

INVESTMENT GRADE RATINGS

Ratings reflect a credit rating agency’s opinion of a state’s creditworthiness relative to other borrowers in the financial markets. Ratings below Baa3/BBB-/BBB-/BBB- are considered speculative credits (“junk bonds”).

The rating agencies also assign “positive,” “stable,” and “negative” outlooks to their ratings to indicate the direction the rating is likely to move over an intermediate time period. The outlooks represent trends affecting a credit which have not reached a level warranting a change in a state’s credit rating, but may if continued. A negative outlook indicates a higher likelihood of a downgrade in a state’s credit rating while a positive outlook indicates a higher likelihood of an upgrade in a state’s credit rating.

| Moody’s* | | Standard and Poor’s* | | Fitch* | | Kroll* | | Description |
|-----------|--------------|----------------------|------------|-----------|------------|-----------|------------|-------------|
| Long-Term | Short-Term** | Long-Term | Short-Term | Long-Term | Short-Term | Long-Term | Short-Term | |
| Aaa | MIG 1 | AAA | A-1+ | AAA | F1+ | AAA | K1+ | Prime |
| Aa1 | | AA+ | | AA+ | | AA+ | | |
| Aa2 | | AA | | AA*** | | AA | | |
| Aa3*** | | AA- | | AA-**** | | AA-*** | | |
| A1**** | | A+ | A-1 | A+ | F1/F1+ | A+**** | K1/K1+ | Upper |
| A2 | MIG 2 | A*** | A-2 | A | F1/F1+ | A | K1 | Medium |
| A3 | | A-**** | | A- | F2/F1 | A- | K2/K1 | Grade |
| Baa1 | | BBB+ | | BBB+ | F2/F1 | BBB+ | K2 | Lower |
| Baa2 | MIG 3 | BBB | A-3 | BBB | F3/F2 | BBB | K3/K2 | Medium |
| Baa3 | | BBB- | | BBB- | F3 | BBB- | K3 | Grade |

*Outlooks are Stable/Stable/Stable/Stable

**MIG is Moody’s acronym for Municipal Investment Grade

***Commonwealth’s issuer credit/default ratings (ICRs/IDRs)/implied general obligation ratings (effectively what the Commonwealth’s general obligation ratings would be if it were to issue general obligation debt)

****Commonwealth’s lease appropriation rating for general fund supported debt

State Investor Relations and Debt Calendar websites are <https://bonds.ky.gov> and <https://finance.ky.gov/office-of-the-controller/office-of-financial-management/Documents/CurrentBondCalendar.pdf>.



Andy Beshear
GOVERNOR

**FINANCE AND ADMINISTRATION CABINET
OFFICE OF THE CONTROLLER
OFFICE OF FINANCIAL MANAGEMENT**

200 Mero Street, 5th Floor
Frankfort, Kentucky 40622
Phone: (502) 564-2924

Holly M. Johnson
SECRETARY

L. Joe McDaniel
CONTROLLER

Ryan Barrow
EXECUTIVE DIRECTOR

February 27, 2024

Ms. Penny Cox, Treasurer
University of Kentucky
310 Peterson Service Building
Lexington, KY 40506

Dear Ms. Cox,

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 Kentucky debt issuance of the \$148,265,000 General Receipts Bonds, 2024 Series B and \$37,985,000 General Receipts Bonds, 2024 Taxable Series C.

Sincerely,

Ryan Barrow

Ryan Barrow
Executive Director

Attachments

OFM APPROVAL PURSUANT TO KRS 42.420
UNIVERSITY OF KENTUCKY
\$148,265,000 GENERAL RECEIPTS BONDS, 2024 SERIES B
\$37,985,000 GENERAL RECEIPTS BONDS, 2024 TAXABLE SERIES C
DATED FEBRUARY 27, 2024

DESCRIPTION:

Bond proceeds of the 2024 Series B and 2024 Taxable Series C will be used to (i) finance \$125,000,000 of modernization projects, not previously authorized (ii) finance year two of \$23,130,000 asset preservation bonds previously authorized but unissued (iii) utilize the remaining \$51,000,000 of previously authorized but unissued modernization bonds appropriated for the projects identified in H.B. 1 of the General Assembly of the Commonwealth of Kentucky, 2022 Regular Session, as “Asset Preservation Pool 2022-2024” and “Facilities Renewal and Modernization Additional Reauthorization”; and (iiii) pay associated costs of issuance.

BOND SUMMARY STATISTICS:

| | Series B | Series C |
|--------------------|--|-----------------|
| Par Amount: | \$148,265,000 | \$37,985,000 |
| Pricing Date: | 02/06/2024 | 02/06/2024 |
| Closing Date: | 02/27/2024 | 02/27/2024 |
| Dated Date: | 02/27/2024 | 02/27/2024 |
| Final Maturity: | 04/01/2044 | 04/01/2030 |
| Arbitrage Yield: | 3.439% | 4.397% |
| TIC: | 3.575% | 4.444% |
| NIC: | 3.743% | 4.440% |
| All-In TIC: | 3.596% | 4.515% |
| Benchmark: | 3.49% | (BBWK20GO) |
| (as of 02/05/2024) | | |
| Method of Sale: | Competitive | |
| Purchaser: | Series B – Jefferies LLC Series C – Truist Securities, Inc. | |

RATINGS: Moody’s: Aa2
 S & P: AA

SOURCES AND USES OF FUNDS:**SOURCES OF FUNDS:**

| | Series B | Series C |
|----------------------|------------------|-----------------|
| Par Amount of Bonds | \$148,265,000.00 | \$37,985,000.00 |
| Net Premium | 13,857,243.30 | |
| TOTAL SOURCES | \$162,122,243.30 | \$37,985,000.00 |

USES OF FUNDS:

| | | |
|------------------------|------------------|-----------------|
| Project Fund Deposit: | | |
| Modernization | \$142,560,000.00 | \$33,440,000.00 |
| Asset Preservation | 18,735,300.00 | 4,394,700.00 |
| Cost of Issuance* | 349,758.33 | 90,308.39 |
| Underwriter's Discount | 477,184.97 | 59,991.61 |
| TOTAL USES | \$162,122,243.30 | \$37,985,000.00 |

*Includes municipal advisor, legal fees, rating agency fees, trustee fees, and miscellaneous costs.

