

\*\*Preliminary and Subject to Change\*\*

Dated Date 08/26/2021  
 Delivery Date 08/26/2021

Period Ending	Principal	Coupon	Interest	Debt Service
07/01/2022	1,750,000	** %	4,271,517.26	6,021,517.26
07/01/2023	1,050,000	0.448%	7,092,043.26	8,142,043.26
07/01/2024	1,055,000	0.741%	7,087,339.26	8,142,339.26
07/01/2025	1,060,000	1.056%	7,079,521.70	8,139,521.70
07/01/2026	2,695,000	** %	7,068,328.10	9,763,328.10
07/01/2027	3,185,000	** %	6,973,638.90	10,158,638.90
07/01/2028	14,375,000	** %	6,852,732.80	21,227,732.80
07/01/2029	32,265,000	** %	6,553,400.00	38,818,400.00
07/01/2030	33,445,000	** %	5,346,713.00	38,791,713.00
07/01/2031	34,765,000	** %	4,075,479.00	38,840,479.00
07/01/2032	31,060,000	** %	2,732,824.00	33,792,824.00
07/01/2033	16,120,000	** %	1,569,776.00	17,689,776.00
07/01/2034	2,405,000	5.000%	1,148,250.00	3,553,250.00
07/01/2035	2,525,000	5.000%	1,028,000.00	3,553,000.00
07/01/2036	2,650,000	5.000%	901,750.00	3,551,750.00
07/01/2037	2,785,000	5.000%	769,250.00	3,554,250.00
07/01/2038	2,925,000	5.000%	630,000.00	3,555,000.00
07/01/2039	3,070,000	5.000%	483,750.00	3,553,750.00
07/01/2040	3,220,000	5.000%	330,250.00	3,550,250.00
07/01/2041	3,385,000	5.000%	169,250.00	3,554,250.00
	195,790,000		72,163,813.28	267,953,813.28

## SAVINGS

Kentucky Turnpike Authority  
 Economic Development Road Revenue and Revenue Refunding Bonds, 2021 Series  
 Rates as of 6/22/2021

\*\*Preliminary and Subject to Change\*\*

Date	Prior Debt Service	Refunding Debt Service	Savings	Present Value to 08/26/2021 @ 1.6967976%
07/01/2022	6,316,400.28	4,390,402.68	1,925,997.60	1,909,904.58
07/01/2023	8,252,687.52	6,216,793.26	2,035,894.26	1,985,609.45
07/01/2024	8,150,187.52	6,217,089.26	1,933,098.26	1,854,382.77
07/01/2025	8,150,187.52	6,214,271.70	1,935,915.82	1,825,984.90
07/01/2026	8,150,187.52	6,213,078.10	1,937,109.42	1,796,534.99
07/01/2027	11,040,187.52	6,604,638.90	4,435,548.62	4,029,889.13
07/01/2028	19,539,875.02	17,674,232.80	1,865,642.22	1,673,023.39
07/01/2029	41,046,112.52	35,264,650.00	5,781,462.52	5,073,303.05
07/01/2030	41,020,662.52	35,237,213.00	5,783,449.52	4,988,066.62
07/01/2031	41,068,662.52	35,289,979.00	5,778,683.52	4,898,358.42
07/01/2032	34,473,518.76	30,241,074.00	4,232,444.76	3,526,866.59
07/01/2033	15,344,681.26	14,137,026.00	1,207,655.26	990,021.33
	242,553,350.48	203,700,448.70	38,852,901.78	34,551,945.22

### Savings Summary

Deliv Date	Refunding Funds on Hand	Total	Present Value to 08/26/2021 @ 1.6967976%
08/26/2021	7,380.32	7,380.32	7,380.32
04/04/2022	54.36	54.36	53.81
			7,434.13

PV of savings from cash flow	34,551,945.22
Adjustments	7,434.13
Net PV Savings	34,559,379.34

## SUMMARY OF BONDS REFUNDED

Kentucky Turnpike Authority  
 Economic Development Road Revenue and Revenue Refunding Bonds, 2021 Series  
 Rates as of 6/22/2021

\*\*Preliminary and Subject to Change\*\*

Bond	Maturity Date	Interest Rate	Par Amount	Call Date	Call Price
Series 2011A: Econ Dev Road Rev & Rev Refunding:					
SERIAL	07/01/2029	4.750%	520,000.00	08/26/2021	100.000
	07/01/2029	5.000%	5,165,000.00	08/26/2021	100.000
	07/01/2030	4.875%	600,000.00	08/26/2021	100.000
	07/01/2030	5.000%	5,345,000.00	08/26/2021	100.000
	07/01/2031	4.875%	6,285,000.00	08/26/2021	100.000
			<u>17,915,000.00</u>		
Series 2012: Econ Dev Road Rev:					
SERIAL	07/01/2023	2.500%	100,000.00	07/01/2022	100.000
	07/01/2027	3.125%	2,890,000.00	07/01/2022	100.000
	07/01/2029	4.000%	3,000,000.00	07/01/2022	100.000
	07/01/2029	5.000%	12,825,000.00	07/01/2022	100.000
	07/01/2030	5.000%	16,585,000.00	07/01/2022	100.000
	07/01/2031	5.000%	17,415,000.00	07/01/2022	100.000
	07/01/2032	3.625%	4,830,000.00	07/01/2022	100.000
	07/01/2032	5.000%	13,455,000.00	07/01/2022	100.000
			<u>71,100,000.00</u>		
Economic Development Road Revenue Bonds, 2013 Series A:					
SER	07/01/2028	4.250%	3,365,000.00	07/01/2023	100.000
	07/01/2028	5.000%	8,115,000.00	07/01/2023	100.000
	07/01/2029	5.000%	12,025,000.00	07/01/2023	100.000
	07/01/2030	5.000%	12,625,000.00	07/01/2023	100.000
	07/01/2031	5.000%	13,260,000.00	07/01/2023	100.000
	07/01/2032	5.000%	13,920,000.00	07/01/2023	100.000
	07/01/2033	4.625%	1,685,000.00	07/01/2023	100.000
	07/01/2033	5.000%	12,935,000.00	07/01/2023	100.000
			<u>77,930,000.00</u>		
			166,945,000.00		





## CABINET FOR ECONOMIC DEVELOPMENT

**Andy Beshear**  
Governor

Old Capitol Annex  
300 West Broadway  
Frankfort, Kentucky 40601

**Larry Hayes**  
Interim Secretary

June 18, 2021

The Honorable Christian McDaniel, Co-Chair  
The Honorable Jason Petrie, Co-Chair  
Joint Committee on Appropriations and Revenue  
Room 160, Capitol Annex  
702 Capital Avenue  
Frankfort, Kentucky 40601

Dear Senator McDaniel and Representative Petrie:

Pursuant to KRS 45.816, I have enclosed information relative to the costs associated with the issuance of revenue bonds issued by the Kentucky Economic Development Finance Authority (KEDFA) for the Christian Care Communities, Inc. Obligated Group, Series 2021.

