

AGENDA BOOK  
OREGON FACILITIES AUTHORITY  
Business Meeting

**November 9, 2020**

Tonkon Torp LLP  
888 SW Fifth Ave., Suite 1600, Portland, OR 97204

**SUMMARY AGENDA**  
**OREGON FACILITIES AUTHORITY**  
**Business Meeting**  
**November 9, 2020**  
**888 SW Fifth Avenue, Suite 1600, Portland OR**  
**1:00 PM – 3:00 PM – OFA Business and Bond Applications**

<b>Tab</b>	<b>Item</b>	<b>Action Required</b>
1	Consideration of Preliminary Approval for the application by Oregon Episcopal School for an OFA Traditional Bond in an approximate amount of \$18,500,000	<b>Yes</b>
2	Approval of Minutes of July 13, 2020	<b>Yes</b>
3	Executive Director's Reports	<b>No</b>
4	Informational Items	<b>No</b>
5	Other Matters for the Authority	<b>No</b>
	Public Comment	<b>No</b>

The meeting is at:  
 888 SW Fifth Avenue, Suite 1600, Portland, OR 97204

**To attend by video conference:**

<https://tonkon.zoom.us/j/97168082949?pwd=NmZTSHRjelU2V1VuWW8xVEFQVVZaUT09>

**To attend by teleconference, dial by your closest location:**

(Tacoma) 253-215-8782 (Chicago) 312-626-6799, or (New York) 646-558-8656

**Meeting ID: 971 6808 2949; Passcode: 676 961**

*OFA helps nonprofit organizations access lower cost financing for capital projects by facilitating the issuance of tax exempt conduit revenue bonds.*

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**WORKING AGENDA**  
**OREGON FACILITIES AUTHORITY**  
**Business Meeting**  
**November 9, 2020**  
**888 SW Fifth Ave., Suite 1600, Portland, OR**  
**1:00 PM – 3:00 PM – OFA Business and Bond Applications**

<b><u>Tab</u>   <u>Discussion and Action</u></b>	<b><u>Time</u></b>
<b>Call to Order and Present Notice of Meeting</b>	<b>1:00</b>
<b>1. Consideration of Preliminary Approval for the application by Oregon Episcopal School for an OFA Traditional Bond in an approximate amount of \$18,500,000</b>	<b>1:05 – 1:45</b>
<i>We will hear from:</i>	
The Applicant:	Mr. Mo Copeland, Head of School and Ms. Gretchen Reed, CFO
The Bank:	Mr. Todd Rassiger and Ms. Natasha Walth, First Republic Bank
OFA Financial Advisor:	Mr. Duncan Brown, PFM Financial Advisors LLC
Bond Counsel:	Ms. Carol McCoog, Hawkins Delafield & Wood LLP
OFA Executive Director:	Ms. Gwendolyn Griffith
<b>Possible action: <i>Approval of Resolution 2020-9, granting Preliminary Approval to Oregon Episcopal School for an OFA Traditional Bond in an approximate amount of \$18,500,000</i></b>	
<b>2. Approval of Minutes of July 13, 2020</b>	<b>1:45 – 1:50</b>
<b>3. Executive Director's Reports</b> <i>Bonding Report</i> <i>General Report</i>	<b>1:50 – 2:20</b>
<b>4. Oregon Bond Calendar and other Items – Information Only</b>	<b>2:20 – 2:25</b>
<b>Public Comment: <u>No Action Required</u></b>	<b>2:25 – 2:30</b>
<b>Other Matters for the Authority: <u>No Action Required</u></b>	<b>2:30 – 2:30</b>

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**The meeting is at:**  
888 SW Fifth Avenue, Suite 1600, Portland, OR 97204

**To attend by video conference:**  
<https://tonkon.zoom.us/j/97168082949?pwd=NmZTSHRjelU2V1VuWW8xVEFQVVZaUT09>

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**Meeting ID: 971 6808 2949; Passcode: 676 961**

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# TAB 1

**GWENDOLYN GRIFFITH**  
EXECUTIVE DIRECTOR

**JESSICA MORGAN**  
ASSOCIATE EXECUTIVE DIRECTOR

**NIKKI PHAM**  
EXECUTIVE ASSISTANT



**OREGON FACILITIES AUTHORITY**  
1600 PIONEER TOWER  
888 SW FIFTH AVENUE  
PORTLAND, OREGON 97204  
PHONE: (503) 802-5710  
EMAIL: OFA@TONKON.COM

MEMORANDUM

To: Eric Johansen, Chair  
Kevin McAuliffe, Vice-Chair  
Beth deHamel, Authority Member  
Sean Hubert, Authority Member  
Roy Kim, Authority Member  
Andrea Trenner, Authority Member

From: Gwendolyn Griffith

Date: November 3, 2020

Subject: Application by the Oregon Episcopal School

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The Oregon Episcopal School (the "Applicant") timely submitted an application for an OFA Traditional Bond in the approximate amount of \$18,500,000. The Applicant submitted the required fee. The Applicant is a §501(c)(3) organization which appears to continue to qualify for OFA financing. If preliminary approval is granted, the Applicant's status would be confirmed during the diligence period.

This is the third application to OFA by the Applicant, which borrowed \$12,000,000 in 2004 ("2004 Series A"). On June 29, 2015, the Applicant closed an additional financing, in the amounts of \$10,710,000 ("2015 Series A") and \$11,500,000 ("2015 Series B"). The 2015 Series A bond proceeds were used to refund the 2004 Series A bonds.

