

THE CALIFORNIA STATE UNIVERSITY
OFFICE OF THE CHANCELLOR

July 18, 2003

BAKERSFIELD

MEMORANDUM

CHANNEL ISLANDS

CHICO

TO: CSU Presidents

DOMINGUEZ HILLS

FROM: Charles B. Reed
Charles B. Reed
Chancellor

FRESNO

SUBJECT: Executive Order No. 876
Financing and Debt Management Policy—Project
Development and the Systemwide Revenue Bond Program

FULLERTON

HAYWARD

HUMBOLDT

Enclosed is a copy of Executive Order No. 876, which contains financing policies and procedures for the development of capital projects that are to be supported by non-state revenues. It provides management policy direction specifically on projects financed through the Trustees Systemwide Revenue Bond Program (SRB), which is the Trustees' primary program for issuance of debt.

LONG BEACH

LOS ANGELES

MARITIME ACADEMY

In accordance with the policy of the California State University, the campus president has the responsibility for implementing executive orders where applicable and for maintaining the campus repository and index for all executive orders.

MONTEREY BAY

NORTHRIDGE

Should you have any questions, please contact Mr. Richard Leffingwell, Senior Director, Financing and Treasury at (562) 951-4570.

POMONA

SACRAMENTO

CBR:ss

SAN BERNARDINO

SAN DIEGO

Attachment

SAN FRANCISCO

cc: Executive Staff, Office of the Chancellor
Vice Presidents for Administration
Vice Presidents for Student Affairs
Vice Presidents for University Development
Business Managers
Deans of Students
Chancellor's Office Divisional Heads

SAN JOSE

SAN LUIS OBISPO

SAN MARCOS

SONOMA

STANISLAUS

THE CALIFORNIA STATE UNIVERSITY
Office of the Chancellor
401 Golden Shore
Long Beach, California 90802-4210
(562) 951-4000

Executive Order No.: 876

Title: Financing and Debt Management Policy—Project Development and the Systemwide Revenue Bond Program

Effective Date: July 18, 2003

Supersedes: Executive Order No.703

Section 1: General Policies Regarding Financing Activities of the CSU

1.1 Authority: This policy statement provides information and procedures in connection with financing activities of campuses and auxiliary organizations. It is issued pursuant to Standing Orders of the Board of Trustees, Chapter III, Sections 1 and 2, and the authority delegated to the Chancellor in the Trustees *CSU Policy for Financing Activities*, (RFIN 03-02-02, Section 2.7; see Attachment B).

1.2 General Rule: Use of the capital markets to finance revenue-based non-state funded capital outlay projects of CSU campuses and auxiliary organizations shall be limited to the use of the Chancellor's Office tax-exempt commercial paper programs and the issuance of notes, bonds and other instruments, as approved by the Trustees, within the CSU Systemwide Revenue Bond Program as described below, hereafter referred to as the SRB program. The aspects of the SRB program and this policy are based on the fact that debt management is a dynamic undertaking, that evaluation of debt capacity and credit quality involves many different measures, and that the choice to use the specific criteria and measures in this policy may require change over time.

1.3 Alternative Financing Activities: An alternative financing structure to Section 1.2 above may be utilized if the campus is able to demonstrate significant benefits and if the Trustees approve the alternative structure. The campus must not only demonstrate benefits for the use of an alternative structure, but must also identify the detailed structure of the proposed financing. In reviewing the proposed structure, the Office of the Chancellor shall evaluate such things as 1) impacts on the CSU's financial statements, 2) the extent to which the financing will be counted as a use of the Trustees' credit, 3) the relative cost of the proposed financing, 4) the

proposed use of financing techniques that involve greater repayment risk than are typically used in the SRB program, and 5) any other short-term or long-term impacts to the Trustees' credit profile.

Section 2: Definitions

2.1 "PROJECT": Construction of a facility or group of facilities related to the same use and constructed at the same approximate time (example; one or more dormitories constructed with one construction contract).