The listing of costs associated with the bond issue is submitted to KEDFA and the Office of Financial Management (OFM) from bond counsel and is commonly referred to as "Exhibit B" (see attached form). The Commonwealth is not responsible for the payment of costs for the revenue bond issue; however, KRS 45.816 requires the cost information to be furnished to the Capital Projects and Bond Oversight Committee (CPBOC) and the Interim Joint Committee on Appropriations and Revenue.

If you have any questions or if I can be of assistance to you, please contact me at (502) 782-1987.

Sincerely,

A handwritten signature in black ink that reads "Katie Smith".

Katie Smith  
Commissioner

Enclosure

cc: Jennifer Hays

## NEW BOND ISSUE REPORT

### NEW BOND ISSUE

**Name of bond issue:** Kentucky Economic Development Finance Authority Healthcare Facilities Revenue Bonds, Series 2021 (Christian Care Communities, Inc. Obligated Group) (the “Bonds”), which are federally tax-exempt and issued in an aggregate principal amount of \$54,360,000.

**Purpose of issue:** The purpose of the Bonds is to (i) refinance the 2016 Bonds issued by KEDFA for the benefit of the Obligated Group and certain other taxable indebtedness (bank loans) of the members of the Obligated Group (collectively, the “Prior Debt”), the proceeds of which Prior Debt were used to finance and refinance health care and health related facilities, including long-term care facilities and housing for the aged or infirm, located in the Commonwealth and owned and/or operated by the members of the Obligated Group (collectively, the “Prior Project”), (ii) finance and refinance the costs of the acquisition, construction and equipping of health care and health related facilities, including long-term care facilities and housing for the aged or infirm, located in the Commonwealth and owned and/or operated by the members of the Obligated Group (collectively, the “New Project” and, together with the Prior Project, the “Project”), (iii) fund capitalized interest on all or a portion of the Bonds, (iv) fund a debt service reserve for the Bonds and (v) pay costs of issuance of the Bonds. The “Obligated Group” will include Christian Care Communities, Inc. (“CCC”) and the following affiliates: The Broadhurst Group, Inc., Christian Care Services, Inc., Christian Care Communities Foundation, Inc. and Christian Care Assisted Living – Bowling Green, Inc. The members of the Obligated Group will be jointly and severally liable for certain indebtedness incurred by one or more members of the Obligated Group.

**Name of project(s) covered by issue:**

The following locations of the Christian Care Communities, Inc. Obligated Group:

- Christian Care Communities, Inc./Christian Health Center (Louisville)
- The Broadhurst Group, Inc./Corporate Offices for all facilities (Louisville)
- Christian Care Communities, Inc./Christian Health Center (Bowling Green)
- Christian Care Communities, Inc./Village Manor (Bowling Green)
- Christian Care Assisted Living – Bowling Green, Inc. (Bowling Green)
- Christian Care Communities, Inc./Christian Health Center (Corbin)
- Christian Care Communities, Inc./Village at Corbin (Corbin)

- Christian Care Communities, Inc./Christian Health Center (Hopkinsville)
- Christian Care Communities, Inc./Chambers Court (Hopkinsville)
- Christian Care Communities, Inc./Cornell Memory Center (Hopkinsville)
- Christian Care Communities, Inc./Cox Mill Court (Hopkinsville)
- Christian Care Communities, Inc./Village Manor (Hopkinsville)
- Christian Care Communities, Inc./Friendship House of Hopkinsville (Hopkinsville)
- Christian Care Communities, Inc./Central Adult Day Center (Lexington)
- Christian Care Communities, Inc./Maplebrook Village (Owensboro)
- Christian Care Communities, Inc./Garden Grace (Owensboro)
- Christian Care Services, Inc./Bridgepointe at Ashgrove Woods (Nicholasville)

**Date of sale:** June 10, 2021                      **Date of issue:** June 17, 2021

**Ratings:**

Moody's: none                      Standard & Poor's: none                      Fitch: none

**Dates of authorization:**

If multiple, list on attachment.

A resolution adopted by the City Commission of the City of Nicholasville, KY on March 19, 2020; a resolution adopted by the Legislative Council of the Louisville/Jefferson County Metro Government on March 19, 2020; a resolution adopted by Fiscal Court of the Christian County, KY on March 11, 2020; a municipal order adopted by the Board of Commissioners of the City of Owensboro, KY on March 3, 2020; a resolution adopted by the City Commission of the City of Corbin, KY on March 16, 2020; a resolution anticipated to be adopted by the Fiscal Court of Warren County, KY on February 27, 2020; the Inducement Resolution adopted by KEDFA on February 27, 2020, the Bond Authorization Resolution adopted by KEDFA on March 26, 2020 and the Supplemental Resolution adopted by KEDFA on April 29, 2021. Kentucky State Property & Buildings Commission approval was obtained on April 13, 2020. Capital Project and Bond Oversight Joint Committee of the General Assembly approval was obtained on April 14, 2021. The Governor approved (with respect to the applicable elected representative approval) on May 12, 2021.

**NET PROCEEDS FOR PROJECT:** \$32,822,125 (amount used to refinance Prior Debt)

Plus:

Issuance costs: Issuance costs, including underwriter's discount, paid from Bond proceeds, will be \$1,253,442

Bond discount: \$2,860,450

Debt service reserve fund: \$3,553,325

Insurance premium: \$-0-

Other (specify): Acquisition costs for Ashgrove Woods: \$13,146,340

Reimbursement for Project costs: \$-0-

Swap Termination Fee (2016 Bonds): \$772,859

Other Project Costs (real-estate related costs): \$174,910

Less:

Equity Contribution: \$223,451

**GROSS PROCEEDS:** \$54,360,000

**Terms of issue:** Fixed rate. Bonds maturing on July 1 in the years 2031 (4.25%), 2040 (4.75%), 2050 (5.00%) and 2055 (5.125%).

**Net Interest Rate:** Arbitrage yield = 5.3717%

TIC = 5.4781%

NIC = 5.2677%

All-in TIC = 5.6019%

Average Coupon = 4.9983%

**Final Maturity Date:** July 1, 2055

**Gross debt service amount:** \$123,978,884

**Average annual debt service:** \$3,642,272

**First Call Date:** July 1, 2029

**Premium at first call:** 102%

**Method of sale (competitive bid or negotiation):** Negotiation

**Purchasers:** Institutional and Accredited Investors

**Bond counsel:** Ice Miller LLP

**Underwriter counsel:** Harris Beach PLLC

**Financial Advisor:** None

**Underwriter:** Cain Brothers & Company, a division of KeyBanc Capital Markets Inc.

**Trustee:** UMB Bank, N.A.

## Professional Services

<u>Payee Name/Address*</u>	<u>Participation</u>	Fees, commissions, or any other economic benefits received or anticipated to be received
KEDFA Frankfort, KY	Issuance Fee	\$10,000
Cain Brothers New York, NY	Underwriter's Discount	625,140
Ice Miller LLP Columbus, OH	Bond Counsel Fee and Expenses	140,000
Seiller Waterman LLC Louisville, KY	Borrower Counsel Fee and Expenses	77,983
Harris Beach PLLC	Underwriter's Counsel Fee and Expenses	110,000
Dixon Hughes Goodman LLP Atlanta, GA	Feasibility Study Consultant	160,000
MCM CPAs & Advisors LLP Louisville, KY	Auditor fees	73,000
Stites & Harbison, PLLC Louisville, KY	Issuer's Counsel Fee and Expenses	26,000
UMB Bank, N.A. New York, NY	Trustee Fees	4,500
Louisville/Metro Government Louisville, KY	Local approval fee	1,500
Cain Brothers New York, NY	Underwriter's expenses	25,319

\* Payees listed shall include issuers, underwriters, placement agents and advisors, financial advisors, remarketing agents, credit enhancers, trustees, accountants, and the counsel of all such persons, bond counsel, special tax counsel, and any other persons receiving financing benefit from the issuance of revenue bonds or notes.