This Project includes a number of components:

- (1) construction of a new athletic center (\$4,000,000);
- (2) the refinancing of the Applicant's 2015 Series A Bonds (\$8,700,000);
- (3) the refinancing of the Applicant's 2015 Series B Bonds (\$2,500,000);
- (4) the refinancing of a loan taken out to acquire the property located at 7295 SW Ridgemont (\$1,000,000);
- (5) retirement of a SWAP (\$2,100,000); and
- (6) costs of issuance (\$200,000).

Hawkins Delafield and Wood LLP is acting as Bond Counsel for this transaction. Ms. McCoog and her team will work with the Applicant to analyze each of these proposed expenditures in terms of qualifying for nontaxable OFA financing.

Memorandum  
November 3, 2020  
Page 2

This will be a private placement with First Republic Bank, which has issued a term sheet, which is included in the Application materials. First Republic Bank was the purchaser of the bonds in the 2015 transaction as well. The Applicant has accepted the term sheet.

The financing team held a kickoff call on October 16, 2020, and no insurmountable issues were identified. The transaction does have a number of moving parts and diligence requirements (including retiring the SWAP), which is why I placed it in the Traditional Bond basket. If preliminary approval is given, the Applicant anticipates returning in January for final approval.

The Financial Advisor's report is included in the materials. In his report, Mr. Brown reviews the expected terms of the financing. Mr. Brown states that the transaction appears to meet the Authority's requirements for preliminary approval.

Bond Counsel's report is included in the materials. Ms. McCoog recommends the transaction for preliminary approval.

***Recommendation:***

**I recommend that the Authority approve Resolution 2020-9, granting Preliminary Approval to Oregon Episcopal School for an OFA Traditional Bond in an approximate amount of \$18,500,000.**

If you have any questions, please let me know.

GG/np  
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November 3, 2020

## **Preliminary Report**

### **Oregon Episcopal School**

This report has been prepared for the Oregon Facilities Authority's consideration of the application submitted by the Oregon Episcopal School ("OES" or the "School") for debt financing not to exceed \$18.5 million through the Authority's traditional bond program. The proposed bonds are to be sold directly to First Republic Bank. A portion of the bond proceeds would be used to complete construction of the School's new athletic center, while the remainder would be used to refinance existing debt and terminate a related interest rate swap.

### **History and Financial Performance**

OES is an independent day and boarding school, founded in 1869 and located in southwest Portland. The school currently enrolls approximately 875 students in pre-kindergarten through 12<sup>th</sup> grade. 57 students, or 6.5% of total enrollment, are boarding students. Enrollment has been consistent over the past several years.

OES has previously issued debt through the Authority, most recently in 2015. (The 2015 transaction provided financing for the Lower School Building and refinanced a 2004 bond issue. The 2004 bonds – also issued through OFA – funded renovations to the Upper School, construction of a garage and storage facility, and significant improvements to adjacent streets.)

OES prepares detailed financial statements and has received clean audit opinions in each of the past three fiscal years (ending June 30, 2019, 2018, and 2017). The School has seen increases in net assets in each of these years. OES does not currently have a credit rating, as its outstanding debt was sold directly to financial institutions rather than on a public basis.

### **The Financing**

The proposed transaction would be a direct placement under the Authority's traditional bond program. The two series of bonds (A and B) would be sold directly to First Republic Bank under a term sheet executed by the School on October 23<sup>rd</sup>. The School maintains a depository relationship with First Republic Bank, which also purchased the School's 2015 OFA bonds. However, the School did utilize an RFP process in selecting First Republic as its preferred lender. Unlike its 2015 financing, the School has not retained an independent financial advisor.

Proceeds of the 2021 Series A bonds will be used to refinance the School's outstanding 2015 Series A bonds (which themselves refinanced the 2004 bond-financed projects, primarily the Upper School renovations). Bond proceeds would also be used to terminate an interest rate swap associated with the 2015 bonds, thereby mitigating swap-related risks. The School has authorized this portion of the financing on the condition that it reduce total debt service costs.

The 2021 Series A bonds will have a final maturity of 15 years, consistent with the refunded obligations. The estimated principal amount is \$10.6 million.

Proceeds of the 2021 Series B bonds will be used to provide long-term financing for the School's new athletic center; refinance a \$1 million loan associated with the acquisition of the head of school house; and to refinance the 2015 Series B bonds (Lower School Building). The 2015 Series B refinancing is also contingent on such refinancing providing a financial benefit to the School.

The 2021 Series B bonds will feature a one-year draw-down period (construction period) during which OES will pay interest only on drawn amounts. The 2021 Series B bonds will have a term of 30 years, with substantially level payments after the one-year construction period. The estimated principal amount is \$7.5 million.

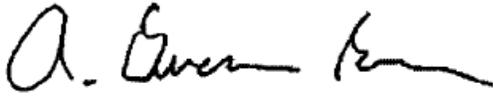
In total, the proposed bonds would provide approximately \$4 million in new funding, with the remainder being applied towards refinancing, a swap termination payment, and issuance costs.

Security for the proposed bonds will be a first lien on revenues, including tuition. First Republic will also maintain a negative pledge on the School's current and future real estate. Covenants include a 1.20x annual debt service coverage requirement and a 0.50x liquidity test (liquid assets / total indebtedness). Based on FY 2019 results, our calculations suggest the School would easily meet both tests.

In addition to the Series A and B bonds described above, the School anticipates obtaining a revolving line of credit from First Republic Bank on the same timeline. The line of credit would be used to provide bridge financing for the athletic center and would be repaid with donations following completion of the project. Security for the line of credit would be substantially the same as the OFA bonds. However, the line of credit is anticipated to be issued on a taxable basis, and is therefore not included in the School's OFA application.

OES has requested preliminary approval at the November 9<sup>th</sup> OFA Board meeting. Based on our review of the application and participation in finance team calls (which included representatives of the School and First Republic Bank), we believe the application meets the requirements for preliminary approval. If you have any questions regarding this review, I will be present (virtually) at the November meeting.

