



Item: AF: A-9

## AUDIT AND FINANCE COMMITTEE

Tuesday, June 19, 2012

**SUBJECT: REQUEST FOR APPROVAL OF AN AMENDED DEBT RESOLUTION FOR THE UNDERGRADUATE HOUSING PROJECT**

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### PROPOSED COMMITTEE ACTION

Recommend approval of an amended debt resolution for the 2012 undergraduate housing project.

### BACKGROUND INFORMATION

On March 15, 2012, the Board of Trustees approved a debt resolution: (i) authorizing the FAU Finance Corporation ("FAUFC"), an FAU direct support organization, to issue debt in an amount not to exceed \$50,000,000 (the "Debt") for the purpose of financing and constructing a new 614 bed residence hall on the Boca Raton campus (the "Project"), (ii) requesting the Florida Board of Governors ("BOG") to approve the issuance of the Debt, and (iii) authorizing appropriate officials of the University and FAUFC to execute all documents and take all steps and other actions necessary or desirable in connection with the execution, sale and delivery of the Debt (collectively, the "March Resolution").

The Division of Bond Finance has requested that certain clarifying language be added to the March Resolution and its supporting Description of Security to specify that the Debt is secured by a pledge of revenues net of operating expenses needed for the Project. No other change to the March Resolution or its supporting materials (which may be viewed on the BOT's web archive of the March meeting:

[http://www.fau.edu/bot/meetings/03\\_15\\_2012\\_fullboardmeeting/AF\\_A5\\_Undergraduate Housing Project Financing Plan.pdf](http://www.fau.edu/bot/meetings/03_15_2012_fullboardmeeting/AF_A5_Undergraduate_Housing_Project_Financing_Plan.pdf)) is being requested.

### **IMPLEMENTATION PLAN/DATE**

The Debt issuance will be presented to the BOG for approval on June 21, 2012. If the BOG approves the issuance, the closing will occur shortly thereafter to achieve Project completion for the Fall of 2013.

### **FISCAL IMPLICATIONS**

There are no fiscal implications from the proposed amendments to the previously approved resolution.

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**Supporting Documentation:** Proposed Amended Resolution and Description of Security

**Presented by:** Mr. Dennis Crudele, Sr. Vice President for Financial Affairs

**Phone:** 561-297-3267

**A RESOLUTION AUTHORIZING THE ISSUANCE OF DEBT AND REQUESTING THE FLORIDA BOARD OF GOVERNORS TO APPROVE THE ISSUANCE OF SUCH DEBT TO FINANCE THE CONSTRUCTION OF CERTAIN STUDENT HOUSING FACILITIES ON THE CAMPUS OF FLORIDA ATLANTIC UNIVERSITY; PROVIDING FOR A REPEALER CLAUSE; PROVIDING AN EFFECTIVE DATE.**

**BE IT RESOLVED BY THE FLORIDA ATLANTIC UNIVERSITY BOARD OF TRUSTEES:**

Section 1. The Florida Atlantic University Board of Trustees (the "Board of Trustees"), as the governing body of Florida Atlantic University (the "University") hereby authorizes the issuance of debt by The FAU Finance Corporation (the "DSO") and requests the Florida Board of Governors (the "Board of Governors") to approve the issuance of debt in an amount not exceeding \$50,000,000 (the "Debt") for the purpose of financing the construction of certain student housing and related facilities (the "Project") on the Boca Raton campus of the University.

Section 2. The Project will consist of the construction of a 614 bed freshman student housing facility comprised of one building containing approximately 190,000 total square feet located on the campus of the University in Boca Raton, Florida. The seven- or eight- story building will contain 50 double-double suites housing 200 students, 100 four single bedroom suites housing 400 students, 14 single bedroom/single bath units for Resident Assistants and a food services area. The Project is reflected on the approved master plan for the University and is consistent with the mission of the University because it will provide needed student housing facilities. Construction of the Project is expected to begin between April and June of 2012 and to be completed by August of 2013. Proceeds of the Debt are anticipated to be sufficient to complete the construction of the Project without the use of additional funds. Legislative approval of the Project has been obtained pursuant to section 1010.62(7)(a), Florida Statutes. No proceeds of the Debt will be used to finance operating expenses of the University or the DSO.