All costs of issuance paid from Bond proceeds up to 2% of sale proceeds of Bonds; any excess paid for with proceeds of taxable commercial bank loan.

Note: Changes or additions in amounts or names of payees or recipients shall be furnished to the Capital Projects and Bond Oversight Committee and the Interim Joint Committee on Appropriations and Revenue, and shall be made available to the public, within three (3) days following such change or addition.

**SOURCES AND USES** (see attachment)

Sources:	Bond Proceeds	\$54,360,000
	Original Issue Discount	(2,860,450)
	Equity Contribution	<u>223,450</u>
	Total Sources	\$51,723,000
Debt Service:	(See Attachment)	
Uses:	Refunding Series 2016 Bonds	\$32,822,125
	Swap termination fee	772,858
	Acquisition of Ashgrove Woods Facility	13,146,340
	Debt Service Reserve Fund	3,553,325
	Legal, Accounting, Printing, UW's Discount and Incidental Expenses	1,428,352
	Total Uses	\$51,723,000

FOR REFUNDING ONLY

**AGGREGATE**

**Bond issue being refinanced:** Kentucky Economic Development Finance Healthcare Facilities Revenue Bonds, Series 2016A and Series 2016B (Christian Care Communities, Inc. Obligated Group)

**Amount of outstanding principal:** \$32,790,383.35

**Amount to be refunded:** \$32,822,125 (\$32,790,384 + 31,741 accrued interest)

**If less than the outstanding principal is to be refunded, explain:**N/A

**Terms of existing bond issue:** Existing bonds are held by two commercial banks in a "bank direct purchase" transaction.

<b>Net interest rate:</b>	Variable interest rate based on monthly reset of 1 Month LIBOR rate	<b>Length of term:</b>	Final maturity 12/01/2045
---------------------------	---	------------------------	---------------------------

**First call date:** currently callable  
**Premium at first call:** currently callable at par  
**Average annual debt service:** approx. \$2,831,253

REFUNDING ACTIVITY

Funds to apply to refunding:	\$32,822,125
Proceeds from New Bonds	\$32,822,125
Released Debt Service Reserve	\$-0-
Total Available to Pay Old Bond Issue	\$32,822,125

SAVINGS RESULTING FROM REFINANCING

The refinancing is not expected to generate debt service savings over the remaining term the existing bonds will be held by the current bank purchasers. The refinancing is intended to take advantage of low fixed rates, eliminate burdensome bank covenants and eliminate “renewal risk” given short-term commitment period of banks.

Average annual debt service savings: N/A  
Number of years savings will accrue: N/A  
Total present value savings: N/A

4811-6755-2238.1





Commonwealth of Kentucky  
Finance and Administration Cabinet  
**OFFICE OF FINANCIAL MANAGEMENT**  
Room 76, Capitol Annex  
702 Capital Avenue  
Frankfort, KY 40601-3462  
(502) 564-2924

**Andy Beshear**  
Governor

**Holly M. Johnson**  
Secretary

**Ryan Barrow**  
Executive Director

June 4, 2021

Mr. Dan Durbin, Vice President for Finance and Administration  
University of Louisville  
2301 South 3<sup>rd</sup> Street  
Louisville, KY 40292

Dear Mr. Durbin,

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 University of Louisville debt issuance of the \$21,400,000 Forward Delivery General Receipts Refunding Bonds, 2021 Series A.

Sincerely,

*Ryan Barrow*

Ryan Barrow  
Executive Director

Attachments

**FINAL BOND ISSUE REPORT**  
OFM APPROVAL PURSUANT TO KRS 42.420

University of Louisville  
\$21,400,000  
Forward Delivery General Receipts Refunding Bonds, 2021 Series A

**DESCRIPTION:**

The Bonds are being issued to (i) pay the costs of refunding certain 2011 Series A bonds and (ii) to pay the costs of issuing the Bonds.

**BOND SUMMARY STATISTICS:**

Par Amount:	\$21,400,000.00
Pricing Date:	March 20, 2020
Closing Date:	June 4, 2021
Dated Date:	June 4, 2021
Final Maturity:	September 1, 2031
Arbitrage Yield:	1.550%
TIC:	1.550%
NIC:	1.550%
All-In TIC:	1.622%
Benchmark (BBWK20GO May 13, 2021):	2.280%

**RATINGS:**

No rating was required for this transaction.

**SOURCES AND USES OF FUNDS:**

	<u>Series 2021 A (\$)</u>
<b>SOURCES OF FUNDS:</b>	
Par amount of bonds:	21,400,000.00
<b>TOTAL SOURCES</b>	<u>21,400,000.00</u>
<b>USES OF FUNDS:</b>	
Refunding Escrow Deposit	21,314,875.00
Costs of Issuance	85,125.00
<b>TOTAL USES</b>	<u>21,400,000.00</u>
Average Annual Debt Service:	\$2,275,982.91
Total Debt Service:	\$23,309,858.33
Average Life (years):	5.758

## FINAL BOND ISSUE REPORT

### Refunding Summary:

Bond Issue Being Refinanced:	See Summary of Bonds Refunded (attached)
Par Amount of Refunded Bonds:	\$20,795,000.00
Net PV Savings:	\$3,817,854.07
Percentage Savings of Refunded Bonds:	18.36%
Method of Sale:	Direct Purchase
Bond Counsel:	Dinsmore & Shohl, LLP
Purchaser:	Regions Capital Advantage, Inc
Purchaser's Counsel:	Maynard Cooper Gale
Trustee:	U.S. Bank
Financial Advisor:	Baird & OFM

Final Cashflows as of March 20, 2020

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	\$ 22,405.76
Baird	Financial Advisor	40,000.00
US Bank	Trustee	1,000.00
OFM*	Financial Advisor	5,350.00
Maynard Cooper Gale	Bank Counsel	20,000.00
	Misc./Contingency	1,719.24
TOTAL COST OF ISSUANCE		<u>\$ 90,475.00</u>

\*OFM's fee was paid outside of bond proceeds

BOND DEBT SERVICE

University of Louisville  
 Refunding of 2011 Series A  
 REGIONS BANK  
 Tax-Exempt Direct Purchase Bank Placement  
 Forward Delivery Refunding  
 Prepayable on or After September 1, 2027  
 \*\*\*FINAL NUMBERS\*\*\*