For PFM Financial Advisors LLC

A handwritten signature in black ink, appearing to read "A. Duncan Brown". The signature is fluid and cursive, with a long horizontal stroke at the end.

A. Duncan Brown



## MEMORANDUM

TO: Members of the Oregon Facilities Authority  
Gwendolyn Griffith, Executive Director

FROM: Carol J. McCoog  
Jennifer B. Córdova

DATE: November 2, 2020

RE: Preliminary Approval of Oregon Episcopal School for Bond Financing through the Oregon Facilities Authority.

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Oregon Episcopal School (“OES”), an Oregon nonprofit public benefit corporation and a 501(c)(3) organization, is seeking preliminary approval for the issuance of bonds (the “Bonds”) through the Oregon Facilities Authority in the maximum principal amount of \$18,500,000.

### Overview

The Bond proceeds are expected to be used for the following purposes: (a) refunding of the State of Oregon, Oregon Facilities Authority Revenue Bonds (Oregon Episcopal School Project), 2015 Series A and 2015 Series B (the “2015 Bonds”), (b) financing of the termination fees of existing swaps, (c) refinancing of outstanding mortgage loans, and (d) financing of the construction of an Athletic Center (collectively, the “Projects”). It is expected that a portion of the proceeds of the Bonds will also be used to pay costs associated with the issuance of the Bonds.

The Bonds are expected to be privately placed with First Republic Bank (the “Bank”) in accordance with the Bank’s Term Sheet dated October 23, 2020 and accepted by OES. The Bonds will not be rated and will be issued in two series. One series will mature in fifteen (15) years and will be fully funded at closing in an approximate amount of \$10,600,000 for the purpose of refunding the 2015A Bonds and financing the termination fees of outstanding swaps previously obtained by OES. The second series will be issued as a draw-down bond for a maximum amount of \$7,500,000 for the purposes of refunding the 2015B Bonds, refinancing outstanding mortgage loans, and providing funds for the construction of the Athletic Center, with interest-only payments during a 12-month period and amortized for the remaining twenty-nine (29) years.

OES will also execute a taxable revolving line of credit with the Bank in a maximum outstanding principal amount of \$5,000,000 that will not be issued through the Oregon Facilities Authority but expected to be closed contemporaneously with the Bonds.

### Discussion of Open Issues and Next Steps

The financing team expects to commence regular conference calls shortly. Drafting of the Trust Indenture and Loan Agreement for the Bonds and other documents and agreements (the “Bond Documents”) is expected to begin following preliminary approval of the Bonds.

Tax due diligence of OES and the Projects is expected to commence following preliminary approval. Tax due diligence will include confirmation that proceeds of the 2015 Bonds were used for capital costs and an analysis of whether the swap termination fees may be financed on a tax-exempt basis. Other issues may arise as we conduct further due diligence during the issuance process. We expect due diligence, resolution of issues, and documentation to be completed in advance of the request for final approval by the OFA Board.

### Recommendation

As bond counsel to the Authority, we recommend that the Board grant preliminary approval of the application submitted by OES. The ultimate issuance of the Bonds will remain subject to several conditions precedent, including without limitations, completion of our due diligence review and completion of the required legal document and final approval from the Board.

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# State of Oregon Oregon Facilities Authority

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**Resolution No. 2020-9  
Adopted: November 9, 2020**

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**A resolution of the Oregon Facilities Authority recommending that the State Treasurer issue revenue bonds for the purposes described herein; authorizing the execution and delivery of a preliminary agreement by and between the Authority and the Participating Institution; and authorizing and determining other matters with respect thereto.**

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**WHEREAS**, the Oregon Facilities Authority, a body politic and corporation duly created and existing under the laws of the State of Oregon (the “**Authority**”) is authorized and empowered by the provisions of ORS Chapters 286A and 289, as amended (the “**Act**”), to recommend to the State Treasurer the issuance of revenue bonds for the purpose of financing or refinancing the acquisition, construction and equipping of “projects” as defined in the Act, and the loaning of the proceeds of such revenue bonds to “participating institutions” as defined in the Act in connection therewith; and

**WHEREAS**, Oregon Episcopal School, an Oregon nonprofit public benefit corporation and 501(c)(3) organization (the “**Participating Institution**”), has filed with the Authority an application requesting the issuance of revenue bonds for the purpose of (a) refunding of the State of Oregon Oregon Facilities Authority Revenue Bonds (Oregon Episcopal School Project), 2015 Series A and 2015 Series B, (b) financing of the termination of existing swaps, (c) refinancing of outstanding mortgage loans, and (d) financing of the construction of an Athletic Center (all of the foregoing being herein collectively called the “**Project**”); which application has been reviewed by the Executive Director of the Authority, the Authority’s bond counsel and the Authority’s financial advisor; and

**WHEREAS**, in said application the Participating Institution has requested that the Authority consider recommending that the State Treasurer issue revenue bonds under the Act (the “**Bonds**”) in an approximate aggregate principal amount of \$18,500,000, and to loan the proceeds of the Bonds to the Participating Institution for the purposes described above and paying the related costs associated therewith, including the funding of a debt service reserve fund, if deemed necessary and desirable by the Participating Institution, and to pay costs of issuance of the Bonds;

**NOW, THEREFORE**, be it resolved by the members of the Authority as follows:

**Section 1. Eligibility.** The Authority, based upon the advice of Hawkins Delafield & Wood LLP, bond counsel to the Authority (“**Bond Counsel**”), hereby finds and determines that

the Project qualifies as a “project” within the meaning of the Act. The Authority further finds and determines that the financing and refinancing of the Project will promote the public purposes sought to be advanced by the Act.