Section 3. The Debt will be issued pursuant to a Trust Indenture (the "2012 Indenture") to be entered into between the DSO and a corporate trustee. The Debt will be secured by a trust estate created under the 2012 Indenture which includes a lien on (i) Pledged Revenues as defined in the 2012 Indenture to include the gross income and revenues of the Project, net of amounts needed to pay Operating Expenses, and (ii) amounts transferred from the Surplus Fund established under the Trust Indenture dated as of March 1, 2010, by and between the DSO and U.S. Bank National Association (the "2010 Indenture") pursuant to which the DSO's Capital Improvement Revenue Bonds (Innovation Village Project), Series 2010 (the "2010 Bonds") were issued. The University is committed to ensuring that sufficient revenues will be generated to fulfill the University's obligations with respect to the Debt. The University is legally authorized to secure the Debt with the revenues to be pledged pursuant to section 1010.62, Florida Statutes.

The lien on the Pledged Revenues from the Project to be granted to the holders of the Debt will be a first lien. In addition, surplus revenues transferred from the Surplus Fund of the 2010 Indenture to the 2012 Indenture will also be pledged as further security for the repayment of the Debt. Amounts available to be transferred out of the Surplus Fund of the 2010 Indenture represent excess funds after payment of all obligations related to the University's Housing Revenue Bonds issued through the Division of Bond Finance (the "University Housing Bonds") and the DSO's 2010 Bonds. The 2010 Bonds were initially issued by the DSO in two series. The Capital Improvement Revenue Bonds (Innovation Village Project), Series 2010A are currently outstanding in the aggregate principal amount of \$120,930,000, and the DSO's outstanding Capital Improvement Revenue Bonds (Innovation Village Project), Series 2010B are currently outstanding in the aggregate principal amount of \$3,365,000. The University Housing Bonds are currently outstanding in the aggregate principal amount of \$71,131,373.

Section 4. The Debt will mature not more than 30 years after issuance, including any extensions or renewals thereof. The Project has an estimated useful life of 40 years, which is beyond the anticipated final maturity of the Debt. The Debt will bear interest at a fixed interest rate.

Section 5. The Debt, which consists of Student Housing Revenue Bonds, Series 2012 (the "Bonds") to be issued by the DSO, will be sold through negotiated sale. A negotiated sale is necessary due to the fact that the structure is unique and requires additional marketing as well as volatility of the tax exempt bond market. The underwriter was selected as part of a competitive process in February 2012. An analysis showing that a negotiated sale is desirable is attached in Appendix A.

Section 6. The Board of Trustees will comply, and will require the University and the DSO to comply, with all requirements of federal and state law relating to the Debt, including but not limited to, laws relating to maintaining the exemption from taxation of interest payments on the Bonds issued as tax exempt obligations, and continuing secondary market disclosure of information regarding the Bonds.

Section 7. The President and Senior Vice President for Finance & Administration of the University and the Chairperson or Vice Chairperson, Executive Director and Secretary of the DSO and other authorized representatives of the University and the Board of Trustees, and the DSO are hereby authorized to take all actions and steps, to execute all instruments, documents, and contracts, and to take all other actions as they may deem necessary or desirable, in connection with the execution, sale and delivery of the Debt.

Section 8. In making the determination to finance the Project, the Board of Trustees has reviewed the information attached to Appendix A and finds that the issuance of the Debt is in compliance with the Debt Management Guidelines, the University's debt management policy, and applicable law.

Section 9. This Resolution is intended to supersede the resolution adopted by the Board of Trustees on March 15, 2012, and to supersede any other existing resolution of the Board of Trustees to the extent such existing resolution is inconsistent with this Resolution.

Section 10. This Resolution shall take effect immediately upon its adoption.

Adopted this       19<sup>th</sup> day of June, 2012.

## Appendix A

The following documents have been reviewed by the Board of Trustees prior to the execution of this Resolution:

- a. the project program, feasibility study, or consultant report; (SEE TAB 3 OF THIS SUBMISSION)
- b. a draw schedule for the project; (SEE TAB 5 OF THIS SUBMISSION)
- c. sources and uses of funds for the project; (SEE TAB 6 OF THIS SUBMISSION)
- d. an estimated debt service schedule; (SEE TAB 7 OF THIS SUBMISSION)
- e. a description of the security supporting repayment and the lien position the debt will have on that security; (SEE TAB 9 OF THIS SUBMISSION)
- f. a five year history, if available, and a five year projection, of the pledged revenues and the debt service coverage; (SEE TAB 12 OF THIS SUBMISSION)
- g. any negotiated sale analysis. (SEE TAB 18 OF THIS SUBMISSION)