Office of the Controller Policy 13 University Debt

The University of North Carolina at Greensboro
Approved by Paul Forte, Interim AVC for Finance, August 4, 2021
Revised August 4, 2021

1. **Purpose**

This Policy outlines the University’s use of debt as a source of capital and provides debt management guidelines.

1.1 **Legal Authority**

The financings of The University of North Carolina at Greensboro (UNCG or University) will conform to the authority granted by North Carolina and Federal laws. Only projects that directly or indirectly relate to the mission of the University will be considered for debt financing.

1.1.1 **General Revenue Bonds**

The Board of Governors of the University of North Carolina is authorized under Chapter 116 of the General Statutes of North Carolina as amended, to issue, subject to the approval of the Board of Governors, at one time or from time to time, special obligation bonds of the Board, for the purpose of paying all or any part of the cost of acquiring, constructing or providing one or more capital facilities at UNCG or refunding any bonds issued under any provision of any Article of Chapter 116 for the benefit of UNCG.

1.1.2 **Energy Savings Performance Contracts**

UNCG has the power, pursuant to Chapter 142, Article 8 of the General Statutes of North Carolina, to enter into installment financing contracts to finance the purchase of personal property, including equipment for energy savings projects. For energy savings projects, approval is required by the Office of State Budget and Management, the State Treasurer, the State Energy Office, and the Council of State.

1.1.3 **Interest Rate Swaps**

Interest rate swaps and other derivative products are authorized under Chapter 159 of the General Statutes of North Carolina. In general, interest rate swaps are utilized to reduce the cost and/or risk of existing or planned University debt. By using swaps in a prudent manner, the University can take advantage of market opportunities to reduce
debt service cost and/or interest rate risk. The use of swaps must be tied directly to University debt instruments. Swaps may not be utilized for speculative purposes.

2. **Scope**

The Debt Policy covers all forms of debt including long-term, short-term, fixed-rate, variable-rate, tax-exempt and taxable debt.

The objective of this policy is to provide a framework that will allow the Board of Trustees and University Finance Managers to:

Make prudent utilization of debt to provide a low-cost source of capital to fund capital projects and other strategic initiatives to achieve the University’s mission and strategic objectives.

   a. Manage the University’s overall debt level to provide appropriate access to capital and to maintain a credit rating deemed acceptable by the Board. The minimum acceptable underlying rating for a University issue is the single “A” category by the major rating agencies.
   
   b. Manage the University debt portfolio by balancing the goal of attaining the lowest cost of capital with the goal of minimizing interest rate risk.
   
   c. Manage outstanding debt over time to achieve a low cost of capital and to take advantage of interest rate cycles and refunding opportunities.
   
   d. Assure projects financed have a feasible plan of repayment; and
   
   e. Maintain compliance with all post-issuance obligations and requirements.

3. **Definitions and Roles and Responsibilities**

3.1 **Definitions**

3.1.1 **Board**: Board of Governors of the University of North Carolina

3.1.2 **Board of Trustees**: Board of Trustees for The University of North Carolina at Greensboro

3.2 **Roles and Responsibilities**

3.2.1 The University takes a comprehensive team approach relative to managing debt. The “Debt Management Team” consists of the Vice Chancellor for Finance and Administration (VC – Finance and Administration), the Associate Vice Chancellor for Finance (AVC – Finance), the Director of Financial Planning & Budgets (Budget Director), the University Controller (Controller), the Bond Legal Counsel (Bond Counsel), and the Financial Advisor.
3.2.2 The VC – Finance and Administration participates in the executive level capital planning for all University Facilities. For Self-liquidating Capital Projects, the VC – Finance and Administration coordinates, through the Associate Vice Chancellor for Facilities, the development and periodic updating of the self-liquidating capital projects multi-year plan, which is the basis for defining the debt needs.