**Section 2. Recommendation to Issue Revenue Bonds.** The Authority hereby recommends that the State Treasurer declare his intent to issue the Bond in the approximate aggregate principal amount of \$18,500,000, and to loan the proceeds of the Bonds to the Participating Institution for the purpose of financing and refinancing the Project and to pay the related costs associated therewith, including paying costs of issuance of the Bonds and funding a debt service reserve fund, if deemed necessary and desirable by the Participating Institution; *provided, however,* that

(i) prior to the issuance of the Bonds, the Authority and the State Treasurer shall have been advised by Bond Counsel that all legal requirements for the issuance and sale of the Bonds have been fully met and complied with;

(ii) in the event that the Bonds are issued for the purpose of financing and refinancing the Project, the Bonds shall be payable solely and only from the specific properties and revenues pledged thereto and shall not constitute a debt of the State of Oregon or a lending of the credit of the State of Oregon within the meaning of any constitutional or statutory limitation or a charge upon any properties or revenues of the State of Oregon or the Authority not specifically pledged thereto, and no holder of the Bonds shall have the right to enforce the payment of any amounts owing under or with respect to the Bonds out of any properties or revenues of the State of Oregon or the Authority not specifically pledged thereto; and

(iii) the Authority shall retain at all times complete and absolute discretion as to whether or not to proceed with the issuance of the Bonds for the purpose of financing or refinancing the Project, and may refuse to proceed therewith for any reason deemed sufficient by the Authority notwithstanding that all legal requirements for the issuance of the Bond may have been met and fully complied with.

**Section 3. Preliminary Agreement.** The form of Preliminary Agreement attached hereto as **Exhibit A** is hereby approved. The Executive Director of the Authority is hereby authorized, empowered and directed, for and on behalf of the Authority, to execute and deliver such Preliminary Agreement in substantially the form approved but with such variations, changes, omissions and insertions as may be necessary or appropriate and not inconsistent with the provisions of applicable law and to execute such other documents and instruments as shall be necessary or advisable for the purpose of furthering the actions described in Section 2 hereof.

**Section 4. Appointment of Attorney-in-Fact.** Bond Counsel is hereby appointed the Authority’s attorney-in-fact for the purpose of applying for any rulings from the Internal Revenue Service that may be required in connection with the Bonds and for filing, signing and taking any other actions on behalf of the Authority in connection with any such ruling request.

**Section 5. Effectiveness; Conflicting Resolutions.** This resolution shall be effective immediately upon its adoption. All resolutions of the Authority and parts thereof which are in conflict with the terms of this resolution shall be, and they hereby are, rescinded, but only to the extent of such conflict.

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## Certification of Resolution

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The undersigned does hereby certify that I am the duly appointed, qualified and acting Executive Director of the Oregon Facilities Authority; that the foregoing is a true and complete copy of Resolution No. 2020-9 as adopted by said Authority at a meeting duly called and held in accordance with law on November 9, 2020; and that the following members of the Authority voted in favor of said Resolution:

\_\_\_\_\_  
\_\_\_\_\_

the following members of the Authority voted against said Resolution:

\_\_\_\_\_  
\_\_\_\_\_

and the following members of the Authority abstained from voting on said Resolution:

\_\_\_\_\_  
\_\_\_\_\_

In witness whereof, the undersigned has hereunto set her hand as of this 9th day of November, 2020.

\_\_\_\_\_  
Gwendolyn Griffith, Executive Director

# **Preliminary Agreement**

## **Oregon Facilities Authority**

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Between

**Oregon Episcopal School**

and

**Oregon Facilities Authority**

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**This Preliminary Agreement** is entered into as of the 9th day of November, 2020 by and between the **Oregon Facilities Authority**, a public body corporate and politic duly created and existing under the laws of the State of Oregon (the “**Authority**”), and Oregon Episcopal School, an Oregon nonprofit public benefit corporation and 501(c)(3) organization (the “**Participating Institution**”).

**WHEREAS**, the Authority is authorized and empowered by the provisions of ORS Chapters 286A and 289, as amended (the “**Act**”), to recommend to the State Treasurer the issuance of revenue bonds for the purpose of financing or refinancing the acquisition, construction and equipping of “projects” as defined in the Act, and the loaning of the proceeds of such revenue bonds to “participating institutions” as defined in the Act, in connection therewith; and

**WHEREAS**, the Participating Institution has filed with the Authority a substantially complete application for (a) refunding of the State of Oregon Oregon Facilities Authority Revenue Bonds (Oregon Episcopal School Project), 2015 Series A and 2015 Series B, (b) financing of the termination of existing swaps, (c) refinancing of outstanding mortgage loans, and (d) financing of the construction of an Athletic Center (all of the foregoing being herein collectively called the “**Project**”); and

**WHEREAS**, in its application the Participating Institution has requested that the Authority consider recommending that the State Treasurer issue a revenue bonds under the Act

(the “**Bonds**”) in an approximate aggregate principal amount of \$18,500,000 (the “**Principal Amount**”), and loan the proceeds of the Bonds to the Participating Institution for the purposes described above and paying the related costs associated therewith, including the funding of a debt service reserve fund, if deemed necessary and desirable by the Participating Institution, and to pay costs of issuance of the Bonds;

**WHEREAS**, the Authority has adopted a resolution pursuant to which it has recommended that the State Treasurer issue the Bonds under the Act for the purposes described above; and

**WHEREAS**, the State Treasurer has indicated in writing his intent to issue the Bonds under the Act for the purposes described above;

**NOW, THEREFORE**, for and in consideration of the premises and the mutual undertakings of the parties as set forth herein, the Authority and the Participating Institution hereby agree as follows:

**Section 1. Undertakings on the Part of the Authority.** By a resolution adopted on November 9, 2020 (the “Resolution”), the Authority has recommended that the State Treasurer issue the Bonds under the Act in the aggregate principal amount not to exceed \$18,500,000, or in such lesser aggregate principal amount as may be determined to be necessary or appropriate, and to loan the proceeds of such bonds to the Participating Institution for the purposes described in the Resolution. Such recommendation remains subject to the terms hereon and upon satisfaction by the Participating institution of all conditions stated herein and all other conditions imposed on the Participating Institution by the Authority prior to issuance of the Bonds and upon compliance with all requirements of applicable law, including without limitations the following conditions and understandings:

(i) **Compliance with Applicable Law.** Prior to the issuance of the Bonds, the Authority and the State Treasurer shall have been advised by Hawkins Delafield & Wood LLP (“**Bond Counsel**”) that all legal requirements for the issuance and sale of the Bond have been fully satisfied. If Bond Counsel advises the Authority that all legal requirements have not been complied with or that the financing contemplated by the Participating Institution deviates in any material respect from the financing and refinancing proposed in the application of the Participating Institution, the Authority may require the Participating Institution to take further action prior to the issuance of the Bonds, including resubmitting an updated application and seeking an additional approval of the Authority.

(ii) **Bonds are Limited Obligation.** In the event that the Bonds are issued for the purpose of financing and refinancing the Project, the Bond shall be payable solely and only from the specific properties and revenues pledged thereto and shall not constitute a

debt of the State of Oregon or a lending of the credit of the State of Oregon within the meaning of any constitutional or statutory limitation or a charge upon any properties or revenues of the State of Oregon or the Authority not specifically pledged thereto, and no holder of the Bonds shall have the right to enforce the payment of any amounts owing under or with respect to the Bonds out of any properties or revenues of the State of Oregon or the Authority not specifically pledged thereto. The Participating Institution understands that any loan agreement, amendment, supplement or other financing agreement to be entered into in connection with the Bonds will provide that amounts payable thereunder will be sufficient to pay the principal of and the interest on, and redemption premium, if any, of the Bonds as and when the same become due and payable.

(iii) **Discretion to Determine Whether to Proceed.** The Authority and the State Treasurer shall each retain at all times complete and absolute discretion as to whether or not to proceed with the issuance of the Bonds for the purposes described above, and each may refuse to proceed therewith for any reason deemed by either to be sufficient notwithstanding that all legal requirements for the issuance of the Bonds may have been met and fully complied with.

**Section 2. Undertakings on the Part of the Participating Institution.** The Participating Institution agrees as follows:

(a) **Completion of Project.** If the Bonds are issued as requested by the Participating Institution, it is the intent of the Participating Institution to diligently cause the financed Project to be completed at the earliest practicable time, as applicable, and to cause the Project to be operated in the manner and for the purposes previously disclosed to the Authority in the Participating Institution's application. If the Bond proceeds are not sufficient to complete the financing of the Project, the Participating Institution agrees to cause the Project to be completed at the Participating Institution's expense. The Authority makes no representation or warranty that the proceeds of the Bonds will be sufficient to accomplish the Project as planned by the Participating Institution, and the Participating Institution hereby acknowledges and agrees that it assumes all risks associated with such potential insufficiency.

(b) **Cooperation with the Authority and Treasurer.** The Participating Institution will cooperate with the State Treasurer, the Authority, Bond Counsel and the Authority's financial advisor in all matters relating to the issuance and sale of the Bonds and the financing of the project from the proceeds thereof; provided, however, that nothing herein shall obligate the Participating Institution to cause the Bonds to be issued.

(c) **Arrangements for Sale of the Bond.** The Participating Institution acknowledges and agrees that it shall have sole responsibility for arranging for the sale of

the Bonds, and acknowledges that under the Act the State Treasurer has the ultimate authority to approve any purchaser of the Bonds.

(d) **Execution and Delivery of Loan Agreement.** At the time of issuance of the Bond, the Participating Institution will deliver an executed financing agreement or loan agreement with the State Treasurer (acting as issuer of the Bonds on behalf of the State of Oregon), under which terms the Participating Institution will agree to pay the loan payments sufficient in the aggregate to pay the principal of and interest on, and redemption premium, if any, of the Bonds as and when the same shall become due and payable. The financing agreement or loan agreement shall contain a provision that the Participating Institution shall indemnify and hold the Authority and the State of Oregon harmless from all liabilities incurred in connection with the requested financing and the offering or sale of the Bonds.

(e) **Further Actions.** The Participating Institution will take such further action and adopt such further proceedings as may be required to implement the terms and provisions of this Preliminary Agreement. The Participating Institution shall obtain all necessary governmental approvals and opinions of Bond Counsel in order to insure the legality and the exclusion of interest on the Bonds from gross income for federal income tax purposes. In addition, the Participating Institution shall make no use of the Bond proceeds so as to cause the Bonds to be classified as an “arbitrage bond” within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended.

(f) **Reimbursement for Expenses.** Regardless of whether the Bonds are actually issued, the Participating Institution will reimburse the Authority and the State Treasurer for all reasonable and necessary direct and indirect expenses incurred in connection with the consideration and processing of the application for Bond financing and the preparation of the Bonds for issuance, which expenses shall be itemized on an invoice sent by the Authority to the Participating Institution and paid within thirty (30) days of the date of such invoice. If the Bonds are issued, the Participating Institution will pay to the Authority its usual and customary fees according to Authority policy (as the same may be modified from time to time), its issuance fee and any annual fee.