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> |
|--------------------|------------------------------|-------------------|
| Baird | Financial Advisor | \$85,000.00 |
| Dinsmore & Shohl | Bond Counsel | 75,000.00 |
| | Legal Expenses / Advertising | 1,200.00 |
| OFM | Financial Advisor | 23,281.25 |
| Moody's | Rating Agency | 124,000.00 |
| Standard & Poor's | Rating Agency | 95,000.00 |
| BondLink | | 14,587.50 |
| Forvis | Auditor | 13,477.00 |
| US Bank | Trustee | 2,000.00 |
| Misc./Contingency | | 6,520.97 |
| | | \$440,066.72 |

ATTACHMENTS:

Official Statement Cover
Debt Service Schedule

In the opinion of Bond Counsel for the Series 2024 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 MATTERS," interest on the 2024 Series B Bonds (defined below) is excludable from gross income for Federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals. HOWEVER, INTEREST ON THE 2024 TAXABLE SERIES C BONDS (DEFINED BELOW) IS NOT EXCLUDIBLE FROM GROSS INCOME FOR FEDERAL INCOME TAX PURPOSES. Interest on the Series 2024 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.



\$148,265,000
GENERAL RECEIPTS BONDS,
2024 SERIES B

and

\$37,985,000
GENERAL RECEIPTS BONDS,
2024 TAXABLE SERIES C

Dated: Date of Delivery

Due: April 1, as shown on the inside cover

The University of Kentucky General Receipts Bonds, 2024 Series B (the "2024 Series B Bonds") are being issued as tax-exempt obligations. The University of Kentucky General Receipts Bonds, 2024 Taxable Series C (the "2024 Taxable Series C Bonds") are being issued as taxable obligations. The 2024 Series B Bonds and 2024 Taxable Series C Bonds are referred to herein, collectively as the "Series 2024 Bonds." The Series 2024 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 Series 2024 Bonds. Purchasers will not receive certificates representing their ownership interest in the Series 2024 Bonds purchased. So long as DTC or its nominee is the registered owner of the Series 2024 Bonds, payments of the principal of and interest due on the Series 2024 Bonds will be made directly to DTC.

The Series 2024 Bonds are in the denomination of \$5,000 or integral multiples thereof and bear interest from their dated date, payable semiannually, in amounts, having maturities, interest rates, yields, and CUSIPs as set forth on the inside cover hereof. Principal of, premium, if any, and interest on the Series 2024 Bonds will be paid directly to DTC by U.S. Bank Trust Company, National Association, as the successor-in-interest to U.S. Bank National Association, having offices in Louisville, Kentucky, as Trustee and Paying Agent.

The 2024 Series B Bonds are subject to redemption prior to their stated maturities as described herein.

The 2024 Taxable Series C Bonds are not subject to redemption prior to their stated maturities.

The Series 2024 Bonds constitute special obligations of the University of Kentucky 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 Series 2024 Bonds constitute Obligations under the Trust Agreement dated as of November 1, 2005 between the University and the Trustee, and the payment of the principal of, premium, if any, and interest on Series 2024 Bonds is secured by a pledge of the University's General Receipts, as defined in the Trust Agreement. See "SECURITY FOR THE BONDS."

The Series 2024 Bonds are issued subject to the approval of legality by Dinsmore & Shohl LLP, Covington, Kentucky, Bond Counsel. Delivery of the Series 2024 Bonds is expected on February 27, 2024 in New York, New York, through the facilities of DTC.

Dated: February 6, 2024

BOND DEBT SERVICE

University of Kentucky
 General Receipts Bonds, 2024 Series B and General Receipts Bonds, 2024 Taxable Series C
 FINAL NUMBERS

