

NEW POLICY: Sets out the general limitations under which A&T will issue debt.



NORTH CAROLINA AGRICULTURAL AND TECHNICAL STATE UNIVERSITY

SEC. VI—FINANCE 1.0

Debt Management

UNIVERSITY POLICY

I. INTRODUCTION

North Carolina Agricultural and Technical State University (“A&T”) views its debt capacity as a limited resource that should be used, when appropriate, to help fund the capital investments necessary for the successful implementation of A&T’s strategic vision to provide its students a quality environment of exemplary teaching and learning, scholarly and creative research, and effective community engagement and public service within a diverse and inclusive community, while preserving the operational flexibility and resources necessary to support A&T’s current and future programming. A&T recognizes the important role that the responsible stewardship of its financial resources will play as A&T seeks to invest in its campus and related infrastructure in a manner that is economically, socially, and environmentally sustainable.

This Policy has been developed to assist A&T’s efforts to manage its debt on a long-term, portfolio basis and in a manner consistent with A&T’s capital improvement plan, stated policies, objectives and core values. Like other limited resources, A&T’s debt capacity should be used and allocated strategically and equitably, taking into account the benefits and burdens for both current and future students.

Specifically, the objective of this Policy is to provide a framework that will enable A&T’s Board of Trustees (the “Board”) and finance staff to:

- Identify and prioritize projects eligible for debt financing;
- Limit and manage risk within A&T’s debt portfolio;

- Establish debt management guidelines and quantitative parameters for evaluating A&T's financial health, debt affordability and debt capacity;
- Manage and protect A&T's credit profile in order to maintain A&T's credit rating at a strategically optimized level and maintain access to the capital markets; and
- Ensure A&T remains in compliance with all of its post-issuance obligations and requirements.

This Policy is intended solely for A&T's internal planning purposes. The Vice Chancellor for Business and Finance, in consultation with the Chancellor, will review this Policy annually and, if necessary, recommend changes to ensure that it remains consistent with University's strategic objectives and the evolving demands and accepted practices of the public higher education marketplace. Proposed changes to this Policy are subject to the Board's approval.

II. Authorization and Oversight

A&T's Vice Chancellor for Business and Finance, in consultation with the Chancellor, is responsible for all of A&T's debt financing activities. A&T's Vice Chancellor for Business and Finance is responsible for the day-to-day management of A&T's financial affairs in accordance with the terms of this Policy. Each University financing will conform to all applicable State and Federal laws.

The Board will consider for approval each proposed financing in accordance with the requirements of any applicable State law.

A. Process for Identifying and Prioritizing Capital Projects Requiring Debt

Only projects that directly or indirectly relate to the mission of A&T will be considered for debt financing.

1. **Self-Liquidating Projects**— A project that has a related revenue stream (self-liquidating project) will receive priority consideration. Each self-liquidating project financing must be supported by an achievable plan of finance that provides, or identifies sources of funds, sufficient to (1) service the debt associated with the project, (2) pay for any related infrastructure improvements, (3) cover any new or increased operating costs and (4) fund appropriate reserves for anticipated replacement and renovation costs.
2. **Energy Conservation Projects**— Each energy conservation project financing must provide annual savings sufficient to service the applicable debt and all related monitoring costs.
3. **Other Projects** – Other projects funded through budgetary

savings, gifts and grants will be considered on a case-by-case basis. Any projects that will require gift financing or include a gift financing component must be jointly approved by the Vice Chancellor for University Advancement and the Vice Chancellor for Business and Finance before any project-restricted donations are solicited. The fundraising goal for any project to be financed primarily with donations should also include, when feasible, an appropriately-sized endowment for deferred maintenance and other ancillary ownership costs. In all cases, institutional strategy, and not donor capacity, must drive the decision to pursue any proposed project.

B. Benchmarks and Debt Ratios

Overview

When evaluating its current financial health and any proposed plan of finance, A&T takes into account both its debt affordability and its debt capacity. Debt affordability focuses on A&T's cash flows and measures A&T's ability to service its debt through its operating budget and identified revenue streams. Debt capacity, on the other hand, focuses on the relationship between A&T's net assets and its total debt outstanding.

Debt capacity and affordability are impacted by a number of factors, including A&T's enrollment trends, reserve levels, operating performance, ability to generate additional revenues to support debt service, competing capital improvement or programmatic needs, and general market conditions. Because of the number of potential variables, A&T's debt capacity cannot be calculated based on any single ratio or even a small handful of ratios.