(g) **Fees and Expenses of State, Bond Counsel and Financial Advisor.** The Participating Institution hereby agrees to pay the fees and expenses of the Authority, the State Treasurer, Bond Counsel, and PFM Financial Advisors LLC, financial advisor to the Authority, for professional services rendered in connection with the issuance, sale and delivery of any Bonds. The Participating Institution acknowledges that the fees and expenses of Bond Counsel and the financial advisor shall be as set forth in the respective contracts of said firms entered into with the Authority and the State Treasurer, subject to such modifications as may have been agreed upon in writing by bond counsel or the financial advisor, as appropriate. The Participating Institution shall pay these fees and

expenses at the time of the issuance and delivery of the Bonds; *provided, however*, that with respect to any hourly fees and any expenses which it is not practicable to itemize at the time of issuance and delivery of the Bonds, such hourly fees and expenses shall be paid within thirty (30) days from the date of any invoice therefor; *and provided further*, that if the Participating Institution abandons or otherwise fails to complete the financing contemplated hereby within six months from the date of adoption of the Authority resolution referred to in the preamble hereto, the Participating Institution shall pay all fees and expenses incurred by Bond Counsel and the Authority's financial advisor in connection with such financing, which fees and expenses shall be itemized on an invoice sent to the Participating Institution and paid within thirty (30) days of the date of such invoice.

(h) **Indemnity and Hold Harmless Agreement.** The Participating Institution hereby agrees to indemnify and hold the State of Oregon, the State Treasurer, the Authority and their respective officials, officers, members and employees (the "**Indemnified Parties**") harmless against and from any and all claims, of whatever nature and howsoever arising, by or on behalf of any person, firm, corporation or other legal entity arising from the execution of this Preliminary Agreement or any other actions taken or omitted to be taken by any of the Indemnified Parties or the Participating Institution relating in any way to the Project or the offering, sale or issuance of the Bonds or any transaction related to the foregoing, including without limitation any claim or liability arising from or in connection with:

(i) financing and refinancing of the Project and any condition of the Project or the construction thereof;

(ii) any breach or default on the part of the Participating Institution in the performance of any of its obligations under this Preliminary Agreement or any other agreement entered into in connection with the Bonds and the financing and refinancing of the Project;

(iii) any act or negligence of the Participating Institution or of any of its respective agents, contractors, servants, employees or licensees;

(iv) any act or negligence of any assignee or lessee of the Participating Institution, or of any agents, contractors, servants, employees or licensees of any assignee or lessee of the Participating Institution;

(v) any material misstatement or omission, or alleged material misstatement or omission, made or omitted in any disclosure materials used in connection with the offering or sale of the Bonds or any other information utilized in connection with the offering, placement, sale or purchase of the Bonds (other

than a material misstatement or omission combined in information provided by an Indemnified Party specifically for inclusion in disclosed materials relating to the Bonds).

The Participating Institution shall indemnify and save the Indemnified Parties harmless from any such claim arising as aforesaid, or in connection with any action or proceeding brought thereon, and upon notice from the Indemnified Party, the Participating Institution shall, subject to ORS Chapter 180 (or any successor provision of law), defend it in any such action or proceeding at the Participating Institution's expense, and shall pay all attorney's fees and expenses of the Indemnified Parties incurred in connection therewith at trial, on appeal or otherwise related to the claim for which indemnification is provided hereunder, and against all other liabilities arising from the issuance of the Bonds on behalf of the Participating Institution and any fees and costs incurred by the Indemnified Parties in responding to any U.S. Department of Treasury Internal Revenue Service (the "IRS") audit, U.S. Securities and Exchange Commission (the "SEC") inquiry or any Federal, State or regulatory action or proceeding with respect to the Bonds or the Project. The Authority and the State Treasurer may employ, at the Participating institution's expense, any legal counsel or experts required in responding to any IRS audit, SEC inquiry or any other Federal, State or regulatory action or proceeding with respect to the Bonds or the Project. The Authority and the State Treasurer may employ, at the Participating Institution's expense, any legal counsel or experts required in responding to any IRS audit, SEC inquiry or any other Federal, State or regulatory action or proceeding with respect to the Bonds or the Project. The foregoing indemnification and hold harmless agreement shall be and remain in full force and effect notwithstanding the failure or refusal, for any reason, of the Authority or the State Treasurer to proceed with the issuance of the Bonds. Notwithstanding anything to the contrary contained herein, the Participating Institution shall have no liability to indemnify the Indemnified Parties against claims or damages resulting from the Indemnified Parties' own willful misconduct.

(i) **Policy Concerning Sale of Project.** It is the policy of the Authority that the proceeds of any sale of Bond-financed or refinanced assets shall be applied to prepay the outstanding Bonds in such amounts and at such times as may be permitted by the Bond documents executed in connection with the issuance of the Bonds, and as the Authority determines may be reasonable under the circumstances. Furthermore, in the event of the sale of Bond-financed or refinanced assets that serve as collateral for the Bonds, adequate and acceptable substitute collateral shall be identified and provided prior to or simultaneous with such sale. The Authority may consider release of its security interests in lieu of such substitution of collateral, but only after all other security holders and the Bondholder agree to the release of their security interests in the assets to be sold. The Participating Institution hereby acknowledges the foregoing and agrees thereto.

**Section 3. Miscellaneous.** The State of Oregon, the State Treasurer, the Authority and their respective officials, officers, members and employees, and Bond Counsel to the Authority and PFM Financial Advisors LLC, and each of them individually, shall be third party beneficiaries of this agreement with the right to enforce the provisions of this agreement directly and individually and without joining any other beneficiary hereof.

