

**KENTUCKY STATE PROPERTY AND BUILDINGS COMMISSION**  
**MINUTES**  
**MARCH 12, 2020**  
**1:30 PM**

The Kentucky State Property and Buildings Commission (“SPBC” or the “Commission”) meeting was called to order on Thursday, February 13, 2020, at 1:34 PM. ET in Room 182 of the Capitol Annex by Travis Mayo proxy for Governor Andy Beshear, Chair of the Commission. Other members present were Robin Morley, permanent proxy, for Holly M. Johnson, Secretary of the Finance and Administration Cabinet (“FAC”) and Executive Director to the Commission; Beth Roark, permanent proxy for Lieutenant Governor and Vice-Chair to the Commission Jacqueline Coleman; Chris Lewis, permanent proxy for Attorney General Daniel Cameron; Edgar C. Ross, State Controller, Office of the Controller; and Katie Smith, proxy for Larry Hayes, Interim Secretary for the Cabinet for Economic Development (“CED”).

The Office of Financial Management (“OFM”) Staff Members Present: Ryan Barrow, Executive Director of OFM and Secretary to the Commission; Sandy Williams, Deputy Executive Director; Billy Aldridge, John Brady, Steve Starkweather, Bethany Couch and Jennifer Yount.

Other Guests Present: Carla Wright, Office of the State Budget Director (“OSBD”); Julia Wang and Katherine Hollaran, Legislative Research Commission (“LRC”); Tracy Thurston, Kentucky Housing Corporation (KHC); and David Carlsen, Kentucky Higher Education Student Loan Corporation (KHESLC).

Mr. Mayo verified with staff a quorum was present and the press had been notified of the meeting.

Mr. Mayo introduced the first item for business, which was the approval of the minutes from the February 13, 2020, meeting. A motion to accept the minutes of the February 13, 2020, meeting was made by Mr. Lewis and seconded by Ms. Smith. There being no further discussion, the motion **CARRIED**.

Mr. Mayo recognized John Brady to present **Resolution 2020-02**:

**A RESOLUTION OF THE STATE PROPERTY AND BUILDINGS  
COMMISSION OF THE COMMONWEALTH OF KENTUCKY  
APPROVING THE INCURRENCE OF TAX-EXEMPT INDEBTEDNESS  
BY THE KENTUCKY HOUSING CORPORATION IN ONE OR MORE  
SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED  
\$14,000,000.**

Mr. Brady presented Resolution 2020-02 for the approval of the Kentucky Housing Corporation Tax-Exempt Conduit Multifamily Housing Revenue Notes (The Colony Apartments), Series 2020, in an amount not to exceed \$14 million. Proceeds of the notes will be used to finance the acquisition, rehabilitation, and equipping of a multifamily project containing approximately 137 units, located at 3800 Locke Street, Covington, Kentucky. The proposed date of sale is May 2020.

The estimated total project cost is approximately \$20 million. The anticipated net interest rate is 3.84% over a term of 16 years. The method of sale is a private placement. Bond counsel is Stites & Harbison PLLC, and the developer is FA Developer LLC. KHC Board of Directors approved the transaction on February 27, 2020. Staff recommended approval.

Mr. Mayo called for a motion to approve Resolution **2020-02**. Mr. Lewis made a motion and was seconded by Mr. Ross. The motion **CARRIED** and Resolution **2020-02** was **ADOPTED**.

Mr. Mayo recognized John Brady to present **Resolution 2020-03**:

**A RESOLUTION OF THE STATE PROPERTY AND BUILDINGS COMMISSION OF THE COMMONWEALTH OF KENTUCKY APPROVING THE ISSUANCE BY THE KENTUCKY HIGHER EDUCATION STUDENT LOAN CORPORATION (THE "CORPORATION") OF STUDENT LOAN REVENUE BONDS, SERIES 2020, PURSUANT TO ONE OR MORE INDENTURES OF TRUST, SUPPLEMENTS THERETO AND AN AUTHORIZING RESOLUTION OF THE CORPORATION, IN AN AGGREGATE PRINCIPLE AMOUNT NOT TO EXCEED \$815,000,000, TO BE ISSUED AS A COMBINATION OF SENIOR AND SUBORDINATE BONDS AND TAX-EXEMPT AND TAXABLE BONDS AND THE ENTRY BY THE CORPORATION INTO ONE OR MORE NEW WORKING CAPITAL, WAREHOUSE OR BRIDGE FACILITY OR AMENDMENT OF ONE OR MORE EXISTING SUCH FACILITY IN CONNECTION THEREWITH.**

Mr. Brady presented Resolution 2020-03 for the approval of KHESLC Student Loan Backed Notes in a principal amount not to exceed \$815 million. The Notes are to be issued in one or more tranches for the purpose of financing Federal Family Education Loan Program (FFELP) Student Loans and rehabilitated FFELP loans. KHESLC Board of Directors approved this issuance on January 15, 2020. Proposed pricing and closing dates will be on various dates on or prior to June 30, 2021. The method of sale will be bridge lines, direct placement, floating rate notes (FRN), or negotiated. Bond Counsel is Hawkins Delafield & Wood; the Financial Advisor is SL Capital Strategies; the Underwriter for FRNs is Bank of America; and the Underwriter Counsel for FRNs is Kutak Rock LLP. Staff recommended approval. David Carlsen was present from KHESLC to answer any questions.

Mr. Mayo called for a motion to approve Resolution **2020-03**. Ms. Morley made a motion and was seconded by Mr. Lewis. The motion **CARRIED** and Resolution **2020-03** was **ADOPTED**.

Mr. Mayo called for Other Business for the Commission.

With no further business before the Commission, Mr. Mayo asked for a motion to adjourn. Ms. Smith made a motion and was seconded by Ms. Morley. Motion **CARRIED** and the meeting adjourned at 1:43 PM.

Respectfully submitted,



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Ryan Barrow  
Secretary