A&T believes, however, that it is important to consider and monitor objective metrics when evaluating A&T's financial health and its ability to incur additional debt. To that end, A&T has identified four key financial ratios that it will use to assess its ability to absorb additional debt based on its current and projected financial condition:

- Debt to Obligated Resources
- Five-Year Payout Ratio
- Expendable Resources to Debt
- Debt Service to Operating Expenses

Note that the selected financial ratios are the same benchmarks monitored as part of the debt capacity study for The University of North Carolina delivered each year under Article 5 of Chapter 116D of the North Carolina General Statutes (the "UNC Debt Capacity Study"), which A&T believes will promote clarity and consistency in A&T's debt management and planning efforts.

A&T has established for each ratio a floor or ceiling target, as the case may be, with the expectation that A&T will operate within the parameters of those ratios most of the time. To the extent possible, the policy ratios established from time to time in this policy should align with the ratios used in the report A&T submits each year as part of the UNC Debt Capacity Study. The policy ratios have been established to help preserve A&T’s financial health and operating flexibility and to ensure A&T is able to access the market to address capital needs or to take advantage of potential refinancing opportunities. Attaining or maintaining a specific credit rating is not an objective of this policy.

A&T recognizes that the policy ratios, while helpful, have limitations and should not be viewed in isolation of A&T’s strategic plan or other planning tools. In accordance with the recommendations set forth in the initial UNC Debt Capacity Study delivered April 1, 2016, A&T has developed as part of this policy specific criteria for evaluating and, if warranted, approving critical infrastructure projects even when A&T has limited debt capacity as calculated by the UNC Debt Capacity Study or the benchmark ratios in this policy. In such instances, the Board may approve the issuance of debt with respect to a proposed project based on one or more of the following findings:

- The proposed project would generate additional revenues (including, if applicable, dedicated student fees or grants) sufficient to support the financing, for which revenues are not currently captured in the benchmark ratios.
- The proposed project would be financed entirely with private donations based on pledges already in hand.
- The proposed project is essential to the implementation of one of the Board’s strategic priorities.
- The proposed project addresses life and safety issues or addresses other critical infrastructure needs.
- Foregoing or delaying the proposed project would result in significant additional costs to A&T.

At no point, however, should A&T intentionally operate outside an established policy ratio without conscious and explicit planning.

Ratio 1 – Debt to Obligated Resources

What does it measure?	A&T’s aggregate outstanding debt as compared to its obligated resources—the funds legally available to service its debt under the General Revenue Bond Statutes
Why is it tracked?	The ratio, which is based on the legal structure proscribed by the General Revenue Bond Statutes, provides a general indication of A&T’s ability to absorb debt on its balance

sheet and is the primary ratio used to calculate A&T's "debt capacity" under the methodology used in the UNC Debt Capacity Study

How is it calculated? Aggregate debt* divided by obligated resources**

Policy Ratio: Not to exceed 1.75x (UNC Debt Capacity Study Target Ratio = 1.50x)

* As used throughout this Policy, "aggregate debt" includes A&T's energy savings contracts, which, in accordance with State law, are excluded from the UNC Debt Capacity Study.

** "Available Funds," which is the concept commonly used to capture each UNC's campus's obligated resources in its loan and bond documentation, has been used as a proxy for "obligated resources." The two concepts are generally identical, though Available Funds may include additional deductions for certain specifically pledged revenues, making it a conservative measure of A&T's obligated resources.

Ratio 2 – Five-Year Payout Ratio Overview

What does it measure? The percentage of A&T's debt scheduled to be retired in the next five years

Why is it tracked? The ratio measures how aggressively A&T is amortizing its debt and is a ratio that is monitored in the UNC Debt Capacity

How is it calculated? Aggregate principal to be paid in the next five years divided by aggregate debt

Policy Ratio: Not less than 10% (UNC Debt Capacity Study Target Ratio = 15%)

Ratio 3 – Expendable Resources to Debt

What does it measure? The number of times A&T's liquid and expendable net assets covers its aggregate debt

Why is it tracked? The ratio, which is widely tracked by rating agencies and other capital market participants, is a basic measure of financial health and assesses A&T's ability to settle its debt obligations using only its available net assets as of a particular date