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
09/01/2021	420,000	1.550%	80,160.83	500,160.83	
03/01/2022			162,595.00	162,595.00	
06/30/2022					662,755.83
09/01/2022	1,955,000	1.550%	162,595.00	2,117,595.00	
03/01/2023			147,443.75	147,443.75	
06/30/2023					2,265,038.75
09/01/2023	1,990,000	1.550%	147,443.75	2,137,443.75	
03/01/2024			132,021.25	132,021.25	
06/30/2024					2,269,465.00
09/01/2024	2,015,000	1.550%	132,021.25	2,147,021.25	
03/01/2025			116,405.00	116,405.00	
06/30/2025					2,263,426.25
09/01/2025	2,050,000	1.550%	116,405.00	2,166,405.00	
03/01/2026			100,517.50	100,517.50	
06/30/2026					2,266,922.50
09/01/2026	2,080,000	1.550%	100,517.50	2,180,517.50	
03/01/2027			84,397.50	84,397.50	
06/30/2027					2,264,915.00
09/01/2027	2,110,000	1.550%	84,397.50	2,194,397.50	
03/01/2028			68,045.00	68,045.00	
06/30/2028					2,262,442.50
09/01/2028	2,145,000	1.550%	68,045.00	2,213,045.00	
03/01/2029			51,421.25	51,421.25	
06/30/2029					2,264,466.25
09/01/2029	2,175,000	1.550%	51,421.25	2,226,421.25	
03/01/2030			34,565.00	34,565.00	
06/30/2030					2,260,986.25
09/01/2030	2,210,000	1.550%	34,565.00	2,244,565.00	
03/01/2031			17,437.50	17,437.50	
06/30/2031					2,262,002.50
09/01/2031	2,250,000	1.550%	17,437.50	2,267,437.50	
06/30/2032					2,267,437.50
	21,400,000		1,909,858.33	23,309,858.33	23,309,858.33



## SAVINGS

University of Louisville  
 Refunding of 2011 Series A  
 REGIONS BANK  
 Tax-Exempt Direct Purchase Bank Placement  
 Forward Delivery Refunding  
 Prepayable on or After September 1, 2027  
 \*\*\*FINAL NUMBERS\*\*\*

Date	Prior Debt Service	Refunding Debt Service	Savings	Present Value to 06/04/2021 @ 1.5501372%
06/30/2022	1,039,750.00	662,755.83	376,994.17	372,852.32
06/30/2023	2,643,625.00	2,265,038.75	378,586.25	368,896.93
06/30/2024	2,644,250.00	2,269,465.00	374,785.00	359,779.14
06/30/2025	2,640,625.00	2,263,426.25	377,198.75	356,779.85
06/30/2026	2,642,500.00	2,266,922.50	375,577.50	350,023.97
06/30/2027	2,639,625.00	2,264,915.00	374,710.00	344,101.70
06/30/2028	2,641,750.00	2,262,442.50	379,307.50	343,258.32
06/30/2029	2,643,500.00	2,264,466.25	379,033.75	338,021.15
06/30/2030	2,639,750.00	2,260,986.25	378,763.75	332,884.24
06/30/2031	2,640,250.00	2,262,002.50	378,247.50	327,630.08
06/30/2032	2,644,500.00	2,267,437.50	377,062.50	321,907.15
	27,460,125.00	23,309,858.33	4,150,266.67	3,816,134.83

Savings Summary

PV of savings from cash flow	3,816,134.83
Plus: Refunding funds on hand	1,719.24
	<hr/>
Net PV Savings	3,817,854.07

## SUMMARY OF BONDS REFUNDED

University of Louisville  
 Refunding of 2011 Series A  
 REGIONS BANK  
 Tax-Exempt Direct Purchase Bank Placement  
 Forward Delivery Refunding  
 Prepayable on or After September 1, 2027  
 \*\*\*FINAL NUMBERS\*\*\*

Bond	Maturity Date	Interest Rate	Par Amount	Call Date	Call Price
Series 2011A, 2011, BOND:					
	09/01/2022	5.000%	1,645,000.00	09/01/2021	100.000
	09/01/2023	5.000%	1,730,000.00	09/01/2021	100.000
	09/01/2024	5.000%	1,815,000.00	09/01/2021	100.000
	09/01/2025	5.000%	1,910,000.00	09/01/2021	100.000
	09/01/2026	5.000%	2,005,000.00	09/01/2021	100.000
	09/01/2027	5.000%	2,110,000.00	09/01/2021	100.000
	09/01/2028	5.000%	2,220,000.00	09/01/2021	100.000
	09/01/2029	5.000%	2,330,000.00	09/01/2021	100.000
	09/01/2030	5.000%	2,450,000.00	09/01/2021	100.000
	09/01/2031	5.000%	2,580,000.00	09/01/2021	100.000
			20,795,000.00		






# OFM Approval Letter UL 2021 Series A

Final Audit Report

2021-05-27

Created:	2021-05-26
By:	Billy Aldridge (billy.aldridge@ky.gov)
Status:	Signed
Transaction ID:	CBJCHBCAABAAx_XQgzyYyqZaDvNxeyjPIgkrtNFY8BPH

## "OFM Approval Letter UL 2021 Series A" History

-  Document created by Billy Aldridge (billy.aldridge@ky.gov)  
2021-05-26 - 8:25:19 PM GMT- IP address: 205.204.186.53
-  Document emailed to Ryan Barrow (ryan.barrow@ky.gov) for signature  
2021-05-26 - 8:25:51 PM GMT
-  Email viewed by Ryan Barrow (ryan.barrow@ky.gov)  
2021-05-27 - 11:23:41 AM GMT- IP address: 205.204.186.53
-  Document e-signed by Ryan Barrow (ryan.barrow@ky.gov)  
Signature Date: 2021-05-27 - 11:24:03 AM GMT - Time Source: server- IP address: 205.204.186.53
-  Agreement completed.  
2021-05-27 - 11:24:03 AM GMT





Commonwealth of Kentucky  
Finance and Administration Cabinet  
**OFFICE OF FINANCIAL MANAGEMENT**  
Room 76, Capitol Annex  
702 Capital Avenue  
Frankfort, KY 40601-3462  
(502) 564-2924

**Andy Beshear**  
Governor

**Holly M. Johnson**  
Secretary

**Ryan Barrow**  
Executive Director

June 3, 2021

Mr. Dan Durbin, Vice President for Finance and Administration  
University of Louisville  
2301 South 3<sup>rd</sup> Street  
Louisville, KY 40292

Dear Mr. Durbin,

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 University of Louisville debt issuance of the \$39,450,000 General Receipts Bonds, 2021 Series B.

Sincerely,

*Ryan Barrow*

Ryan Barrow  
Executive Director

Attachments

**FINAL BOND ISSUE REPORT**

OFM APPROVAL PURSUANT TO KRS 42.420

University of Louisville  
\$39,450,000  
2021 Series B General Receipts Bonds

**DESCRIPTION:**

The Bonds are being issued To (i) finance the acquisition, construction, installation, and equiping of a new residence hall and (ii) pay the costs of issuance of the Bonds.