| Period Ending | Principal | Coupon | Interest | Debt Service | Annual Debt Service |
|---------------|-------------|--------|---------------|----------------|---------------------|
| 10/01/2024 | | | 4,966,738.48 | 4,966,738.48 | |
| 04/01/2025 | 5,110,000 | 4.800% | 4,177,630.50 | 9,287,630.50 | |
| 06/30/2025 | | | | | 14,254,368.98 |
| 10/01/2025 | | | 4,054,990.50 | 4,054,990.50 | |
| 04/01/2026 | 6,145,000 | 4.580% | 4,054,990.50 | 10,199,990.50 | |
| 06/30/2026 | | | | | 14,254,981.00 |
| 10/01/2026 | | | 3,914,270.00 | 3,914,270.00 | |
| 04/01/2027 | 6,430,000 | 4.350% | 3,914,270.00 | 10,344,270.00 | |
| 06/30/2027 | | | | | 14,258,540.00 |
| 10/01/2027 | | | 3,774,417.50 | 3,774,417.50 | |
| 04/01/2028 | 6,710,000 | 4.250% | 3,774,417.50 | 10,484,417.50 | |
| 06/30/2028 | | | | | 14,258,835.00 |
| 10/01/2028 | | | 3,631,830.00 | 3,631,830.00 | |
| 04/01/2029 | 6,995,000 | 4.350% | 3,631,830.00 | 10,626,830.00 | |
| 06/30/2029 | | | | | 14,258,660.00 |
| 10/01/2029 | | | 3,479,688.75 | 3,479,688.75 | |
| 04/01/2030 | 7,300,000 | ** % | 3,479,688.75 | 10,779,688.75 | |
| 06/30/2030 | | | | | 14,259,377.50 |
| 10/01/2030 | | | 3,315,325.00 | 3,315,325.00 | |
| 04/01/2031 | 7,625,000 | 5.000% | 3,315,325.00 | 10,940,325.00 | |
| 06/30/2031 | | | | | 14,255,650.00 |
| 10/01/2031 | | | 3,124,700.00 | 3,124,700.00 | |
| 04/01/2032 | 8,005,000 | 5.000% | 3,124,700.00 | 11,129,700.00 | |
| 06/30/2032 | | | | | 14,254,400.00 |
| 10/01/2032 | | | 2,924,575.00 | 2,924,575.00 | |
| 04/01/2033 | 8,410,000 | 5.000% | 2,924,575.00 | 11,334,575.00 | |
| 06/30/2033 | | | | | 14,259,150.00 |
| 10/01/2033 | | | 2,714,325.00 | 2,714,325.00 | |
| 04/01/2034 | 8,830,000 | 5.000% | 2,714,325.00 | 11,544,325.00 | |
| 06/30/2034 | | | | | 14,258,650.00 |
| 10/01/2034 | | | 2,493,575.00 | 2,493,575.00 | |
| 04/01/2035 | 9,270,000 | 5.000% | 2,493,575.00 | 11,763,575.00 | |
| 06/30/2035 | | | | | 14,257,150.00 |
| 10/01/2035 | | | 2,261,825.00 | 2,261,825.00 | |
| 04/01/2036 | 9,735,000 | 5.000% | 2,261,825.00 | 11,996,825.00 | |
| 06/30/2036 | | | | | 14,258,650.00 |
| 10/01/2036 | | | 2,018,450.00 | 2,018,450.00 | |
| 04/01/2037 | 10,220,000 | 5.000% | 2,018,450.00 | 12,238,450.00 | |
| 06/30/2037 | | | | | 14,256,900.00 |
| 10/01/2037 | | | 1,762,950.00 | 1,762,950.00 | |
| 04/01/2038 | 10,730,000 | 5.000% | 1,762,950.00 | 12,492,950.00 | |
| 06/30/2038 | | | | | 14,255,900.00 |
| 10/01/2038 | | | 1,494,700.00 | 1,494,700.00 | |
| 04/01/2039 | 11,265,000 | 4.000% | 1,494,700.00 | 12,759,700.00 | |
| 06/30/2039 | | | | | 14,254,400.00 |
| 10/01/2039 | | | 1,269,400.00 | 1,269,400.00 | |
| 04/01/2040 | 11,720,000 | 4.000% | 1,269,400.00 | 12,989,400.00 | |
| 06/30/2040 | | | | | 14,258,800.00 |
| 10/01/2040 | | | 1,035,000.00 | 1,035,000.00 | |
| 04/01/2041 | 12,185,000 | 4.000% | 1,035,000.00 | 13,220,000.00 | |
| 06/30/2041 | | | | | 14,255,000.00 |
| 10/01/2041 | | | 791,300.00 | 791,300.00 | |
| 04/01/2042 | 12,675,000 | 4.000% | 791,300.00 | 13,466,300.00 | |
| 06/30/2042 | | | | | 14,257,600.00 |
| 10/01/2042 | | | 537,800.00 | 537,800.00 | |
| 04/01/2043 | 13,180,000 | 4.000% | 537,800.00 | 13,717,800.00 | |
| 06/30/2043 | | | | | 14,255,600.00 |
| 10/01/2043 | | | 274,200.00 | 274,200.00 | |
| 04/01/2044 | 13,710,000 | 4.000% | 274,200.00 | 13,984,200.00 | |
| 06/30/2044 | | | | | 14,258,400.00 |
| | 186,250,000 | | 98,891,012.48 | 285,141,012.48 | 285,141,012.48 |