How is it calculated? The sum of (1) Adjusted Unrestricted Net Assets and (2) Restricted Expendable Net Assets divided by aggregate debt

Policy Ratio: Not less than 0.70x

Ratio 4 – Debt Service to Operating Expenses

What does it measure?	A&T’s debt service burden as a percentage of its total expenses, which is used as the denominator because it is typically more stable than revenues
Why is it tracked?	The ratio, which is widely tracked by rating agencies and other capital market participants, evaluates A&T’s relative cost of borrowing to its overall expenditures and provides a measure of A&T’s budgetary flexibility
How is it calculated?	Annual debt service divided by annual operating expenses
Policy Ratio:	Not to exceed 3.50%

The Vice Chancellor for Business and Finance will review each ratio in connection with the delivery of the University’s audited financials and will provide an annual report to the Board detailing (1) the calculation of each ratio for that fiscal year and (2) an explanation for any ratio that falls outside the University’s stated policy ratio, along with (a) any applicable recommendations, strategies and an expected timeframe for aligning such ratio with the University’s stated policy or (b) the rationale for any recommended changes to any such stated policy ratio going forward (including any revisions necessitated by changes in accounting standards or rating agency methodologies).

C. Debt Portfolio Management and Transaction Structure Considerations

Generally

Numerous types of financing structures and funding sources are available, each with specific benefits, risks, and costs. Potential funding sources and structures will be reviewed and considered by the Vice Chancellor for Business and Finance, in conjunction with the Chancellor, within the context of this Policy and the overall portfolio to ensure that any financial product or structure is consistent with A&T’s stated objectives. As part of effective debt management, A&T must also consider its investment and cash management strategies, which influence the desired structure of the debt portfolio.

Method of Sale

A&T will consider various methods of sale on a transaction-by-transaction basis to determine which method of sale (i.e., competitive, negotiated or private placement) best serves A&T’s strategic plan and financing objectives. In making that determination, A&T will consider, among other factors: (1) the size and complexity of the issue, (2) the current interest rate environment and other market factors (such as

bank and investor appetite) that might affect A&T's cost of funds, and (3) possible risks associated with each method of sale (e.g., rollover risk associated with a financing that is privately placed with a bank for a committed term that is less than the term of the financing).

Tax Treatment

When feasible and appropriate for the particular project, the use of tax-exempt debt is generally preferable to taxable debt. Issuing taxable debt may reduce A&T's overall debt affordability due to higher rates but may be appropriate for projects that do not qualify for tax-exemption, or that may require interim funding. For example, taxable debt may be justified if it sufficiently mitigates A&T's ongoing administrative and compliance risks. When used, taxable debt should be structured to provide maximum repayment flexibility and rapid principal amortization.

Structure and Maturity

To the extent practicable, A&T should structure its debt to provide for level annual payments of debt service, though A&T may elect alternative structures when the Vice Chancellor for Business and Finance, in consultation with the Chancellor, determine it to be in A&T's best interest. In addition, when financing projects that are expected to be self-supporting (such as a revenue-producing facility or a facility to be funded entirely through a dedicated fundraising campaign), the debt service may be structured to match future anticipated receipts.

A&T will use maturity structures that correspond with the life of the facilities financed, not to exceed the maximum term authorized under applicable State law (currently 30 years). Equipment should be financed for a period not to exceed 120% of its useful life. Such determinations may be made on a blended basis, taking into account all assets financed as part of a single debt offering. As market dynamics change, maturity structures should be reevaluated. Call features should be structured to provide the highest degree of flexibility relative to cost.

Variable Rate Debt

A&T recognizes that a degree of exposure to variable interest rates within A&T's debt portfolio may be desirable in order to (1) take advantage of repayment or restructuring flexibility, (2) benefit from historically lower average interest costs and (3) provide a "match" between debt service requirements and the projected cash flows from A&T's assets. A&T's debt portfolio should be managed to ensure that no more than 20% of A&T's total debt bears interest at an unhedged variable rate.

A&T's finance staff will monitor overall interest rate exposure and will analyze and quantify potential risks, including interest rate, liquidity and rollover risks. A&T may manage the liquidity risk of variable rate debt either through its own working capital/investment portfolio, the type of instrument used, or by using third party sources of liquidity. A&T may manage interest rate risk in its portfolio through specific budget

and central bank management strategies or through the use of derivative instruments.