**BOND SUMMARY STATISTICS:**

Par Amount:	\$39,450,000.00
Pricing Date:	May 18, 2021
Closing Date:	June 3, 2021
Dated Date:	June 3, 2021
Final Maturity:	September 1, 2050
Arbitrage Yield:	2.181%
TIC:	2.406%
NIC:	2.452%
All-In TIC:	2.438%
Benchmark (BBWK20GO April 8, 2021):	2.300%

**RATINGS:**

Moody's	A1 / Baa1 (Underlying)
S&P	A+ / AA (Insured)

**SOURCES AND USES OF FUNDS:**

	<b>Series 2021 B (\$)</b>
<b>SOURCES OF FUNDS:</b>	
Par amount of bonds:	39,450,000.00
Net Original Issue Premium:	2,454,327.15
<b>TOTAL SOURCES</b>	<b>41,904,327.15</b>
<b>USES OF FUNDS:</b>	
Deposit to the Project Fund	41,093,856.00
Costs of Issuance*	177,744.43
Bond Insurance	125,800.00
Underwriter's Discount	506,926.72
<b>TOTAL USES</b>	<b>41,904,327.15</b>

\* Includes legal, printing, rating agency fees, and other expenses of the issuance and offering of the Bonds.

## FINAL BOND ISSUE REPORT

Final Maturity Date:	September 1, 2050
Average Annual Debt Service:	\$1,981,838.21
Total Debt Service:	\$57,957,757.37
Average Life (years):	17.249

Method of Sale:	Competitive
Bond Counsel:	Dinsmore & Shohl, LLP
Underwriter:	Wells Fargo, National Association
Trustee:	U.S. Bank
Financial Advisor:	Baird & OFM

Final Cashflows as of May 18, 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:**

<b>Firm</b>	<b>Service</b>	<b>Fee</b>
Dinsmore & Shohl	Bond Counsel	\$ 38,633.50
Baird	Financial Advisor	25,642.50
Moody's	Rating Service	47,000.00
S&P Global	Rating Service	40,750.00
US Bank	Trustee	1,000.00
OFM	Financial Advisor	9,862.50
Clifton Larson Allen	Auditor	6,000.00
	Misc./Contingency	8,855.93
TOTAL		\$ 177,744.43

**BOND DEBT SERVICE**  
**University of Louisville**  
**General Receipts Bonds, 2021 Series B**  
**\*\*\*FINAL NUMBERS\*\*\***

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
09/01/2021	150,000	5.000%	297,363.61	447,363.61	
03/01/2022			604,493.75	604,493.75	
06/30/2022					1,051,857.36
09/01/2022	770,000	5.000%	604,493.75	1,374,493.75	
03/01/2023			585,243.75	585,243.75	
06/30/2023					1,959,737.50
09/01/2023	810,000	5.000%	585,243.75	1,395,243.75	
03/01/2024			564,993.75	564,993.75	
06/30/2024					1,960,237.50
09/01/2024	855,000	5.000%	564,993.75	1,419,993.75	
03/01/2025			543,618.75	543,618.75	
06/30/2025					1,963,612.50
09/01/2025	895,000	5.000%	543,618.75	1,438,618.75	
03/01/2026			521,243.75	521,243.75	
06/30/2026					1,959,862.50
09/01/2026	945,000	5.000%	521,243.75	1,466,243.75	
03/01/2027			497,618.75	497,618.75	
06/30/2027					1,963,862.50
09/01/2027	990,000	5.000%	497,618.75	1,487,618.75	
03/01/2028			472,868.75	472,868.75	
06/30/2028					1,960,487.50
09/01/2028	1,045,000	5.000%	472,868.75	1,517,868.75	
03/01/2029			446,743.75	446,743.75	
06/30/2029					1,964,612.50
09/01/2029	1,095,000	5.000%	446,743.75	1,541,743.75	
03/01/2030			419,368.75	419,368.75	
06/30/2030					1,961,112.50
09/01/2030	1,145,000	4.000%	419,368.75	1,564,368.75	
03/01/2031			396,468.75	396,468.75	
06/30/2031					1,960,837.50
09/01/2031	1,195,000	4.000%	396,468.75	1,591,468.75	
03/01/2032			372,568.75	372,568.75	
06/30/2032					1,964,037.50
09/01/2032	1,235,000	3.000%	372,568.75	1,607,568.75	
03/01/2033			354,043.75	354,043.75	
06/30/2033					1,961,612.50
09/01/2033	1,275,000	3.000%	354,043.75	1,629,043.75	
03/01/2034			334,918.75	334,918.75	
06/30/2034					1,963,962.50
09/01/2034	1,305,000	2.000%	334,918.75	1,639,918.75	
03/01/2035			321,868.75	321,868.75	
06/30/2035					1,961,787.50
09/01/2035	1,330,000	2.000%	321,868.75	1,651,868.75	
03/01/2036			308,568.75	308,568.75	
06/30/2036					1,960,437.50
09/01/2036	1,360,000	2.000%	308,568.75	1,668,568.75	
03/01/2037			294,968.75	294,968.75	
06/30/2037					1,963,537.50
09/01/2037	1,385,000	2.000%	294,968.75	1,679,968.75	
03/01/2038			281,118.75	281,118.75	
06/30/2038					1,961,087.50
09/01/2038	1,415,000	2.000%	281,118.75	1,696,118.75	
03/01/2039			266,968.75	266,968.75	
06/30/2039					1,963,087.50
09/01/2039	1,450,000	3.000%	266,968.75	1,716,968.75	
03/01/2040			245,218.75	245,218.75	
06/30/2040					1,962,187.50
09/01/2040	1,495,000	3.000%	245,218.75	1,740,218.75	
03/01/2041			222,793.75	222,793.75	
06/30/2041					1,963,012.50
09/01/2041	1,535,000	2.250%	222,793.75	1,757,793.75	
03/01/2042			205,525.00	205,525.00	
06/30/2042					1,963,318.75
09/01/2042	1,575,000	3.000%	205,525.00	1,780,525.00	
03/01/2043			181,900.00	181,900.00	
06/30/2043					1,962,425.00
09/01/2043	1,615,000	2.250%	181,900.00	1,796,900.00	
03/01/2044			163,731.25	163,731.25	
06/30/2044					1,960,631.25
09/01/2044	1,660,000	3.000%	163,731.25	1,823,731.25	
03/01/2045			138,831.25	138,831.25	
06/30/2045					1,962,562.50
09/01/2045	1,705,000	2.375%	138,831.25	1,843,831.25	
03/01/2046			118,584.38	118,584.38	
06/30/2046					1,962,415.63
09/01/2046	1,745,000	2.375%	118,584.38	1,863,584.38	
03/01/2047			97,862.50	97,862.50	
06/30/2047					1,961,446.88
09/01/2047	1,795,000	3.000%	97,862.50	1,892,862.50	
03/01/2048			70,937.50	70,937.50	
06/30/2048					1,963,800.00
09/01/2048	1,845,000	2.500%	70,937.50	1,915,937.50	
03/01/2049			47,875.00	47,875.00	
06/30/2049					1,963,812.50
09/01/2049	1,890,000	2.500%	47,875.00	1,937,875.00	
03/01/2050			24,250.00	24,250.00	
06/30/2050					1,962,125.00
09/01/2050	1,940,000	2.500%	24,250.00	1,964,250.00	
06/30/2051					1,964,250.00
	39,450,000		18,507,757.37	57,957,757.37	57,957,757.37



