
AGENCY: University of South Carolina

SUBJECT: Not Exceeding \$45,000,000 General Obligation State Institution Bonds (Issued on Behalf of the University of South Carolina), Series 2017, of the State of South Carolina

The Authority is asked to adopt a resolution making provision for the issuance and sale of not exceeding \$45,000,000 General Obligation State Institution Bonds (Issued on Behalf of the University of South Carolina), Series 2017, of the State of South Carolina.

The proceeds of the bonds will be used to construct, reconstruct, improve, furnish, and refurbish the site and building comprising its former, or soon to be former, law school facility in order to provide classroom, laboratory, and other space for the use of the University and its students.

AUTHORITY ACTION REQUESTED:

Adopt a resolution making provision for the issuance and sale of not exceeding \$45,000,000 General Obligation State Institution Bonds (Issued on behalf of the University of South Carolina), Series 2017, of the State of South Carolina.

ATTACHMENTS:

Pope 5/2//17 letter; Resolution; NDIF



POPE FLYNN
GROUP

COLUMBIA | CHARLOTTE | SPARTANBURG

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May 2, 2017

Mr. Delbert H. Singleton, Jr.
Assistant Executive Director and Authority Secretary
South Carolina State Fiscal Accountability Authority
1200 Senate Street, Suite 600
Columbia, South Carolina 29201

Re Not Exceeding \$45,000,000 of General Obligation State Institution Bonds (Issued on Behalf of the University of South Carolina), Series 2017 of the State of South Carolina (the "Bonds")

Dear Delbert:

On behalf of the University of South Carolina, in connection with the authorization of the Bonds, and in anticipation of the South Carolina State Fiscal Accountability Authority (the "Authority") meeting scheduled for June 13, 2017, we respectfully enclose the following for consideration by the Authority:

1. A copy of a resolution adopted by the Board of Trustees of the University of South Carolina on April 21, 2017, making application to the Authority in connection with the Bonds (an executed copy will be provided as soon as practicable);
2. A proposed form of opinion of Bond Counsel; and
3. A proposed form of Bond Resolution of the Authority (an electronic copy is being provided contemporaneously with this letter).

We have provided the Office of State Treasurer with copies of the Bond Counsel Selection Form, the New Debt Information Form (NDIF) – Initial Form, and a copy of this submission package. Please let us know should you require anything further or if you have any questions regarding the enclosed.

Best regards,

Gary T. Pope, Jr.

c: Kevin Kibler, Senior Assistant State Treasurer, Office of State Treasurer
Charlie FitzSimons, Director of Capital Budgets & Financing, University of South Carolina
Enclosures



OFFICE OF STATE TREASURER

New Debt Information Form (NDIF) - Initial Form

SFAA Approval Date: 06/13/17

Final Version Date: 00/00/00

1. AGENCY/ISSUER & FINANCING INFORMATION

Agency #: H270 Issuer: University of South Carolina Series: 2017A
 Borrower (if not Issuer): _____
 Bond Caption: State Institution Bonds 2017A
 Bond Resolution Amount: \$45,000,000.00 Est. Production/Par Amt: \$39,535,000.00

(* Used to calculate initial COI percentages; STO bond issues must use Par Amt *)

Final Production/Par Amt: \$0.00

Submitted By:

ENTITY: University of South Carolina
 BY: Charles D. FitzSimons
 ITS: Director of Capital Budgets & Financing
 Tel: 803-777-1476
 Email: fitzsimo@mailbox.sc.edu

Transaction Type/Method of Sale:

Public Offering: Competitive: _____ Negotiated: _____
 Direct Placement: Competitive: _____ Negotiated: _____
 Governmental Loan/Governmental Purchaser
 Other: _____

MSRB (EMMA) Continuing Disclosure Requirement (Y/N): YesMSRB (EMMA) Continuing Disclosure Responsible Party: State Treasurer's Office

2. FINANCING (NEW PORTION)

Project #: 6118 Project Name: Renovation of Old Law School
 Project Address/Location: 701 Main St, Columbia SC 29208 Amount: \$43,495,000.00
 Project Type: Renovation of Existing Facility County: Richland
 Projected Avg Interest Rate: 5.00% Final Maturity: 09/01/37

3. FINANCING (REFUNDED PORTION)

Series to be Refunded	Refunded Maturities	Principal Refunded	IR of Refunded Bds	Est. Yield of Refunding Bds	Est NPV Svgs. (\$)	Est NPV Svgs. (% of Ref. Bds)
		\$			\$	
		\$			\$	
		\$			\$	
Total		\$	*****	*****	\$	

4. FINANCING WORKING GROUP

Financial Advisor: PRAG Disclosure Counsel: Howell, Linkous & Nettles
 Bond Counsel: Pope Flynn Issuer's Counsel: _____
 Underwriter: _____ Trustee: _____
 Paying Agent: _____ Other: _____

5. FINANCING/PROJECT DESCRIPTION

(Briefly, explain the financing/project, the anticipated costs, & the basis for these cost estimates. Use an attachment if needed)

Please see attached for project description.

6. FINANCING/PROJECT APPROVAL DATES

Financing Approvals		Notes:
Issuer/Borrower Approval:	04/21/17	
JBRC Approval:	06/06/17	
SFAA Approval:	06/13/17	

Project Approvals - Phase II (State Entities Only)		Notes:
Issuer/Borrower Approval:	04/21/17	
JBRC Approval:	00/00/00	
SFAA Approval:	00/00/00	

7. TAX AND ARBITRAGE MATTERS & SPEND DOWN SCHEDULE

a. Is any portion of the project, once completed, to be managed by a third-party pursuant to a management contract? (if yes, please attach copy)

Yes	No
	X

b. Will any third-party payments (from support organizations, private entities or the federal government) related to the facility, however indirectly, be used to pay debt service on the bonds?