2.2 "STAND-ALONE PROJECT": For a campus, a STAND-ALONE PROJECT is a campus self-supporting activity supported by an ESTABLISHED CSU FEE that provides the source for repayment of debt for only one campus related PROJECT (e.g. the first campus-operated student housing facility). For an auxiliary organization a STAND-ALONE PROJECT is a single PROJECT operated by the auxiliary that is supported by the project-related revenue, or all of the auxiliary organization's available revenue (e.g. the first auxiliary-operated bookstore facility).

2.3 "DEBT PROGRAM": For a campus, a DEBT PROGRAM is a campus self-supporting activity funded by an ESTABLISHED CSU FEE that provides the source for repayment of debt for more than one campus related PROJECT (e.g. two or more separately financed campus-operated student housing facilities). For an auxiliary organization, a DEBT PROGRAM is a program operated by the auxiliary that provides the source for repayment of debt for more than one auxiliary-operated PROJECT (e.g. two separately financed auxiliary-operated food service facilities). Note that a general revenue pledge of all available auxiliary organization revenue makes it possible for the entire auxiliary organization program to be classified as a single DEBT PROGRAM.

2.4 "ESTABLISHED CSU FEES": The following fee categories established in the Education Code have been pledged to the repayment of bonds issued by the SRB program:

- ❑ Parking Fees (Education Code Section 89701)
- ❑ Student Body Center Fees (i.e., Student Union Fees) (Education Code Section 89304)
- ❑ Rental Housing Fees (Education Code Section 89703)
- ❑ Health Center Facility Fees (Education Code Section 89702)
- ❑ Continuing Education Revenue Fund Fees (Education Code Section 89704)

2.5 “NET REVENUE DEBT SERVICE COVERAGE RATIOS”(DSCR): A DSCR consists of annual gross revenue, less annual operating expenses divided by annual debt service. This ratio serves as a benchmark at the systemwide and campus level for decisions about new debt and the management of debt (See Section 4).

Section 3: Systemwide Revenue Bond Program (SRB)

3.1 Trustee Approval: Each issuance of debt instruments under the SRB program shall be approved by the Trustees.

3.2 Gross Revenue Pledge: Bonds issued under the SRB program are secured by a gross revenue pledge of all ESTABLISHED CSU FEES.

3.2.1 Lawfully available revenue may be pledged from a campus or auxiliary organization through a formal binding agreement if approved by the Trustees.

3.3 Commercial Paper Program: Within the capacity of the CSU Chancellor's Office commercial paper program, each non-state funded capital outlay project may receive acquisition or construction funding through the issuance of tax-exempt commercial paper.

3.4 Auxiliary Organization Projects: Except as indicated in Section 1.3, PROJECTS of auxiliary organizations shall be financed through the SRB program.

3.4.1 Each auxiliary organization SRB project financing shall be supported by the execution of a financing lease between the auxiliary organization and the CSU with a legal structure that is permitted by the provisions of the State University Bond Act and the SRB Master Resolution.

3.4.1.1 For auxiliary organizations with no existing debt obligations, the lease shall contain provisions that 1) pledge all available corporation revenue to the Trustees for payment of the lease obligations; 2) require deposit of all pledged revenues (i.e., all revenues) into a pledged "gross revenue fund" bank account; 3) establish criteria for issuance of additional bonds; and 4) covenant that the auxiliary organization will set rates or otherwise maintain pledged income that will generate the required net revenue (See Section 4.4).

3.4.1.2 For auxiliary organizations with existing debt obligations, the lease shall contain provisions that 1) require the corporation to

abide by the criteria of existing bonds for the issuance of "parity" debt; 2) establish that Trustees share in pledged revenue with all other bondholders on a parity basis; and 3) require that Trustees receive the same covenants as existing bondholders for the issuance of additional bonds and the same coverage required for a rate covenant for the existing bonds.