3.2.3 The AVC for Finance works closely with the VC for Finance and Administration and the Budget Director in the selection of the primary advisors on debt. These primary advisors are the Bond Counsel and the Financial Advisor, who are engaged for a period of years, upon approval by the Vice President for Finance of the University of North Carolina. It is the AVC – Finance’s role to work with the Financial Advisor and assess debt capacity based on the current outstanding debt and any planned issues, including the multi-year Self-Liquidating Capital Projects plan. If it is determined that the University will reach its debt capacity from issuing debt on the proposed projects, then priorities and timing will be addressed with the VC – Finance and Administration and the project owners to best meet the overall needs of the University. During the year, the AVC – Finance meets periodically with the Financial Advisor and/or Bond Counsel and other members of the Management Team to discuss debt needs, opportunities and options, including any upcoming debt issues and/or refunding’s. If action is warranted, the entire team is pulled together to decide upon the merits and, if justified, to define a plan to accomplish the debt issuance, refunding, swap, liquidation, or other initiative.

3.2.4 It is the Budget Director’s primary role to assemble the project description and required financial and statistical information, review the official statements and to do the reporting required by the U.S. Securities and Exchange Commission (SEC) utilizing the Municipal Securities Rulemaking Board (MSRB) / Electronic Municipal Market Access (EMMA) website.

3.2.5 It is the role of the Financial Advisor and Bond Counsel to recommend the approach and financing instrument to best meet the needs of the University and to coordinate the RFP and selection of financial institutions and/or underwriters. The Bond Counsel secures the most favorable terms and covenants and coordinates the preparation of legal documents with input and review by the Debt Management Team. The Financial Advisor coordinates the preparation of the details of the financing and insurance or other credit enhancements. The Financial Advisor also coordinates review and rating by the appropriate rating agencies.

3.2.6 It is the Controller’s primary role to coordinate receipt and distribution of proceeds, payments to fiscal agents, allocations of debt service payments to project owners, arbitrage calculations and reporting, and financial reporting.
4. **Policy**

4.1 **Debt Management Strategies**

4.1.1 **Fixed versus variable rate allocation**

The University will assess prevailing market interest rates and the current debt mix to determine whether to issue fixed or variable rate debt. Variable rate debt can provide a lower cost of capital but introduces additional risks. To limit this risk, variable rate debt will be no more than 40% of the overall debt outstanding. Variable rate exposure may be achieved directly through debt issuance or indirectly by entering an interest rate swap contract.

4.1.2 **Methods of Sale**

The University will consider various methods of sale. Negotiated and competitive sales will be considered on an individual transaction basis. Issue size and complexity will be factors in determining which method of sale to pursue. A retail sales approach may be implemented if deemed appropriate for the particular transaction.

4.1.3 **Purchase of Insurance or Credit Enhancement**

The University will evaluate insurance and credit enhancement opportunities and utilize them if they are deemed cost effective.

4.1.4 **Refunding Targets**

The University along with the Financial Advisors will monitor the debt portfolio for refunding and/or restructuring opportunities. Refunding transactions must weigh the current opportunity against possible future refunding opportunities. In general, for a stand-alone refunding, the University will enter a transaction that produces net present value savings greater than 3% of the par amount refunded. The savings threshold can be less for refunding combined with new issues or other refunding, or for business reasons such as freeing up a reserve fund.

4.1.5 **Selection of Underwriters and Participants on the Selling Team**

The University will utilize a request for proposal process to select senior and co-managing underwriters for University debt issuance. The University will reserve the right to utilize a competitive process for any debt issue.

4.1.6 **Efficiency of Issuance**

The University will combine capital projects within a reasonable time horizon into a single issuance to save costs, to the extent that it is feasible. For small issues even after combining, the University of North Carolina bond pool will be utilized if the timing meets UNCG’s needs and it is cost effective and efficient for UNCG. For larger issues, the bond pool will be utilized if significant cost savings can be realized as well as being efficient and timely for UNCG. Stand-alone issues will be utilized when in the best
interest of UNCG upon approval of the Senior Vice President for Finance & Administration and CFO for the University of North Carolina System.

4.1.7 **Integrity of Revenue Streams**
The revenue system (housing & dining, or parking, or student fees, etc.) for each self liquidating capital project must stand on its own bottom line, supported by a revenue stream that can fully liquidate the debt over the amortization period in a fiscally sound manner. Debt service costs will be allocated to the capital project owners in proportion to the project’s participation in the borrowing.

4.1.8 **Debt Service Leveling and Reserve for Variable Rate Debt Fluctuations** The University will allocate debt service costs on capital projects funded with variable rate debt to the capital project owners on a fixed rate basis, effective at the time of issue, over the course of the amortization period. The differences between the allocation and the actual debt service will be placed in a reserve and returned to the project owners at the end of the amortization period if not needed to repay the debt. This is effectively an internal hedge to protect business operations from wide fluctuation in variable rates over the life of the debt with a leveling factor. Interest income will be allocated to the reserve.