Yes	No
	X

c. If yes to any of the above, please provide a square footage and cost estimate of the portion affected.

Sq. Footage -	
Cost Estimate -	\$0

Est. Expenditures - Through 6 Months
 Est. Expenditures - Through 12 Months
 Est. Expenditures - Through 18 Months
 Est. Expenditures - Through 24 Months
 Est. Expenditures - Through 36 Months
 Est. Expenditures - Through 48 Months
 - Estimated Expenditures: Thru FY:

Bond Proceeds	FYE	Spend Down Schedule Notes
\$ 2,415,069.00	6/30/2018	Projected Construction draws plus COI
\$ 10,000,000.00	6/30/2018	Projected Construction draws
\$ 15,000,000.00	6/30/2019	Projected Construction draws
\$ 16,495,000.00	6/30/2019	Projected Construction draws
\$	00/00/00	
\$	00/00/00	
\$ 43,910,069.00		

8. ESTIMATED/ACTUAL PROJECT SOURCES AND USES

Sources	Est. Project Budget (Sources)	Est. Project Budget (Uses)	Uses
(1) Bond Proceeds: (a) Par	\$ 39,535,000.00	\$ 46,995,000.00	Project Fund
(b) Premium/Accr. Int.	\$ 4,375,069.00	\$	Capitalized Interest Fund
(2) Issuer/Borrower Contr.	\$	\$	Debt Service Reserve Fund
(3) Debt Service Fund Trans.	\$	\$	Redemption Price/Escrow Deposit
(4) Debt Service Reserve Fund Contribution	\$	\$ 415,069.00	Cost of Issuance (Incl. UW Disc.)
		\$	Accrued Interest
(5) Other (Specify)		\$	Other
Type - CRF	\$ 3,500,000.00	\$	Other
Residual Project Sources		\$	Contingency
(6) Other		\$	Other
(a) GF -		\$	Other
(a) FF -	\$	\$	Other
(c) OF -	\$	\$	Other
Total Project Sources	\$ 47,410,069.00	\$ 47,410,069.00	Total Project Uses
Surplus/Deficit		\$	

9. ESTIMATED/ACTUAL BOND COI EXPENDITURES (Added COI entities beyond the following need an attached description **)**

COI Entity	Selected COI Vendor	Vendor #	Engagement Date (w/Engagement Ltr Attached)	Est. Fee For Services	Act. Fee For Services	(\$ Δ)
Financial Advisor	PRAG			\$ 65,000.00	\$	\$ 65,000.00
Bond Counsel	Pope Flynn			\$ 25,000.00	\$	\$ 25,000.00
Disclosure Counsel	Howell Linkous & Nettles			\$ 25,000.00	\$	\$ 25,000.00
Issuer's Counsel				\$	\$	\$
Underwriter's Counsel				\$	\$	\$
Transaction Counsel				\$	\$	\$
Legal Expenses				\$	\$	\$
				\$	\$	\$
Rating Agency - S&P				\$ 25,000.00	\$	\$ 25,000.00
Rating Agency - Moody's				\$ 25,000.00	\$	\$ 25,000.00
Rating Agency - Fitch				\$ 26,000.00	\$	\$ 26,000.00
Underwriter's Compensation				\$ 197,675.00	\$	\$ 197,675.00
Registrar - Paying Agent				\$ 10,000.00	\$	\$ 10,000.00
Escrow Agent				\$	\$	\$
Accountant				\$	\$	\$
Verification Agent				\$	\$	\$
Printing				\$ 5,000.00	\$	\$ 5,000.00
Publishing				\$ 1,500.00	\$	\$ 1,500.00
Advertising				\$ 3,000.00	\$	\$ 3,000.00
Contingency				\$ 6,894.00	\$	\$ 6,894.00
Issuer's Fee	SC JEDA - SC SHFDA			\$	\$	\$
				\$ 415,069.00	\$	\$ 415,069.00

Est. / Actual COI Fees (% of Transaction):

Financial Advisor: % of Transaction
 Bond Counsel: % of Transaction
 Total Legal Costs: % of Transaction
 Rating Agencies: % of Transaction

0.16%	#DIV/0!
0.06%	#DIV/0!
0.13%	#DIV/0!
0.19%	#DIV/0!

UW Comp: % of Transaction
 Other COI: % of Transaction
 Total COI: % of Transaction

0.50%	#DIV/0!
0.07%	#DIV/0!
1.05%	#DIV/0!



South Carolina Office of State Treasurer New Debt Information Form Attachment

05-13-17 - University of South Carolina - State Institution Bonds - \$45,000,000

In Response to Section 5:

Project for construction to fund the renovation of the former Law Center for the adaptive reuse of the facility to provide additional classrooms and laboratory space. The renovation will include the complete abatement of asbestos-containing material and the removal of lead-based paint. A significant portion of the project will address maintenance needs and enhance energy efficiency since much of the original mechanical, electrical, and plumbing are at the end of their serviceable life and will be replaced. Associated site work will include underground utilities, parking and pedestrian hardscape and the replacement of existing parking with green space. Three floors in the west tower will be upfitted for 17 instructional science labs, classrooms, offices and student study spaces. A portion of the 193,973 gsf building will be retained as shell space for the future upfit of classrooms and faculty offices. Costs of issuance of the bonds are calculated at the anticipated par amount of \$39,535,000 in accordance with the approved fee schedule for counsel, published schedules of rating agencies, past experience and to take into account that certain larger items, such as the underwriter's discount, will not be known until the pricing of the bonds and will vary with market conditions.