3.4.1.3 The financing lease shall be considered parity debt with all other, existing auxiliary organization debt.

3.4.1.4 The financing lease payment from the auxiliary organization to the CSU shall be calculated to include: 1) debt service associated with the bonds including the cost of participation in the commercial paper program, interest and principal on bonds issued to permanently finance the project and other debt management related costs of the CSU; and 2) any costs incurred by the auxiliary organization's campus for operation and maintenance for the financed facility. (See Executive Order No. 753)

3.4.2 At each campus the aggregate annual direct and indirect debt service for other third-party financings and for auxiliary financings that are either part of or separate from the SRB program, is limited to a maximum amount of 25% of the respective allocation of debt capacity to the respective campus (See Section 5).

3.5 Structure and Timing of Bond Transactions: The structure and timing of each issuance of SRB bonds shall be determined by the Chancellor's Office.

3.6 Allocation of Costs: Debt service and other debt management costs shall be allocated to campuses on the basis of a formula determined by the Chancellor's Office.

Section 4: DSCR Benchmarks

4.1 Systemwide DSCR: For the system, the DSCR is computed using the total of the gross revenue of the ESTABLISHED CSU FEES plus any pledged revenue supporting SRB capital lease payments from auxiliary organizations. Operating expenses and debt service for the computation consist of the total operating expenses and debt service relating to these programs. The systemwide DSCR should be maintained at or above 1.45. If the SRB systemwide DSCR falls below 1.45, the campus benchmarks may be changed to strengthen the credit position of the program. (See also Attachment A)

4.2 Campuswide DSCR: At the campus level, the DSCR is similar to the systemwide DSCR test except that the amounts of pledged revenue, operating expense and debt service are related to the specific campus pledged revenues of the campus' ESTABLISHED CSU FEES. The minimum requirement of the DSCR for a campus is 1.35.

4.3 Campus PROJECT and DEBT PROGRAM DSCR: The DSCR for a campus PROJECT that is part of a campus DEBT PROGRAM must be equal to a minimum of 1.0 and the related DEBT PROGRAM DSCR equal to a minimum of 1.10. The DSCR for a campus STAND-ALONE PROJECT must be equal to a minimum of 1.10. For these requirements the DSCR is computed from pledged revenue, operating expense and debt service that is related to the specific PROJECT, DEBT PROGRAM or the STAND-ALONE PROJECT.

4.4 Auxiliary Organization PROJECT and DEBT PROGRAM DSCR: The DSCR for a campus auxiliary organization SRB PROJECT that is part of an auxiliary organization DEBT PROGRAM must be equal to a minimum of 1.1, and the related auxiliary DEBT PROGRAM equal to a minimum of 1.25. The DSCR for a campus SRB auxiliary organization STAND-ALONE PROJECT must equal a minimum of 1.25. For these requirements the DSCR is computed from pledged revenue, operating expense and debt service that is related to the specific auxiliary organization PROJECT or DEBT PROGRAM.

4.5 DSCR and Effective Year: The chief financial officer of a campus is responsible to implement plans and budgets so that the required DSCRs for campus CSU ESTABLISHED FEE programs and campus auxiliary organizations be supportable and maintained at or above the minimum level for the first operating year, and at or above for all subsequent years of operation for STAND-ALONE or DEBT PROGRAM PROJECTS.

Section 5: Debt Capacity

5.1 General Rule: Financing shall not be recommended by the Chancellor's Office if the issuance of new bonds will cause the total amount of issued and outstanding SRB bonds to exceed the CSU's debt capacity as determined by the Trustees.

5.2 Calculation of the CSU's Debt Capacity: Debt service on all issued and outstanding SRB bonds shall not at any time exceed an amount that would cause the quality of the CSU's credit to fall below a minimum level as determined by the Trustees.

5.3 Allocation of Debt Capacity to Campuses: Capacity, as measured by debt service on campus debt, shall be allocated to CSU campuses as follows:

5.3.1 Campus general allocation: The aggregate debt service related to a campus' individual projects shall not exceed an amount computed from its net unrestricted expenditures times two-thirds (2/3) of the same ratio that the Trustees have recognized as appropriate for the system.