BOND DEBT SERVICE

University of Kentucky
General Receipts Bonds, 2024 Series B

| Period Ending | Principal | Coupon | Interest | Debt Service | Annual Debt Service |
|---------------|-------------|--------|---------------|----------------|---------------------|
| 10/01/2024 | | | 3,962,507.22 | 3,962,507.22 | |
| 04/01/2025 | | | 3,332,950.00 | 3,332,950.00 | |
| 06/30/2025 | | | | | 7,295,457.22 |
| 10/01/2025 | | | 3,332,950.00 | 3,332,950.00 | |
| 04/01/2026 | | | 3,332,950.00 | 3,332,950.00 | |
| 06/30/2026 | | | | | 6,665,900.00 |
| 10/01/2026 | | | 3,332,950.00 | 3,332,950.00 | |
| 04/01/2027 | | | 3,332,950.00 | 3,332,950.00 | |
| 06/30/2027 | | | | | 6,665,900.00 |
| 10/01/2027 | | | 3,332,950.00 | 3,332,950.00 | |
| 04/01/2028 | | | 3,332,950.00 | 3,332,950.00 | |
| 06/30/2028 | | | | | 6,665,900.00 |
| 10/01/2028 | | | 3,332,950.00 | 3,332,950.00 | |
| 04/01/2029 | | | 3,332,950.00 | 3,332,950.00 | |
| 06/30/2029 | | | | | 6,665,900.00 |
| 10/01/2029 | | | 3,332,950.00 | 3,332,950.00 | |
| 04/01/2030 | 705,000 | 5.000% | 3,332,950.00 | 4,037,950.00 | |
| 06/30/2030 | | | | | 7,370,900.00 |
| 10/01/2030 | | | 3,315,325.00 | 3,315,325.00 | |
| 04/01/2031 | 7,625,000 | 5.000% | 3,315,325.00 | 10,940,325.00 | |
| 06/30/2031 | | | | | 14,255,650.00 |
| 10/01/2031 | | | 3,124,700.00 | 3,124,700.00 | |
| 04/01/2032 | 8,005,000 | 5.000% | 3,124,700.00 | 11,129,700.00 | |
| 06/30/2032 | | | | | 14,254,400.00 |
| 10/01/2032 | | | 2,924,575.00 | 2,924,575.00 | |
| 04/01/2033 | 8,410,000 | 5.000% | 2,924,575.00 | 11,334,575.00 | |
| 06/30/2033 | | | | | 14,259,150.00 |
| 10/01/2033 | | | 2,714,325.00 | 2,714,325.00 | |
| 04/01/2034 | 8,830,000 | 5.000% | 2,714,325.00 | 11,544,325.00 | |
| 06/30/2034 | | | | | 14,258,650.00 |
| 10/01/2034 | | | 2,493,575.00 | 2,493,575.00 | |
| 04/01/2035 | 9,270,000 | 5.000% | 2,493,575.00 | 11,763,575.00 | |
| 06/30/2035 | | | | | 14,257,150.00 |
| 10/01/2035 | | | 2,261,825.00 | 2,261,825.00 | |
| 04/01/2036 | 9,735,000 | 5.000% | 2,261,825.00 | 11,996,825.00 | |
| 06/30/2036 | | | | | 14,258,650.00 |
| 10/01/2036 | | | 2,018,450.00 | 2,018,450.00 | |
| 04/01/2037 | 10,220,000 | 5.000% | 2,018,450.00 | 12,238,450.00 | |
| 06/30/2037 | | | | | 14,256,900.00 |
| 10/01/2037 | | | 1,762,950.00 | 1,762,950.00 | |
| 04/01/2038 | 10,730,000 | 5.000% | 1,762,950.00 | 12,492,950.00 | |
| 06/30/2038 | | | | | 14,255,900.00 |
| 10/01/2038 | | | 1,494,700.00 | 1,494,700.00 | |
| 04/01/2039 | 11,265,000 | 4.000% | 1,494,700.00 | 12,759,700.00 | |
| 06/30/2039 | | | | | 14,254,400.00 |
| 10/01/2039 | | | 1,269,400.00 | 1,269,400.00 | |
| 04/01/2040 | 11,720,000 | 4.000% | 1,269,400.00 | 12,989,400.00 | |
| 06/30/2040 | | | | | 14,258,800.00 |
| 10/01/2040 | | | 1,035,000.00 | 1,035,000.00 | |
| 04/01/2041 | 12,185,000 | 4.000% | 1,035,000.00 | 13,220,000.00 | |
| 06/30/2041 | | | | | 14,255,000.00 |
| 10/01/2041 | | | 791,300.00 | 791,300.00 | |
| 04/01/2042 | 12,675,000 | 4.000% | 791,300.00 | 13,466,300.00 | |
| 06/30/2042 | | | | | 14,257,600.00 |
| 10/01/2042 | | | 537,800.00 | 537,800.00 | |
| 04/01/2043 | 13,180,000 | 4.000% | 537,800.00 | 13,717,800.00 | |
| 06/30/2043 | | | | | 14,255,600.00 |
| 10/01/2043 | | | 274,200.00 | 274,200.00 | |
| 04/01/2044 | 13,710,000 | 4.000% | 274,200.00 | 13,984,200.00 | |
| 06/30/2044 | | | | | 14,258,400.00 |
| | 148,265,000 | | 92,661,207.22 | 240,926,207.22 | 240,926,207.22 |

BOND DEBT SERVICE

University of Kentucky
General Receipts Bonds, 2024 Taxable Series C

| Period Ending | Principal | Coupon | Interest | Debt Service | Annual Debt Service |
|---------------|------------|--------|--------------|---------------|---------------------|
| 10/01/2024 | | | 1,004,231.26 | 1,004,231.26 | |
| 04/01/2025 | 5,110,000 | 4.800% | 844,680.50 | 5,954,680.50 | |
| 06/30/2025 | | | | | 6,958,911.76 |
| 10/01/2025 | | | 722,040.50 | 722,040.50 | |
| 04/01/2026 | 6,145,000 | 4.580% | 722,040.50 | 6,867,040.50 | |
| 06/30/2026 | | | | | 7,589,081.00 |
| 10/01/2026 | | | 581,320.00 | 581,320.00 | |
| 04/01/2027 | 6,430,000 | 4.350% | 581,320.00 | 7,011,320.00 | |
| 06/30/2027 | | | | | 7,592,640.00 |
| 10/01/2027 | | | 441,467.50 | 441,467.50 | |
| 04/01/2028 | 6,710,000 | 4.250% | 441,467.50 | 7,151,467.50 | |
| 06/30/2028 | | | | | 7,592,935.00 |
| 10/01/2028 | | | 298,880.00 | 298,880.00 | |
| 04/01/2029 | 6,995,000 | 4.350% | 298,880.00 | 7,293,880.00 | |
| 06/30/2029 | | | | | 7,592,760.00 |
| 10/01/2029 | | | 146,738.75 | 146,738.75 | |
| 04/01/2030 | 6,595,000 | 4.450% | 146,738.75 | 6,741,738.75 | |
| 06/30/2030 | | | | | 6,888,477.50 |
| | 37,985,000 | | 6,229,805.26 | 44,214,805.26 | 44,214,805.26 |



Andy Beshear
GOVERNOR

**FINANCE AND ADMINISTRATION CABINET
OFFICE OF THE CONTROLLER
OFFICE OF FINANCIAL MANAGEMENT**

200 Mero Street, 5th Floor
Frankfort, Kentucky 40622
Phone: (502) 564-2924

Holly M. Johnson
SECRETARY

L. Joe McDaniel
CONTROLLER

Ryan Barrow
EXECUTIVE DIRECTOR

May 1, 2024

Holly M. Johnson
Secretary
Finance and Administration Cabinet
Executive Director
State Property and Buildings Commission
200 Mero Street, 5th Floor
Frankfort, KY 40622

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 \$228,950,000 State Property and Buildings Commission Revenue Bonds, Project No. 130 Series A, \$412,965,000 State Property and Buildings Commission Revenue Refunding Bonds, Project No. 130 Series B and \$42,670,000 State Property and Buildings Commission Revenue Refunding Bonds, Project No. 130 Series C dated May 1, 2024.