## OFFICIAL STATEMENT

**NEW ISSUE**  
**Book-Entry-Only**  
**(See “Ratings” herein)**

**RATINGS: Moody’s: “A1” (Stable Outlook)**  
**Underlying “Baa1” (Stable Outlook)**  
**S&P: “A+” (Stable Outlook)**  
**S&P: Insured “AA” (Stable Outlook)**

*In the opinion of Bond Counsel for the Bonds (defined below), based upon an analysis of laws, regulations, rulings, and court decisions, and assuming continuing compliance with certain covenants made by the University, and subject to the conditions and limitations set forth herein under the caption “TAX EXEMPTION,” interest on the Bonds is excludable from gross income for Federal income tax purposes and is not a specific item of tax preference for purposes of the Federal alternative minimum taxes. 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 EXEMPTION” herein.*

**\$39,450,000**  
**UNIVERSITY OF LOUISVILLE**  
**GENERAL RECEIPTS BONDS, 2021 SERIES B**

**Dated: Date of Delivery**

**Due: September 1<sup>st</sup> in the Years Shown Below:**

Year	Amount	Interest Rate	Price	Yield	Year	Amount	Interest Rate	Price	Yield
2021	\$ 150,000	5.000%	101.184%	0.150%	2036	\$1,360,000	2.000%	98.057%	2.150%
2022	770,000	5.000%	106.001%	0.170%	2037	1,385,000	2.000%	97.413%	2.190%
2023	810,000	5.000%	110.600%	0.260%	2038	1,415,000	2.000%	96.720%	2.230%
2024	855,000	5.000%	114.777%	0.410%	2039	1,450,000	3.000%	108.594% <sup>c</sup>	1.870%
2025	895,000	5.000%	118.550%	0.570%	2040	1,495,000	3.000%	108.276% <sup>c</sup>	1.910%
2026	945,000	5.000%	122.160%	0.690%	2041	1,535,000	2.250%	98.236%	2.360%
2027	990,000	5.000%	125.116%	0.860%	2042	1,575,000	3.000%	107.642% <sup>c</sup>	1.990%
2028	1,045,000	5.000%	127.803%	1.010%	2043	1,615,000	2.250%	96.919%	2.430%
2029	1,095,000	5.000%	130.198%	1.150%	2044	1,660,000	3.000%	106.700% <sup>c</sup>	2.110%
2030	1,145,000	4.000%	121.216% <sup>c</sup>	1.280%	2045	1,705,000	2.375%	97.379%	2.520%
2031	1,195,000	4.000%	120.435% <sup>c</sup>	1.370%	2046	1,745,000	2.375%	97.119%	2.530%
2032	1,235,000	3.000%	110.771% <sup>c</sup>	1.600%	2047	1,795,000	3.000%	106.077% <sup>c</sup>	2.190%
2033	1,275,000	3.000%	109.959% <sup>c</sup>	1.700%	2048	1,845,000	2.500%	98.826%	2.560%
2034	1,305,000	2.000%	99.191%	2.070%	2049	1,890,000	2.500%	98.598%	2.570%
2035	1,330,000	2.000%	98.773%	2.100%	2050	1,940,000	2.500%	98.362%	2.580%

The above-captioned 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 bear interest from their dated date, payable semiannually, on March 1<sup>st</sup> and September 1<sup>st</sup>, commencing September 1, 2021. Principal of, premium, if any, 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 in the denomination of \$5,000 or integral multiples thereof, and shall mature on each September 1<sup>st</sup>, in accordance with the above schedule.

The Bonds are subject to optional redemption before their stated maturities as described herein.

The Bonds constitute special obligations of University of Louisville and do not constitute a debt, liability, or obligation of the Commonwealth of Kentucky nor a pledge of the full faith and credit of the Commonwealth. The Bonds constitute Obligations under the Trust Agreement dated as of March 1, 2007 between the University and the Trustee, and the payment of the principal of, premium, if any, and interest on the Bonds is secured by a pledge of the University’s General Receipts, as defined in the Trust Agreement. See “SECURITY FOR THE BONDS.”

The scheduled payment of principal of an interest on the Bonds when due will be guaranteed under a municipal bond insurance policy to be issued concurrently with the delivery of the Bonds by BUILD AMERICA MUTUAL ASSURANCE COMPANY (“BAM”).



The Bonds are issued subject to the approval of legality by Dinsmore & Shohl LLP, Louisville, Kentucky, Bond Counsel. Delivery of the Bonds is expected on June 3, 2021 in New York, New York, through the facilities of DTC.

Dated: May 18, 2021

**WELLS FARGO, NATIONAL ASSOCIATION**

<sup>c</sup> Priced to call.

# UNIVERSITY OF LOUISVILLE

## BOARD OF TRUSTEES

Mary R. Nixon, Chair	Alfonso Cornish
Raymond Burse, Vice Chair	James M. Rogers
Diane Medley, Treasurer	Diane L. Porter
Scott W. Brinkman, Secretary	David Schultz
John E. Chilton	John D. Smith
Sabrina Collins	Sherrill Zimmerman

## TRUSTEE AND PAYING AGENT

U.S. Bank National Association  
Louisville, Kentucky

## BOND COUNSEL

Dinsmore & Shohl LLP  
Louisville, Kentucky

## FINANCIAL ADVISOR

Robert W. Baird & Co., Incorporated  
Louisville, Kentucky

## CUSIPS

<b>Maturity Date</b>	<b>CUSIP<sup>†</sup></b>	<b>Maturity Date</b>	<b>CUSIP<sup>†</sup></b>
September 1, 2021	914391 U54	September 1, 2036	914391 W45
September 1, 2022	914391 U62	September 1, 2037	914391 W52
September 1, 2023	914391 U70	September 1, 2038	914391 W60
September 1, 2024	914391 U88	September 1, 2039	914391 W78
September 1, 2025	914391 U96	September 1, 2040	914391 W86
September 1, 2026	914391 V20	September 1, 2041	914391 W94
September 1, 2027	914391 V38	September 1, 2042	914391 X28
September 1, 2028	914391 V46	September 1, 2043	914391 X36
September 1, 2029	914391 V53	September 1, 2044	914391 X44
September 1, 2030	914391 V61	September 1, 2045	914391 X51
September 1, 2031	914391 V79	September 1, 2046	914391 X69
September 1, 2032	914391 V87	September 1, 2047	914391 X77
September 1, 2033	914391 V95	September 1, 2048	914391 X85
September 1, 2034	914391 W29	September 1, 2049	914391 X93
September 1, 2035	914391 W37	September 1, 2050	914391 Y27

<sup>†</sup> CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by S&P Global Market Intelligence on behalf of the American Bankers Association. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP services. Neither the University, the Financial Advisor, the Underwriter, nor Bond Counsel takes any responsibility for the accuracy of such numbers.