5.3.2 Chancellor's Office special allocation: With concurrence of the Trustees, the Chancellor's Office may allocate portions of up to an additional one-third (1/3) of the CSU's debt service capacity to individual campuses for special priority purposes.

Section 6: General Financial Planning Principles For Projects

6.1 Project Size: The CSU SRB program is intended to provide a mechanism to finance revenue based non-state capital outlay projects pursuant to the State University Revenue Bond Act of 1947 and the issuance of debt to the public through a complex legal structure and financial marketing process. As such, the program is suitable for projects of greater than \$5 million at campuses of more than 10,000 FTE and \$3 million for campuses of less than 10,000 FTE, and with a useful life of greater than ten years. See Section 7 for program-related costs that should be funded through a reserve plan rather than through the issuance of debt.

6.2 Allocation of Debt Service: The plan of finance for SRB PROJECTS shall assume level debt service and allocation of long-term debt over 25 or 30 years unless the useful life of the asset financed is less.

6.3 Timing of Bond Sale: The plan of finance shall assume the sale of long-term debt at the time of initiation of construction (i.e., including capitalized construction period interest) to meet net revenue debt coverage ratio tests.

6.4 Interest Rate Assumptions: The plan of finance for PROJECTS shall incorporate a moderate interest rate contingency for unfavorable changes in interest rates between the time of the initial financial plan and the time long-term bonds will be sold. In the preliminary feasibility analyses, depending upon market conditions and timing of projects, a 100 basis point cushion may be incorporated. As PROJECTS progress, updated financial plans shall be adjusted to incorporate changes in market conditions. Plan for 50 basis point cushion for market uncertainty between market interest rates at the time of Trustees approval and issuance of bonds as permanent financing for the PROJECT. There may be specific conditions that further adjust this contingency.

6.5 Consistency of Computations: Upon request the Chancellor's Office will provide the debt service information to be used in all financial plans relating to debt issuance in order to ensure that information regarding the debt is consistently prepared.

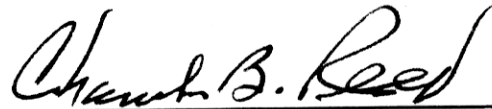
6.6 Calculation by Chancellor's Office: The Chancellor's Office shall calculate the DSCRs and debt capacity from audited data or other data provided through the CSU corporate management information system (FIRMS), and from new project and program data provided by the campus.

Section 7: Reserves

7.1 Reserve Development: The campus president and chief financial officer are responsible for developing and maintaining a campus policy to provide reserves from project revenues for projects funded by debt issued by the Board of Trustees. The campus reserve policies, at a minimum, should address the following needs:

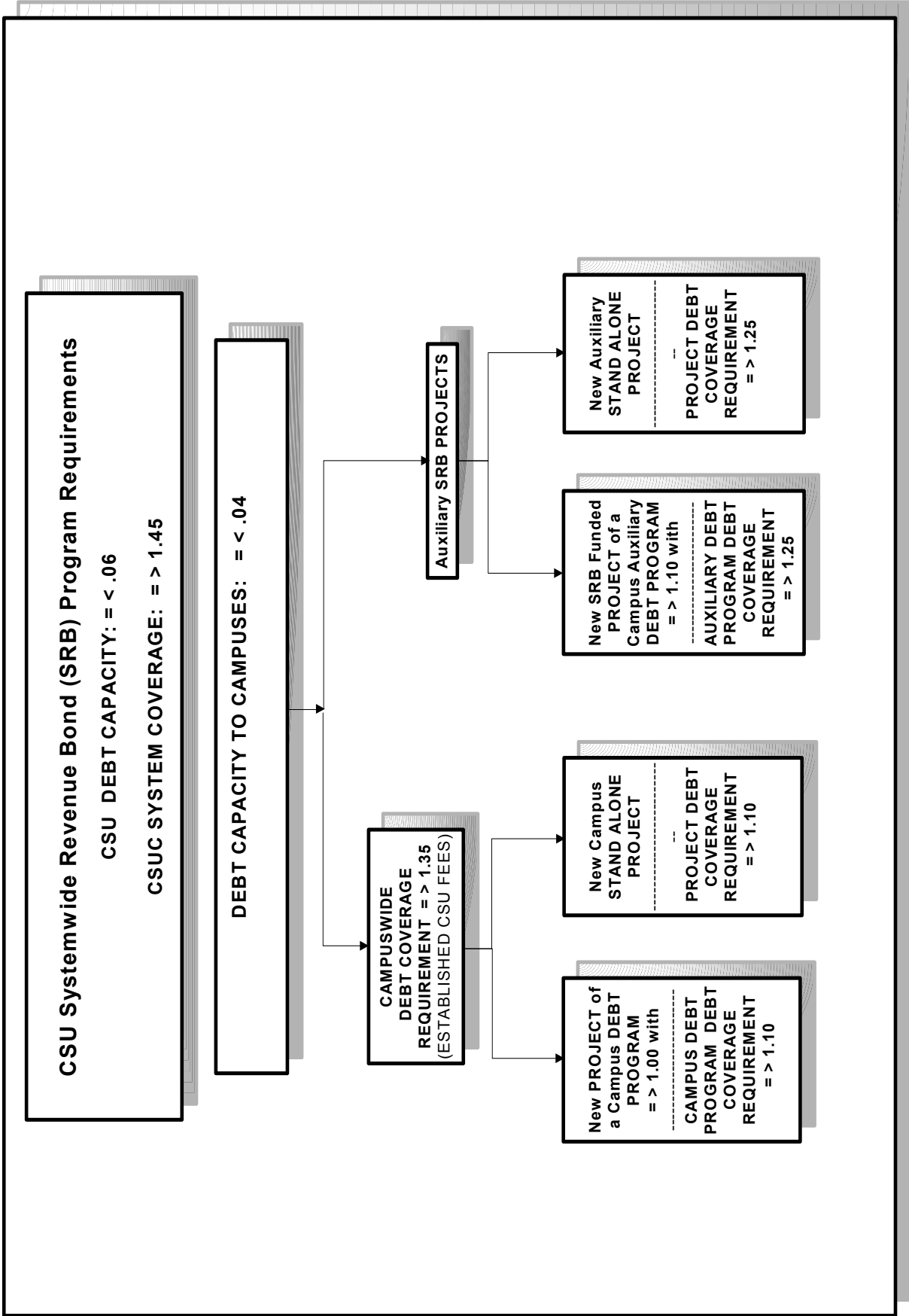
- Major Maintenance and Repair/Capital Renovation and Upgrade
- Working Capital
- Capital Development for New Projects
- Catastrophic Events

7.2 Reserve Review: At a minimum of once every three years, each campus shall conduct an in-depth review to assess the adequacy of the reserves and the campus reserve policies applicable to the projects funded by debt, and shall make necessary adjustments and changes to account for changing conditions. For Major Maintenance and Repair/Capital Renovation and Upgrade Reserves, the reviews should include formal studies of facility systems and necessary funding levels to cover all aspects of cost of replacement through the reserve funding plan.



Charles B. Reed, Chancellor

Dated: July 18, 2003



**CSU Policy for Financing Activities
Board of Trustees' Resolution
RFIN 03-02-02**

WHEREAS, The Board of Trustees of The California State University (“the Board” or “the Trustees”) finds it appropriate and necessary to use various debt financing programs afforded to it through the methods statutorily established by the legislature, and to use to its advantage those programs available to it through debt financing by recognized auxiliary organizations of the California State University; and

WHEREAS, The Board wishes to establish and maintain policies that provide a framework for the approval of financing transactions for the various programs that enable appropriate oversight and approval by the Trustees; and

WHEREAS, Within a policy framework the Board desires to establish appropriate delegations that enable the efficient and timely execution of financing transactions for the CSU and its recognized auxiliary organizations in good standing; and