4.1.9 **Public-Private Partnership**
Given limited debt capacity and substantial capital needs, opportunities for alternative and non-traditional transaction structures may be considered. All structures may be considered only when the economic benefit and the likely impact on the University’s debt capacity and credit have been determined. Specifically, for any third-party or developer-based financing, management ensures the full credit impact of the structure is evaluated and quantified.

4.1.10 **Use of Benchmarks and Debt Ratios**
The Current Operations and Capital Improvements Appropriations Act of 2015, which was signed into law on September 18, 2015 added a new Article 5 to Chapter 116D of the General Statutes of North Carolina (the "Act"), requiring the University to provide to the UNC Board of Governors with an annual report on its current and anticipated debt levels. The Act expressly requires the University to report on two ratios – debt to obligated resources and a five-year payout ratio. The UNC Board of Governors has also required the University to provide two supplementary ratios to measure the University’s debt burden – expendable resources to debt and debt service to operating expenses. In setting its target, the University considered several quantitative and qualitative factors, including comparisons to its designated peer institutions, its strategic initiatives, its historical results, its average age of plant and its recent and projected growth.
The debt to obligated resources compares outstanding debt to the funds legally available to service its debt. This provides a general indication of the University’s ability to repay debt from wealth that can be accessed over time. This ratio is tied to the statutory framework for University debt. The target ratio for the University is 2.0 with a ceiling of 2.5.

The five-year payout measures the percentage of University debt to be retired within the subsequent five-year period. This ratio indicates how rapidly the University’s debt is amortizing and how much additional debt capacity may be created in the near term. The target ratio for the University is 20% with a floor of 15.0%.

The expendable resources to debt measure the number of times the University’s liquid and expendable net assets cover its aggregate debt. This ratio provides a general indication of the University’s ability to repay debt from wealth that can be accessed over time. The target ratio for the University is 0.65.

The debt service to operations measures debt service burden as a percentage of University total operating expenses. This ratio indicates the University’s operating flexibility to finance existing requirements and new initiatives. Expenses are used rather than revenues because expenses tend to be more stable year-over-year. The target ratio for the University is 8.0%.

5. Compliance and Enforcement/Debt Compliance and Reporting

5.1 The University recognizes the importance of complying with federal and institutional requirements regarding the issuance and ongoing management of its debt. Post issuance compliance is managed by the University Controller throughout the life of the bonds.

5.1.1 Use of Proceeds and of Property Compliance
The University will comply with Internal Revenue Service rules related to monitoring and tracking of private uses and private payments with respect to facilities financed with tax-exempt bonds.

5.1.2 Arbitrage Yield Restriction and Rebate Compliance
The University will comply with arbitrage requirements on invested tax-exempt bond proceeds. Arbitrage calculations will be performed as needed.

5.1.3 Continuing Disclosure Compliance
The University will meet the ongoing disclosure requirements in accordance with SEC Rule 15c2-12 (MSRB). The University will submit all reporting required with respect to outstanding bonds or certificates of participation to which such Rule is applicable.
5.1.4 The University also recognizes that in order to maintain cost-effective access to the capital markets, it needs to provide appropriate information to the rating agencies which maintain ratings on the University’s debt as well as investors who purchase such debt. The University will provide necessary information to these parties on a timely basis.

6. Additional Information

6.1 Resources

N.C.G.S. § 116D, Article 3
Chapter 116 of the General Statutes of North Carolina
Chapter 142, Article 8 of the General Statutes of North Carolina
Chapter 159 of the General Statutes of North Carolina
Board of Governors
Board of Trustees
Article 5 to Chapter 116D of the General Statutes of North Carolina (the "Act")
SEC Rule 15c2-12

6.2 Approval Authority

This policy will be approved by the Interim Associate Vice Chancellor for Finance.

6.3 Contact for Additional Information

- Responsible Executive: Paul Forte, Interim AVC for Finance, (336)334-5806, pdforte@uncg.edu
- Responsible Administrator: Mandy Nash, University Controller, (336)334-5180, awnash@uncg.edu