Commonwealth of Kentucky  
Finance and Administration Cabinet  
**OFFICE OF FINANCIAL MANAGEMENT**  
Room 76, Capitol Annex  
702 Capital Avenue  
Frankfort, KY 40601-3462  
(502) 564-2924

**Andy Beshear**  
Governor

**Holly M. Johnson**  
Secretary

**Ryan Barrow**  
Executive Director

July 1, 2021

**Holly M. Johnson**  
Secretary  
Finance and Administration Cabinet  
Executive Director  
State Property and Buildings Commission  
702 Capital Avenue  
Frankfort, KY 40601

Dear Secretary Johnson:

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 \$43,800,000 State Property and Buildings Commission Revenue Refunding Bonds, Project No. 125 Series A and \$95,750,000 State Property and Buildings Commission Revenue Refunding Bonds, Project No. 125 Federally Taxable Series B dated July 1, 2021.

Sincerely,

**Ryan Barrow**  
Executive Director  
Office of Financial Management

Attachments



**OFM APPROVAL PURSUANT TO KRS 42.420**  
**\$139,550,000**  
**COMMONWEALTH OF KENTUCKY**  
**STATE PROPERTY AND BUILDINGS COMMISSION**  
**\$43,800,000 REVENUE REFUNDING BONDS, SERIES A**  
**\$95,750,000 REVENUE REFUNDING BONDS, FEDERALLY TAXABLE SERIES B**  
**PROJECT NO. 125**

**DESCRIPTION:**

The Bonds are being issued to provide funds with which to (i) refund certain outstanding bonds of the State Property and Buildings Commission for present value savings (Project No. 96, 100A and 106A); and, (ii) pay costs of issuance.

**BOND SUMMARY STATISTICS:**

Par Amount:	\$139,550,000
Pricing Date:	June 3, 2021
Closing Date:	July 1, 2021
Dated Date:	July 1, 2021
Final Maturity:	September 1, 2033
Arbitrage Yield:	0.1929%
TIC:	1.8733%
NIC:	1.8924%
All-In TIC:	1.8989%
Benchmark (BBWK20GO):	2.18% (June 3, 2021)
Method of Sale:	Negotiated
Underwriter:	Citigroup

**RATINGS:**

Moody's:	A1
Fitch Ratings:	A+

## SOURCES AND USES OF FUNDS:

### SOURCES OF FUNDS:

Par Amount of Bonds	\$ 139,550,000.00
Net Original Issue Premium	<u>2,257,865.55</u>
<b>TOTAL SOURCES</b>	<b>\$ 141,807,865.55</b>

### USES OF FUNDS:

Refunding Escrow Deposits	\$ 141,175,449.13
Costs of Issuance*	<u>632,416.42</u>
<b>TOTAL USES</b>	<b>\$ 141,807,865.55</b>

\*Includes underwriters' discount, insurance, legal fees, rating agency fees, trustee fees, printing and other expenses of the issuance and offering of the Bonds.

### REFUNDING:

Par Amount of Refunded Bonds:	\$ 130,115,000.00
Net PV Savings:	\$ 11,093,615.79
Percentage Savings of Refunded Bonds:	8.526008%

### 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.

<b>Firm</b>	<b>Service</b>	<b>Fee</b>
Bond Link	Printer / Roadshow	\$ 13,421.00
U.S. Bank	Trustee	1,500.00
Kutak Rock LLP	Bond Counsel	20,932.50
Moody's	Rating Service	46,000.00
Fitch Ratings	Rating Service	45,000.00
OFM	Financial Advisor	34,887.50
Precision Analytics Inc.	Verification Agent	1,400.00
Hilltop Securities Inc.	Escrow Bidding Agent	4,000.00
	Contingency / Misc.	<u>15,031.76</u>
<b>TOTAL</b>		<b>\$ 182,172.76</b>

### GROSS SPREAD/UNDERWRITER'S DISCOUNT:

	<b>Per Bond</b>	<b>Total</b>
Underwriter's Average Takedown	2.991857	\$ 417,513.75
Underwriter's Other Fee	0.134538	18,774.91
Underwriter's Counsel	<u>0.100000</u>	<u>13,955.00</u>
TOTAL	3.226395	\$ 450,243.66

COST OF ISSUANCE GRAND TOTAL: \$632,416.42

**ATTACHMENTS:**

Official Statement Cover  
Bond Debt Service Schedule  
Summary of Bonds Refunded  
Savings

**Book-Entry-Only**  
**NEW ISSUE**

**Ratings: Moody's: "A1"**  
**Fitch: "A+"**  
**(See "RATINGS" herein)**

*In the opinion of Bond Counsel for the Bonds, based upon an analysis of laws, regulations, rulings and court decisions, and assuming continuing compliance with certain covenants made by the Commission, and subject to the conditions and limitations set forth herein under the caption "TAX TREATMENT," interest on the Series A Bonds is excludible from gross income for federal income tax purposes and is not a specific item of tax preference for purposes of the federal alternative minimum tax. In the opinion of Bond Counsel for the Bonds, based upon an analysis of laws, regulations, rulings and court decisions, and assuming continuing compliance with certain covenants made by the Commission, and subject to the conditions and limitations set forth herein under the caption "TAX TREATMENT," interest on the Series B Bonds is not excludible from gross income for federal income tax purposes. 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 TREATMENT" herein for a more complete discussion, and EXHIBIT E – "FORM OF BOND COUNSEL OPINION FOR THE BONDS."*

**COMMONWEALTH OF KENTUCKY**  
**State Property and Buildings Commission**  
**\$43,800,000 Revenue Refunding Bonds, Project No. 125 Series A**  
**\$95,750,000 Revenue Refunding Bonds, Project No. 125 Federally Taxable Series B**

**Dated: Date of Delivery**

**Maturity: March 1 and September 1, as shown on inside cover**

The Commonwealth of Kentucky State Property and Buildings Commission (the "Commission") is issuing its Revenue Refunding Bonds, Project No. 125 Series A (the "Series A Bonds"), and Revenue Refunding Bonds, Project No. 125 Federally Taxable Series B (the "Series B Bonds," and together with the Series A Bonds, the "Bonds"). 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, premium, if any, and interest due on the Bonds will be made directly to DTC. The Bonds will be issued in denominations of \$5,000 or any integral multiple thereof. The Bonds will bear interest payable on each March 1 and September 1, commencing on March 1, 2022. Principal of, premium, if any, and interest on the Bonds will be paid directly to DTC by U.S. Bank National Association, Louisville, Kentucky, as Trustee and Paying Agent.

The Bonds mature on the dates and in the principal amounts, bearing semiannual interest and have the prices and/or yields shown on the inside cover.