WHEREAS, The Board recognizes that there is a need from time to time to take advantage of rapidly changing market conditions by implementing refinancings that will lower the cost of debt financing for the CSU and its auxiliary organizations and that such refinancings could be better implemented by reducing the time required to authorize such refinancings; and

WHEREAS, The Board finds it appropriate to establish the lowest cost debt financing programs for the CSU, and to use the limited debt capacity of the CSU in the most prudent manner; and

WHEREAS, There are certain aspects of the tax law related to the reimbursement of up-front expenses from tax-exempt financing proceeds that would be more appropriately satisfied through a delegation to the Chancellor without affecting the Trustees’ ultimate approval process for such financings; now, therefore be it

RESOLVED, by the Board of Trustees of The California State University as follows:

Section 1. General Financing Policies

- 1.1 The State University Revenue Bond Act of 1947 (Bond Act) provides the Board of Trustees with the ability to acquire, construct, or refinance projects funded with debt instruments repaid from various revenue sources.
- 1.2 The long-term debt programs of the Board of Trustees established pursuant to the Bond Act shall be managed by the Chancellor to credit rating standards in the “A” category.
- 1.3 The intrinsic rating of any debt issued by the Trustees shall be at investment grade or better.

- 1.4 The Trustees debt programs should include the prudent use of variable rate debt and commercial paper to assist with lowering the overall cost of debt.
- 1.5 The Trustees programs shall be designed to improve efficiency of access to the capital markets by consolidating revenue bond programs where possible.
- 1.6 The Chancellor shall develop a program to control, set priorities and plan the issuance of all long-term debt consistent with the five-year non-state capital outlay program.
- 1.7 The Chancellor shall annually report to the Trustees on the activity related to the issuance of long-term debt.

Section 2. Financing Program Structure of the CSU's Debt Program

2.1 To use the limited debt capacity of CSU in the most cost effective and prudent manner, all on-campus student, faculty and staff rental housing, parking, student union, health center, and continuing education capital projects will be financed by the Trustees using a broad systemwide multi-source revenue pledge under the authority of the Bond Act in conjunction with the respective authority of the Trustees to collect and pledge revenues.

Other revenue-based on-campus and off-campus projects will also be financed through this program and the Bond Act unless there are compelling reasons why a project could not or should not be financed through this program (see Section 3 below).

2.2 The Chancellor shall establish minimum debt service coverage and other requirements for Bond Act financing transactions and/or for the related campus programs, which shall be used for implementation of the Trustees' debt programs. The Chancellor shall also define and describe the respective campus program categories.

2.3 The Chancellor, the Executive Vice Chancellor and Chief Financial Officer, the Assistant Vice Chancellor Financial Services, the Senior Director of Financing and Treasury, and each of them (collectively, "Authorized Representatives of the Trustees"), are hereby authorized and directed, for and in the name and on behalf of the trustees, to take any and all actions necessary to refinance any existing bonds issued pursuant to the Bond Act of 1947 if the refinancing transaction will result in net present value savings, as determined by an Authorized Representative of the Trustees and which determination shall be final and conclusive. Authorized Representatives of the Trustees are authorized to execute, acknowledge and deliver, and to prepare and review, as each of them deems appropriate, all bond resolutions, bond indentures, official statements and all other documents, certificates, agreements and information necessary to accomplish such refinancing transactions.

Section 3. Other Financing Programs

3.1 The Board recognizes that there may be projects, or components of projects, that a campus wishes to construct that are not advantaged by, or financing is not possible, or is inappropriate for the Bond Act financing program. A campus president may propose that such a project be financed as an auxiliary organization or third party entity financing if there is reason to believe that it is more advantageous for the transaction to be financed in this manner than through the Bond Act financing program.

3.1.1 Such financings and projects must be presented to the Chancellor for approval early in the project's conceptual stage in order to proceed. The approval shall be obtained prior to any commitments to other entities.

3.1.2 These projects must have an intrinsic investment grade credit rating, and shall be presented to the Trustees to obtain approval before the financing transaction is undertaken by the auxiliary organization or other third party entity.