Sincerely,

Ryan Barrow
Executive Director
Office of Financial Management

Attachments

OFM APPROVAL PURSUANT TO KRS 42.420
\$684,585,000
COMMONWEALTH OF KENTUCKY
STATE PROPERTY AND BUILDINGS COMMISSION
\$228,950,000 REVENUE BONDS, SERIES A
\$412,965,000 REVENUE REFUNDING BONDS, SERIES B
\$42,670,000 REVENUE REFUNDING BONDS, SERIES C
PROJECT NO. 130

DESCRIPTION:

The Bonds are being issued to (i) provide permanent financing for \$250 million of General Fund supported capital projects authorized by the General Assembly of the Commonwealth of Kentucky in H.B. 1 (2010 Special Session), H.B. 265 (2012 Session), H.B. 235 (2014 Session), H.B. 303 (2016 Session), H.B. 200 (2018 Session), H.B. 268 (2019 Session), H.B. 352 (2020 Session), H.B. 192 (2021 Session), H.B. 1 (2022 Session), H.B. 241 (2022 Session) and any additional public projects for which an appropriation is made in the 2024 Session; (ii) refund certain outstanding Build America Bonds of the State Property and Buildings Commission (Project No. 95C, 96C and 99C); (iii) optional tender of certain outstanding State Property and Buildings Commission Bonds for present value savings (Project No. 117C, 122D and 125B); and, (iv) pay costs of issuance.

BOND SUMMARY STATISTICS:

| | Series A | Series B | Series C |
|---------------------------------|-----------------|-----------------|-----------------|
| Par Amount: | \$228,950,000 | \$412,965,000 | \$42,670,000 |
| Pricing Date: | 4/10/2024 | 4/10/2024 | 4/10/2024 |
| Closing Date: | 5/1/2024 | 5/1/2024 | 5/1/2024 |
| Dated Date: | 5/1/2024 | 5/1/2024 | 5/1/2024 |
| Final Maturity: | 11/1/2044 | 11/1/2030 | 11/1/2031 |
| Arbitrage Yield: | 3.4097% | 3.4097% | 3.4097% |
| TIC: | 3.8651% | 3.2544% | 3.1531% |
| NIC: | 4.0929% | 3.3834% | 3.3268% |
| All-In TIC: | 3.8709% | 3.2730% | 3.2413% |
| Benchmark: (as of 4/11/2024) | 3.76% | (BBWK20GO) | |
| Method of Sale: | Negotiated | | |
| Underwriter: | BofA Securities | | |

RATINGS:

Moody's: A1
Fitch Ratings: AA-

SOURCES AND USES OF FUNDS:

| SOURCES: | Series A | Series B | Series C | Total |
|----------------------------|--------------------------------|--------------------------------|-------------------------------|--------------------------------|
| Par Amount of Bonds | \$228,950,000.00 | \$412,965,000.00 | \$42,670,000.00 | \$684,585,000.00 |
| Net Original Issue Premium | 22,103,085.65 | 23,447,862.35 | 3,641,007.80 | 49,191,955.80 |
| Other Available Funds | - | 4,673,250.41 | - | 4,673,250.41 |
| Total Sources: | <u>\$251,053,085.65</u> | <u>\$441,086,112.76</u> | <u>\$46,311,007.80</u> | <u>\$738,450,206.21</u> |

USES:

| | | | | |
|----------------------------------|--------------------------------|--------------------------------|-------------------------------|--------------------------------|
| Deposit to Construction Fund | \$250,000,000.00 | - | - | \$250,000,000.00 |
| Refund Prior Build America Bonds | - | \$439,576,406.66 | - | 439,576,406.66 |
| Purchase Tendered Bonds | - | - | \$45,985,042.23 | 45,985,042.23 |
| Costs of Issuance* | <u>1,053,085.65</u> | <u>1,509,706.10</u> | <u>325,965.57</u> | <u>2,888,757.32</u> |
| Total Uses: | <u>\$251,053,085.65</u> | <u>\$441,086,112.76</u> | <u>\$46,311,007.80</u> | <u>\$738,450,206.21</u> |

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

REFUNDING:

| | Series B | Series C |
|---------------------------------------|------------------|-----------------|
| Par Amount of Refunded Bonds: | \$428,290,000.00 | |
| Par Amount of Tendered Bonds: | | \$50,685,000.00 |
| Net PV Savings: | \$2,745,429.19 | \$2,862,895.09 |
| Percentage Savings of Refunded Bonds: | 0.6410% | |
| Percentage Savings of Tendered Bonds: | | 5.6484% |

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.

| Firm | Service | Fee |
|-----------------|---------------------------------|----------------------|
| Bond Link | Printer / Roadshow | \$ 23,991.70 |
| U.S. Bank | Trustee | 1,500.00 |
| Kutak Rock LLP | Bond Counsel | 109,533.60 |
| Moody's | Rating Service | 86,500.00 |
| Fitch Ratings | Rating Service | 85,000.00 |
| OFM | Financial Advisor | 85,573.13 |
| Bingham | Verification /Calculation Agent | 5,000.00 |
| Globic | Tender/Information Agent | 19,717.60 |
| BofA Securities | Dealer Manager | 126,712.50 |
| | Contingency / Misc. | <u>22,531.28</u> |
| TOTAL | | \$ 566,059.81 |

GROSS SPREAD/UNDERWRITER'S DISCOUNT:

| | Per Bond | Total |
|--------------------------------|-----------------|-----------------------|
| Underwriter's Average Takedown | 3.191056 | \$2,184,458.75 |
| Underwriter's Other Fee | 0.101799 | 69,690.26 |
| Underwriter's Counsel | <u>0.100000</u> | <u>68,458.50</u> |
| TOTAL | 3.392855 | \$2,322,697.51 |

COST OF ISSUANCE GRAND TOTAL: \$2,888,757.32

ATTACHMENTS:

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

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 Bonds (including any original issue discount properly allocable to the owner of any Bond) 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 tax imposed on individuals; however, interest on the Bonds may affect the federal alternative minimum tax imposed on certain corporations. 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 G – Form of Bond Counsel Opinion for the Bonds."