The Series B Bonds are subject to redemption prior to maturity as described herein. See "THE BONDS – Redemption".

The Bonds are being issued by the Commission, an independent agency of the Commonwealth of Kentucky (the "Commonwealth"), at the request of the Finance and Administration Cabinet of the Commonwealth (the "Cabinet") pursuant to a Bond Resolution adopted on April 13, 2021 (the "Resolution"). The Bonds are being issued to (i) refund the Prior Bonds (as defined herein); and (ii) pay the costs of issuing the Bonds.

THE BONDS ARE SPECIAL AND LIMITED OBLIGATIONS OF THE COMMISSION. THE BONDS DO NOT CONSTITUTE A DEBT, LIABILITY, OR OBLIGATION OF THE COMMONWEALTH, OR A PLEDGE OF THE FULL FAITH AND CREDIT OR TAXING POWER OF THE COMMONWEALTH, BUT ARE PAYABLE SOLELY FROM AMOUNTS DEPOSITED IN CERTAIN FUNDS AND ACCOUNTS CREATED BY THE RESOLUTION AND FROM RENTAL INCOME DERIVED FROM THE BIENNIALLY RENEWABLE LEASE WITH THE CABINET (AS DESCRIBED AND DEFINED HEREIN), THE RENT FROM WHICH IS SUBJECT TO APPROPRIATION BY THE GENERAL ASSEMBLY OF THE COMMONWEALTH ON A BIENNIAL BASIS. THE BONDHOLDERS HAVE NO SECURITY INTEREST IN ANY PROPERTIES CONSTITUTING THE PROJECT OR ANY AMOUNTS DERIVED THEREFROM. See "SECURITY FOR THE BONDS" herein.

The cover page contains information for quick reference only and is not a summary of this issue. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The Bonds are offered when, as and if issued and accepted by the Underwriters, subject to the approving legal opinion of Kutak Rock LLP, Omaha, Nebraska, Bond Counsel. Certain legal matters will be passed on for the Underwriters by their counsel, Stites & Harbison, PLLC, Louisville, Kentucky. It is expected that the Bonds will be available for delivery in New York New York, through the book-entry procedures of DTC, on or about July 1, 2021.

**Citigroup**  
**Morgan Stanley**

**Baird**  
**FHN Financial Capital Markets**

**Raymond James**

**PNC Capital Markets LLC**  
**First Kentucky Securities Corp.**

Dated: June 4, 2021

## BOND DEBT SERVICE

Kentucky State Property and Building Commission  
 Revenue Refunding Bonds, Project No. 125  
 Rates as of June 3, 2021  
 \*\*\*Final and Verified\*\*\*

Period Ending	Principal	Coupon	Interest	Debt Service
06/30/2022	18,755,000	** %	2,526,760.50	21,281,760.50
06/30/2023	27,140,000	** %	2,329,871.38	29,469,871.38
06/30/2024	1,830,000	0.355%	1,691,421.25	3,521,421.25
06/30/2025	10,745,000	** %	1,606,928.63	12,351,928.63
06/30/2026	8,745,000	1.039%	1,480,253.98	10,225,253.98
06/30/2027	8,845,000	1.239%	1,380,028.93	10,225,028.93
06/30/2028	8,980,000	1.696%	1,249,083.76	10,229,083.76
06/30/2029	9,135,000	1.846%	1,088,617.31	10,223,617.31
06/30/2030	9,310,000	2.023%	910,130.61	10,220,130.61
06/30/2031	9,505,000	2.123%	715,064.38	10,220,064.38
06/30/2032	9,720,000	2.223%	506,131.00	10,226,131.00
06/30/2033	9,940,000	2.323%	282,640.10	10,222,640.10
06/30/2034	6,900,000	2.423%	83,593.50	6,983,593.50
	139,550,000		15,850,525.33	155,400,525.33



## SUMMARY OF BONDS REFUNDED

Kentucky State Property and Building Commission  
Revenue Refunding Bonds, Project No. 125  
Rates as of June 3, 2021  
\*\*\*Final and Verified\*\*\*

Bond	Maturity Date	Interest Rate	Par Amount	Call Date	Call Price
Project No. 100A (Tax-Exempt), PROJ100A:					
RETAIL3	08/01/2022	3.750%	810,000.00	08/01/2021	100.000
RETAIL4	08/01/2024	4.000%	2,630,000.00	08/01/2021	100.000
INSTIT	08/01/2022	5.000%	25,050,000.00	08/01/2021	100.000
			<u>28,490,000.00</u>		
Project 106A, PROJ106A:					
2013A	10/01/2024	5.000%	6,980,000.00	10/01/2023	100.000
	10/01/2025	5.000%	7,340,000.00	10/01/2023	100.000
	10/01/2026	5.000%	7,720,000.00	10/01/2023	100.000
	10/01/2027	5.000%	8,115,000.00	10/01/2023	100.000
	10/01/2028	5.000%	8,530,000.00	10/01/2023	100.000
	10/01/2029	5.000%	8,960,000.00	10/01/2023	100.000
	10/01/2030	5.000%	9,420,000.00	10/01/2023	100.000
	10/01/2031	5.000%	9,910,000.00	10/01/2023	100.000
	10/01/2032	5.000%	10,415,000.00	10/01/2023	100.000
	10/01/2033	5.000%	7,625,000.00	10/01/2023	100.000
			<u>85,015,000.00</u>		
Project No. 99 (Tax-Exempt), PROJ99A:					
SERIAL	11/01/2021	5.000%	16,610,000.00	07/01/2021	100.000
			<u>130,115,000.00</u>		

## SAVINGS

Kentucky State Property and Building Commission  
Revenue Refunding Bonds, Project No. 125  
Rates as of June 3, 2021  
\*\*\*Final and Verified\*\*\*

Date	Prior Debt Service	Refunding Debt Service	Savings
06/30/2022	22,664,075.00	21,281,760.50	1,382,314.50
06/30/2023	30,857,387.50	29,469,871.38	1,387,516.12
06/30/2024	4,355,950.00	3,521,421.25	834,528.75
06/30/2025	13,738,850.00	12,351,928.63	1,386,921.37
06/30/2026	11,058,250.00	10,225,253.98	832,996.02
06/30/2027	11,061,750.00	10,225,028.93	836,721.07
06/30/2028	11,060,875.00	10,229,083.76	831,791.24
06/30/2029	11,059,750.00	10,223,617.31	836,132.69
06/30/2030	11,052,500.00	10,220,130.61	832,369.39
06/30/2031	11,053,000.00	10,220,064.38	832,935.62
06/30/2032	11,059,750.00	10,226,131.00	833,619.00
06/30/2033	11,056,625.00	10,222,640.10	833,984.90
06/30/2034	7,815,625.00	6,983,593.50	832,031.50
	167,894,387.50	155,400,525.33	12,493,862.17

Savings Summary

PV of savings from cash flow	11,088,584.03
Plus: Refunding funds on hand	5,031.76
Net PV Savings	11,093,615.79

Note: Savings are Discounted at the Respective Arb Yield of Each Series