3.1.3 If a project is approved by the Trustees, the Chancellor, the Executive Vice Chancellor and Chief Financial Officer, the Assistant Vice Chancellor Financial Services, the Senior Director of Financing and Treasury, and each of them (collectively, "Authorized Representatives of the Trustees") are hereby authorized and directed, for and in the name and on behalf of the Trustees, to execute, acknowledge and deliver, and to prepare and review, as each of them deems appropriate, any and all documents and agreements with such insertions and changes therein as such Authorized Representatives of the Trustees, with the advice of the General Counsel, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof, in order to assist with the planning, design, acquisition, construction, improvement, financing, and refinancing of the projects.

3.2 The Chancellor may require campus presidents to establish campus procedures applicable to campus auxiliary organizations for the issuance of debt instruments to finance or to refinance personal property with lease purchase, line-of-credit, or other tax-exempt financing methods. The procedures issued by the Chancellor need not contain a requirement for approval of the Trustees or the Chancellor but may include authority for campus presidents to take all actions to assist the auxiliary organization on behalf of the Trustees to complete and qualify such financing transactions as tax-exempt.

Section 4. State Public Works Board Lease Revenue Financing Program

4.1 The authorizations set forth in this section shall be in full force and effect with respect to any State Public Works Board project which has been duly authorized by the Legislature in a budget act or other legislation and duly signed by the Governor and which is then in full force and effect.

4.2 The Chancellor, the Executive Vice Chancellor and Chief Financial Officer, the Assistant Vice Chancellor Financial Services, the Senior Director of Financing and Treasury, and each of them (collectively, “Authorized Representatives of the Trustees”) are hereby authorized and directed, for and in the name and on behalf of the Trustees, to execute, acknowledge and deliver, and to prepare and review, as each of them deems appropriate, any and all construction agreements, equipment agreements, equipment leases, site leases, facility leases and other documents and agreements with such insertions and changes therein as such Authorized Representatives of the Trustees, with the advice of the General Counsel, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof, in order to provide for the planning, design, acquisition, construction, improvement, financing, and refinancing of the projects.

Section 5. Credit of the State of California

5.1. The delegations conferred by this resolution are limited and do not authorize the Chancellor or other Authorized Representatives of the Trustees to establish any indebtedness of the State of California, the Board of Trustees, any CSU campus, or any officers or employees of any of them. Lending, pledging or otherwise using the credit established by a stream of payments to be paid from funds appropriated from the State of California for the purpose of facilitating a financing transaction associated with a capital project is permitted only if specifically authorized by a bond act or otherwise authorized by the legislature.

Section 6. Tax Law Requirement for Reimbursement of Project Costs

6.1 For those projects which may be financed under the authority of the Trustees, the Chancellor, the Executive Vice Chancellor and Chief Financial Officer, the Assistant Vice Chancellor Financial Services, the Senior Director of Financing and Treasury, and each of them (collectively, “Authorized Representatives of the Trustees”), are hereby authorized to make declarations on behalf of the Trustees solely for the purposes of establishing compliance with the requirements of Section 1.150-2 of the U.S. Treasury Regulations; provided, however that any such declaration:

- 6.1.1 Will not bind the Trustees to make any expenditure, incur any indebtedness, or proceed with the project or financing; and
- 6.1.2 Will establish the intent of the Trustees at the time of the declaration to use proceeds of future indebtedness, if subsequently authorized by the Trustees, to reimburse the Trustees for expenditures as permitted by the U.S. Treasury Regulations.

Section 7. Effective Date and Implementation

7.1 Within the scope of this financing policy, the Chancellor is authorized to further define, clarify and otherwise make and issue additional interpretations and directives as needed to implement the provisions of this policy.

7.2 This resolution supercedes RFIN 11-98-18 and shall take effect immediately. However, the Chancellor shall have the authority to authorize on a individual basis, auxiliary organization projects that are in the planning stage as of the adoption of this policy to proceed under the previous policy in order to prevent situations that would result in additional project costs or additional time-to-completion.