**COMMONWEALTH OF KENTUCKY
STATE PROPERTY AND BUILDINGS COMMISSION
\$228,950,000 REVENUE BONDS, PROJECT NO. 130 SERIES A
\$412,965,000 REVENUE REFUNDING BONDS, PROJECT NO. 130 SERIES B
\$42,670,000 REVENUE REFUNDING BONDS, PROJECT NO. 130 SERIES C**

Dated: Date of Delivery

Maturity: November 1, as shown on inside cover

The Commonwealth of Kentucky State Property and Buildings Commission (the "Commission") is issuing its Revenue Bonds, Project No. 130 Series A (the "Series A Bonds"), Revenue Refunding Bonds, Project No. 130 Series B (the "Series B Bonds"), and Revenue Refunding Bonds, Project No. 130 Series C (the "Series C Bonds" and, together with the Series A Bonds and Series B 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, 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 May 1 and November 1, commencing on November 1, 2024. The principal of, premium, if any, and interest on the Bonds will be paid directly to DTC by U.S. Bank Trust Company, National Association, Louisville, Kentucky, as Trustee and Paying Agent.

The Bonds mature on the dates and in the principal amounts, bear semiannual interest at the rates, and have the prices and yields shown on the inside cover page hereof.

The Series A Bonds are subject to redemption before maturity as described herein. The Series B Bonds and the Series C Bonds are not subject to redemption before maturity. 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") in accordance with a Bond Resolution adopted on March 14, 2024 (the "Resolution"). The Series A Bonds are being issued to (i) pay the costs of the New Project (as defined herein), and (ii) pay the costs of issuing the Series A Bonds. The Series B Bonds are being issued to (a) refund certain of the Prior Build America Bonds (as defined herein), and (b) pay the costs of issuing the Series B Bonds. The Series C Bonds are being issued to (1) pay the costs of purchasing certain Prior Bonds (as defined herein) pursuant to a Tender Offer (as described and defined herein), and (2) pay the costs of issuing the Series C Bonds. See "PLAN OF FINANCE" herein.

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 BIENNIAL RENEWABLE LEASE WITH THE CABINET AND THE SUBLEASES (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 (AS DEFINED HEREIN) OR ANY AMOUNTS DERIVED THEREFROM. See "SECURITY FOR THE BONDS" herein.

This cover page contains information for quick reference only and is not a summary of this issue. Investors must read this 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, Dinsmore & Shohl LLP, 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 May 1, 2024.

BofA Securities

Morgan Stanley

Baird

PNC Capital Markets LLC

Raymond James

FHN Financial Capital Markets

Huntington Capital Markets

Stifel

Dated: April 10, 2024.

BOND DEBT SERVICE

Commonwealth of Kentucky State Property and Buildings Commission
 Revenue Bonds, Project No. 130 Series A
 Verified Final Numbers

Dated Date 05/01/2024
 Delivery Date 05/01/2024

| Period Ending | Principal | Coupon | Interest | Debt Service |
|---------------|-------------|--------|-------------|--------------|
| 06/30/2025 | - | - | 11,173,150 | 11,173,150 |
| 06/30/2026 | 6,855,000 | 5.000% | 11,001,775 | 17,856,775 |
| 06/30/2027 | 7,205,000 | 5.000% | 10,650,275 | 17,855,275 |
| 06/30/2028 | 7,575,000 | 5.000% | 10,280,775 | 17,855,775 |
| 06/30/2029 | 7,965,000 | 5.000% | 9,892,275 | 17,857,275 |
| 06/30/2030 | 8,375,000 | 5.000% | 9,483,775 | 17,858,775 |
| 06/30/2031 | 8,805,000 | 5.000% | 9,054,275 | 17,859,275 |
| 06/30/2032 | 9,255,000 | 5.000% | 8,602,775 | 17,857,775 |
| 06/30/2033 | 9,730,000 | 5.000% | 8,128,150 | 17,858,150 |
| 06/30/2034 | 10,230,000 | 5.000% | 7,629,150 | 17,859,150 |
| 06/30/2035 | 10,750,000 | 5.000% | 7,104,650 | 17,854,650 |
| 06/30/2036 | 11,305,000 | 5.000% | 6,553,275 | 17,858,275 |
| 06/30/2037 | 11,885,000 | 5.000% | 5,973,525 | 17,858,525 |
| 06/30/2038 | 12,495,000 | 5.000% | 5,364,025 | 17,859,025 |
| 06/30/2039 | 13,135,000 | 5.000% | 4,723,275 | 17,858,275 |
| 06/30/2040 | 13,805,000 | 5.000% | 4,049,775 | 17,854,775 |
| 06/30/2041 | 14,515,000 | 5.000% | 3,341,775 | 17,856,775 |
| 06/30/2042 | 15,180,000 | 4.000% | 2,675,300 | 17,855,300 |
| 06/30/2043 | 15,880,000 | 5.000% | 1,974,700 | 17,854,700 |
| 06/30/2044 | 16,605,000 | 4.000% | 1,245,600 | 17,850,600 |
| 06/30/2045 | 17,400,000 | 5.250% | 456,750 | 17,856,750 |
| | 228,950,000 | | 139,359,025 | 368,309,025 |