Debt Related to Public Private Partnerships

To address A&T's anticipated capital needs as efficiently and prudently as possible, A&T may choose to explore and consider opportunities for alternative and non-traditional transaction structures (collectively, "P3 Arrangements").

A&T will pursue P3 Arrangements only when A&T has determined that (1) a traditional financing alternative is not feasible, (2) a P3 Arrangement will likely produce construction or overall operating results that are superior, faster or more efficient than a traditional delivery model or (3) a P3 Arrangement serves one of the Board's broader strategic objectives (e.g., a decision that operating a particular auxiliary function is no longer consistent with A&T's core mission).

P3 Arrangements will receive increased scrutiny if the Vice Chancellor for Business and Finance determines, in consultation with A&T's advisors, that the P3 Arrangement will be viewed as "on-credit" (i.e., treated as University debt) by A&T's auditors or outside rating agencies. When evaluating whether the P3 Arrangement should be viewed as "on-credit," rating agencies consider A&T's economic interest in the project and the level of control it exerts over the project. Further, rating agencies will generally treat a P3 Arrangement as University debt if the project is located on A&T's campus or if the facility is to be used for an essential University function. For this reason, any P3 Arrangement for a university-related facility to be located on land owned by the State, A&T or an A&T affiliate must be approved in advance by the Vice Chancellor for Business and Finance, in consultation with the Chancellor.

Refunding Considerations

A&T will actively monitor its outstanding debt portfolio for refunding or restructuring opportunities. Absent a compelling economic or strategic reason to the contrary, A&T should evaluate opportunities to issue bonds for the purpose of refunding existing debt obligations of A&T ("Refunding Bonds") using the following general guidelines:

- (i) The life of the Refunding Bonds should not exceed the remaining life of the bonds being refunded.
- (ii) Refunding Bonds issued to achieve debt service savings should have a target savings level measured on a present net value basis of at least 3% of the par amount refunded.
- (iii) Refunding Bonds that do not achieve debt service savings may be issued to restructure debt or provisions of bond documents if such refunding serves a compelling interest.
- (iv) Refunding Bonds may also be issued to relieve A&T of certain limitations, covenants, payment obligations or reserve requirements that reduce operational flexibility.

Financing Team Professionals

A&T will generally select its financial advisors, underwriters, lenders and bond counsel through a request for proposal process. Firms providing financial advisory and bond counsel services are generally selected for a specific period of time rather than for individual transactions, while underwriters and lenders will be selected on a transaction-by-transaction basis. Additionally, A&T may use the financial advisors, underwriters and bond counsel selected by General Administration through its own similar competitive process.

D. Derivative Products

A&T recognizes that derivative products may provide for more flexible management of the debt portfolio. In certain circumstances, interest rate swaps and other derivatives permit A&T to adjust its mix of fixed- and variable-rate debt and manage its interest rate exposures. Derivatives may also be an effective way to manage liquidity risks. A&T will use derivatives only to manage and mitigate risk; A&T will not use derivatives to create leverage or engage in speculative transactions.

As with underlying debt, A&T's finance staff will evaluate any derivative product comprehensively, taking into account its potential costs, benefits and risks, including, without limitation, any tax risk, interest rate risk, liquidity risk, credit risk, basis risk, rollover risk, termination risk, counterparty risk, and amortization risk. Before entering into any derivative product, the Vice Chancellor for Business and Finance must (1) conclude, based on the advice of a reputable swap advisor, that the terms of any swap transaction are fair and reasonable under current market conditions and (2) ensure that A&T's finance staff has a clear understanding of the proposed transaction's costs, cash flow impact and reporting treatment.

A&T will use derivatives only when the Vice Chancellor for Business and Finance, in consultation with the Chancellor, determine based on the foregoing analysis, that the instrument provides the most effective method for accomplishing A&T's strategic objectives without imposing inappropriate risks on A&T.

E. Post-Issuance Compliance Matters

To the extent A&T adopts any formal policies relating to post-issuance compliance matters after the effective date of this Policy, the Vice Chancellor for Business and Finance will attach each such policy as Appendix A to this Policy.

Appendix A – Post-Issuance Compliance Policies

TBD

Approved by the Board of Trustees
First approved: February 16, 2018
Revised:

Harold L. Martin, Sr.
Chancellor

date signed for final posting

Robert Pompey, Jr.
Vice Chancellor for Business and Finance

date signed for final posting