This agreement shall be governed by and construed in accordance with the laws of the State of Oregon without regard to principles of conflicts of law. Any claim, action, suit or proceeding (collectively, a "**Claim**") between the Authority or any other agency or department of the State of Oregon and the Participating Institution that arises from or relates to this agreement shall be brought and conducted solely and exclusively within the Circuit Court of Marion County for the State of Oregon (unless Oregon law requires that the Claim be brought in another county; provided, however, if a Claim must be brought in a federal forum, then it shall be brought and conducted solely and exclusively within the United States District Court for the District of Oregon). In no event shall this Section be construed as a waiver by the State of Oregon of any form of defense or immunity, whether it is sovereign immunity, governmental immunity, immunity based on the Eleventh Amendment to the Constitution of the United States or otherwise, from any Claim or from the jurisdiction of any court. PARTICIPATING INSTITUTION, BY EXECUTION OF THIS AGREEMENT, HEREBY CONSENTS TO THE IN PERSONAM JURISDICTION OF SAID COURTS.

This agreement shall be binding upon the parties hereto and their respective successors and assigns.

This agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

[The remainder of this page is intentionally left blank]

**IN WITNESS WHEREOF**, the Authority and the Participating Institution have caused this Preliminary Agreement to be executed and delivered by their duly authorized officers or representatives as of the date first set forth above.

## **Oregon Facilities Authority**

By: \_\_\_\_\_  
Gwendolyn Griffith  
Its Executive Director

## **Oregon Episcopal School as Participating Institution**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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# TAB 2

**Oregon Facilities Authority**  
**Minutes of Meeting of**  
July 13, 2020

A duly called meeting of the Oregon Facilities Authority ("OFA" or the "Authority") was held on July 13, 2020, commencing at approximately 1:00 p.m. The physical location of the meeting was at 888 SW Fifth Avenue, Suite 1600, Portland, Oregon. The meeting was held by Zoom teleconference.

Authority Members participating in the meeting (via Zoom, unless otherwise indicated) were: Chair Eric Johansen (in person), Vice-Chair Kevin McAuliffe, and Authority Members Sean Hubert, Roy Kim, and Andrea Trenner.

Participating in the meeting to assist the Authority (via Zoom, unless otherwise indicated) were: Gwendolyn Griffith, Executive Director of the Authority (in person); Duncan Brown of PFM, Financial Advisor to the Authority; Carol McCoog of Hawkins Delafield & Wood LLP, SNAP Loan and Special Bond Counsel, Michael Schrader of Orrick Herrington and Sutcliffe LLP, Lead Bond Counsel; Lee Helgerson and Laura Worth of the Office of the State Treasurer ("OST"); and Assistant Attorney General Cynthia Byrnes, Oregon Department of Justice ("DOJ").

Chair Eric Johansen called the meeting to order and presented the notice of meeting. He congratulated Ms. Trenner and Ms. deHamel (*in absentia*) for being re-appointed by the Treasurer to the OFA Board.

**Consideration of Preliminary Approval for the application by The Ivy School for an OFA SNAP Loan in an approximate amount of \$3,800,000.**

Ms. Nikki Jones, Executive Director, Mr. Dave Coffman, CPA, and Ms. Lisa Larpenteur, Treasurer, appeared on behalf of the Applicant. Ms. Kathleen Swift, of Heritage Bank, the sponsoring bank, appeared to assist the Applicant with the presentation.

Ms. Jones presented the mission, vision and goals of The Ivy School. The Applicant is a K-8 charter school in its 11th year of operation. Its mission is to inspire children of diverse backgrounds to be lifelong, independent learners who value responsibility and embody peace. The Applicant's charter was recently renewed. Ms. Jones presented the Project, which is a refinancing of the portion of the purchase price of the Applicant's current land and building, which were acquired in August, 2019, through financing provided by Charter School Capital.

The Applicant's presentation materials are available upon request.

Ms. Swift presented the terms of the financing. The loan will have a 25-year amortization period. Interest will be fixed for ten years, and then will be reset again at years 11 and 21, at which time each of the Bank and Applicant would have a call. The estimated SNAP Loan interest rate is 3.33%, which represents significant savings from the current 12% rate.

The Financial Advisor's report is included in the materials. Mr. Brown reported that he met with the Applicant on July 2, 2020, and that this Application is consistent with their conversation at that time. According to Mr. Brown, this appears to be a straightforward financing with an

experienced lender and borrower. The Applicant and the transaction appear to meet the requirements for a SNAP Loan. Mr. Brown recommended the transaction for preliminary approval.

SNAP Counsel's report is included in the materials. Ms. McCoog reported that she and Ms. Cordova participated in the scoping call and no unusual issues were identified. Ms. McCoog agreed that this appears to be a straightforward SNAP financing transaction. SNAP Counsel will perform the usual diligence with respect to the Applicant and the Project. Ms. McCoog recommended the transaction for preliminary approval.

The Executive Director's report is included in the materials. Ms. Griffith recommended the transaction for preliminary approval.

**After discussion, Mr. McAuliffe moved that the Authority adopt Resolution 2020-8, granting Preliminary Approval to The Ivy School for an OFA SNAP Loan in an approximate amount of \$3,800,000. Mr. Kim seconded the motion. Resolution 2020-8 was unanimously approved.**

### **Approval of Minutes**

The Minutes of the meeting of April 13, 2020, were unanimously approved.

### **Executive Director Reports**

Ms. Griffith asked Mr. Brown to report on the Samaritan transaction, in his role as FA to the Borrower (if he felt comfortable doing so). He reported that the transaction resulted in a new interest rate of 3.14% and \$13.2 million in NPV savings over the term of the bonds. These results were satisfactory to the Borrower.

Ms. Griffith directed the Board's attention to the Bonding Report and General Report, both of which were included with the materials. Ms. Griffith provided an update on the requests for SNAP Loan Modifications due to COVID-19.