BOND DEBT SERVICE

Commonwealth of Kentucky State Property and Buildings Commission
 Revenue Refunding Bonds, Project No. 130 Series B
 Verified Final Numbers

Dated Date 05/01/2024
 Delivery Date 05/01/2024

| Period Ending | Principal | Coupon | Interest | Debt Service |
|---------------|-------------|--------|------------|--------------|
| 06/30/2025 | 58,375,000 | 5.000% | 19,188,875 | 77,563,875 |
| 06/30/2026 | 59,915,000 | 5.000% | 16,231,625 | 76,146,625 |
| 06/30/2027 | 62,945,000 | 5.000% | 13,160,125 | 76,105,125 |
| 06/30/2028 | 66,115,000 | 5.000% | 9,933,625 | 76,048,625 |
| 06/30/2029 | 69,445,000 | 5.000% | 6,544,625 | 75,989,625 |
| 06/30/2030 | 72,940,000 | 5.000% | 2,985,000 | 75,925,000 |
| 06/30/2031 | 23,230,000 | 5.000% | 580,750 | 23,810,750 |
| | 412,965,000 | | 68,624,625 | 481,589,625 |

BOND DEBT SERVICE

Commonwealth of Kentucky State Property and Buildings Commission
 Revenue Refunding Bonds, Project No. 130 Series C
 Verified Final Numbers

Dated Date 05/01/2024
 Delivery Date 05/01/2024

| Period Ending | Principal | Coupon | Interest | Debt Service |
|------------------|------------|--------|------------|-----------------|
| 06/30/2025 | 2,185,000 | 5.000% | 2,078,875 | 4,263,875 |
| 06/30/2026 | 5,075,000 | 5.000% | 1,897,375 | 6,972,375 |
| 06/30/2027 | 1,830,000 | 5.000% | 1,724,750 | 3,554,750 |
| 06/30/2028 | 7,270,000 | 5.000% | 1,497,250 | 8,767,250 |
| 06/30/2029 | 2,235,000 | 5.000% | 1,259,625 | 3,494,625 |
| 06/30/2030 | 6,905,000 | 5.000% | 1,031,125 | 7,936,125 |
| 06/30/2031 | 6,645,000 | 5.000% | 692,375 | 7,337,375 |
| 06/30/2032 | 10,525,000 | 5.000% | 263,125 | 10,788,125 |
| | 42,670,000 | | 10,444,500 | 53,114,500 |

SUMMARY OF BONDS REFUNDED

Commonwealth of Kentucky State Property and Buildings Commission
 Revenue Refunding Bonds, Project No. 130 Series B
 Verified Final Numbers

| Bond | Maturity Date | Interest Rate | Par Amount | Call Date | Call Price |
|-----------------------------------|---------------|---------------|-------------------|------------|------------|
| Project No. 95C, 95C_BAB, TERM_1: | | | | | |
| | 08/01/2024 | 6.573% | 20,510,000 | 06/04/2024 | 102.849 |
| | 08/01/2025 | 6.573% | 21,400,000 | 06/04/2024 | 102.849 |
| | 08/01/2026 | 6.573% | 22,330,000 | 06/04/2024 | 102.849 |
| | 08/01/2027 | 6.573% | 23,305,000 | 06/04/2024 | 102.849 |
| | 08/01/2028 | 6.573% | 24,315,000 | 06/04/2024 | 102.849 |
| | 08/01/2029 | 6.573% | <u>25,375,000</u> | 06/04/2024 | 102.849 |
| | | | 137,235,000 | | |
| Project No. 96C, 96C_BAB, TERM_1: | | | | | |
| | 11/01/2024 | 6.155% | 23,930,000 | 06/04/2024 | 101.924 |
| | 11/01/2025 | 6.155% | 21,985,000 | 06/04/2024 | 101.924 |
| | 11/01/2026 | 6.155% | 22,885,000 | 06/04/2024 | 101.924 |
| | 11/01/2027 | 6.155% | 23,830,000 | 06/04/2024 | 101.924 |
| | 11/01/2028 | 6.155% | 24,810,000 | 06/04/2024 | 101.924 |
| | 11/01/2029 | 6.155% | <u>25,835,000</u> | 06/04/2024 | 101.924 |
| | | | 143,275,000 | | |
| Project No. 99C, 99C_BAB, TERM_1: | | | | | |
| | 11/01/2026 | 5.921% | 20,220,000 | 06/04/2024 | 101.918 |
| | 11/01/2027 | 5.921% | 21,030,000 | 06/04/2024 | 101.918 |
| | 11/01/2028 | 5.921% | 21,880,000 | 06/04/2024 | 101.918 |
| | 11/01/2029 | 5.921% | 22,760,000 | 06/04/2024 | 101.918 |
| | 11/01/2030 | 5.921% | <u>23,675,000</u> | 06/04/2024 | 101.918 |
| | | | 109,565,000 | | |
| Project No. 99C, 99C_BAB, TERM_2: | | | | | |
| | 11/01/2024 | 5.373% | 18,765,000 | 06/04/2024 | 100.000 |
| | 11/01/2025 | 5.373% | <u>19,450,000</u> | 06/04/2024 | 100.000 |
| | | | 38,215,000 | | |
| | | | 428,290,000 | | |

SUMMARY OF BONDS REFUNDED

Commonwealth of Kentucky State Property and Buildings Commission
 Revenue Refunding Bonds, Project No. 130 Series C
 Verified Final Numbers

| Bond | Maturity Date | Interest Rate | Par Amount | Call Date | Call Price |
|--------------------------------------|---------------|---------------|------------------|------------|------------|
| Project No. 117C, PROJ117C, SERIAL1: | | | | | |
| | 05/01/2025 | 3.307% | 765,000 | 05/01/2024 | 98.360 |
| | 05/01/2026 | 3.407% | 520,000 | 05/01/2024 | 97.299 |
| | 05/01/2027 | 3.507% | 860,000 | 05/01/2024 | 96.516 |
| | 05/01/2028 | 3.657% | 660,000 | 05/01/2024 | 96.321 |
| | 05/01/2029 | 3.757% | <u>1,000,000</u> | 05/01/2024 | 95.987 |
| | | | 3,805,000 | | |
| Project No. 122D, PROJ122D, SERIAL1: | | | | | |
| | 11/01/2024 | 2.190% | 1,500,000 | 05/01/2024 | 98.467 |
| | 11/01/2025 | 2.293% | 530,000 | 05/01/2024 | 96.049 |
| | 11/01/2026 | 2.393% | 2,105,000 | 05/01/2024 | 94.379 |
| | 11/01/2027 | 2.522% | 5,005,000 | 05/01/2024 | 93.061 |
| | 11/01/2028 | 2.572% | 1,735,000 | 05/01/2024 | 91.584 |
| | 11/01/2029 | 2.622% | 2,040,000 | 05/01/2024 | 90.329 |
| | 11/01/2031 | 2.772% | <u>5,605,000</u> | 05/01/2024 | 88.047 |
| | | | 18,520,000 | | |
| Project No. 125B, PROJ125B, SERIAL1: | | | | | |
| | 09/01/2024 | 0.675% | 1,280,000 | 05/01/2024 | 98.443 |
| | 09/01/2025 | 1.039% | 5,285,000 | 05/01/2024 | 94.815 |
| | 09/01/2026 | 1.239% | 25,000 | 05/01/2024 | 92.181 |
| | 09/01/2027 | 1.696% | 2,680,000 | 05/01/2024 | 90.819 |
| | 09/01/2028 | 1.846% | 475,000 | 05/01/2024 | 89.034 |
| | 09/01/2029 | 2.023% | 5,760,000 | 05/01/2024 | 87.814 |
| | 09/01/2030 | 2.123% | 7,365,000 | 05/01/2024 | 86.166 |
| | 09/01/2031 | 2.223% | 5,425,000 | 05/01/2024 | 84.954 |
| | 09/01/2032 | 2.323% | <u>65,000</u> | 05/01/2024 | 83.700 |
| | | | 28,360,000 | | |
| | | | 50,685,000 | | |

SAVINGS

Commonwealth of Kentucky State Property and Buildings Commission
 Revenue Refunding Bonds, Project No. 130 Series B
 Verified Final Numbers

| Date | Prior Debt Service | Refunding Debt Service | Savings | Present Value to 05/01/2024 @ 3.4096661% |
|------------|--------------------|------------------------|--------------|--|
| 06/30/2025 | 78,084,539.69 | 77,563,875.00 | 520,664.69 | 738,415.37 |
| 06/30/2026 | 76,668,119.25 | 76,146,625.00 | 521,494.25 | 723,086.39 |
| 06/30/2027 | 76,629,053.53 | 76,105,125.00 | 523,928.53 | 697,872.32 |
| 06/30/2028 | 76,572,962.86 | 76,048,625.00 | 524,337.86 | 671,431.24 |
| 06/30/2029 | 76,510,553.31 | 75,989,625.00 | 520,928.31 | 642,291.49 |
| 06/30/2030 | 76,451,915.58 | 75,925,000.00 | 526,915.58 | 621,829.18 |
| 06/30/2031 | 24,144,566.87 | 23,810,750.00 | 333,816.87 | 267,958.54 |
| | 485,061,711.09 | 481,589,625.00 | 3,472,086.09 | 4,362,884.54 |

Savings Summary

| | |
|--|----------------------|
| PV of savings from cash flow | 4,362,884.54 |
| Plus: Refunding funds on hand | 2,575.05 |
| Adjustment for Net Cash Contribution for Accrued Interest from 5/1 - 6/4 | <u>-1,620,030.40</u> |
| Net PV Savings | 2,745,429.19 |

SAVINGS

Commonwealth of Kentucky State Property and Buildings Commission
 Revenue Refunding Bonds, Project No. 130 Series C
 Verified Final Numbers

| Date | Prior Debt Service | Refunding Debt Service | Savings | Present Value to 05/01/2024 @ 3.4096661% |
|------------|--------------------|------------------------|--------------|--|
| 06/30/2025 | 4,647,295.28 | 4,263,875.00 | 383,420.28 | 382,068.30 |
| 06/30/2026 | 7,357,719.69 | 6,972,375.00 | 385,344.69 | 395,158.10 |
| 06/30/2027 | 3,936,130.06 | 3,554,750.00 | 381,380.06 | 345,505.40 |
| 06/30/2028 | 9,149,789.21 | 8,767,250.00 | 382,539.21 | 350,039.39 |
| 06/30/2029 | 3,878,117.21 | 3,494,625.00 | 383,492.21 | 323,247.21 |
| 06/30/2030 | 8,318,844.06 | 7,936,125.00 | 382,719.06 | 349,326.82 |
| 06/30/2031 | 7,720,657.78 | 7,337,375.00 | 383,282.78 | 343,650.16 |
| 06/30/2032 | 11,169,494.13 | 10,788,125.00 | 381,369.13 | 320,002.89 |
| 06/30/2033 | 65,754.98 | - | 65,754.98 | 49,609.95 |
| | 56,243,802.40 | 53,114,500.00 | 3,129,302.40 | 2,858,608.23 |

Savings Summary

| | |
|-------------------------------|---------------------|
| PV of savings from cash flow | 2,858,608.23 |
| Plus: Refunding funds on hand | 4,286.86 |
| Net PV Savings | <u>2,862,895.09</u> |