### **Consideration of Budget for Fiscal Year 2020-2021.**

Ms. Griffith presented a proposed budget for the fiscal year ending June 30, 2021, which was included with the supplemental materials. She emphasized that this year was likely to bring few financing transactions because of the uncertainty associated with COVID. Therefore this budget is a "stick to our knitting" sort of budget.

**After discussion, Mr. Hubert moved that the Authority adopt the proposed Budget for fiscal year 2020-2021. Ms. Trenner seconded the motion. The motion was unanimously approved.**

The Chair asked for public comment. There was none.

There being no further business to come before the Authority, the meeting was adjourned at approximately 2:30 p.m.

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Eric H. Johansen, Chair

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Gwendolyn Griffith, Executive Director  
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**TAB 3**

**OREGON FACILITIES AUTHORITY**

Gwendolyn Griffith  
Executive Director

**MEMORANDUM**

To: Eric Johansen, Chair  
Kevin McAuliffe, Vice-Chair  
Beth deHamel, Authority Member  
Sean Hubert, Authority Member  
Roy Kim, Authority Member  
Andrea Trenner, Authority Member

From: Gwendolyn Griffith

Date: November 3, 2020

Subject: Executive Director's Bonding Report as of October 31, 2020

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**REPORT ON PENDING APPLICATIONS**

<u>Applicant/Type</u>	<u>Amount Requested</u>
The Ivy School	\$3,800,000

**STATUS OF BONDING AUTHORITY – 2019-2021 Biennium**

**Summary of 2019-2021 Biennium Financing:**

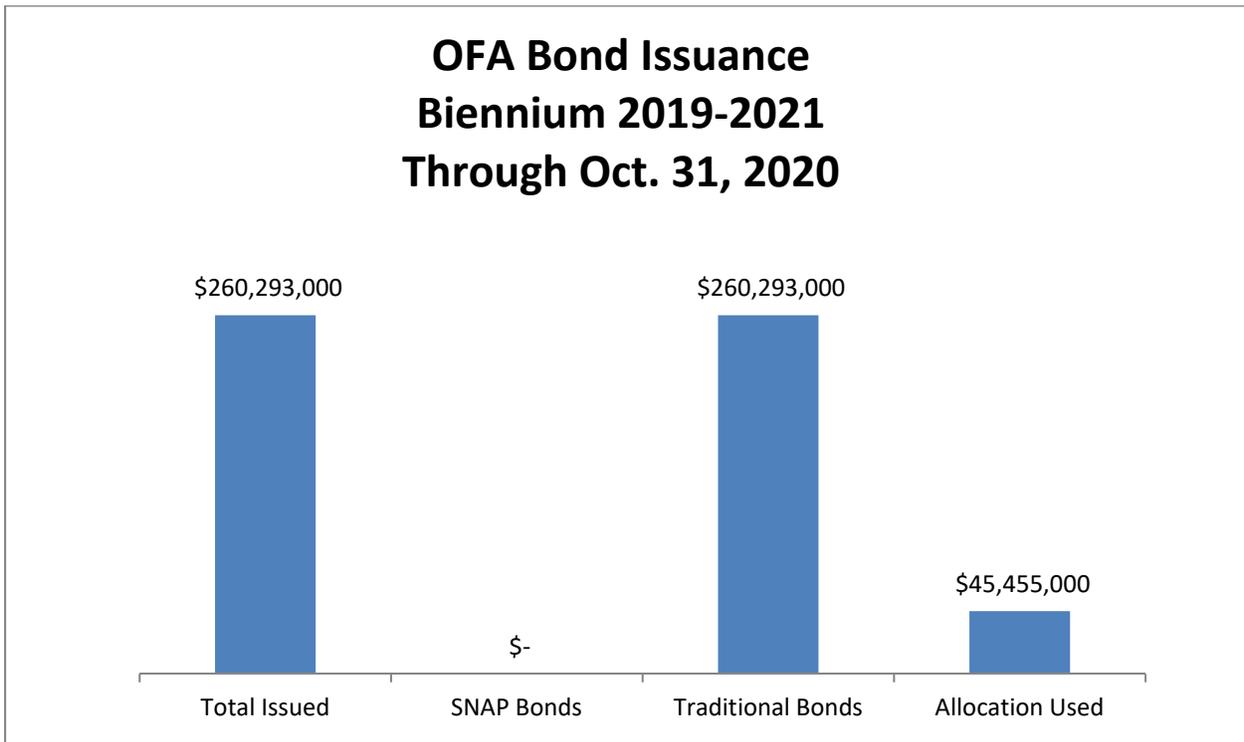
Total Authorized by Legislature	\$ 1,000,000,000
Total Utilized	- <u>45,455,000</u>
<i>Unused Balance</i>	\$ 954,545,000

**BIENNIUM ALLOCATION—ANNUAL SESSIONS:** For the 2019-2021 biennium, the Legislature allocated \$1 billion for OFA’s issuance.

**PRIVATE ACTIVITY BOND ALLOCATION:** No private activity bond allocation was made to OFA for this biennium. If OFA needs allocation, the Executive Director will apply to the PAB Committee (chaired by Laura Lockwood-McCall) and the committee may allocate PAB to OFA.

## CLOSED TRANSACTIONS

Nonprofit Organization	Issued Amount	Allocation Used
Metro East Web Academy (T)	\$ 6,625,000	\$ 6,625,000
Legacy Health System (T)	\$ 24,675,000	\$ 0
Lewis & Clark College (T)	\$ 152,030,000	\$ 35,000,000
OMSI (T)	\$ 7,498,000	\$ 3,830,000
Samaritan Health (T)	\$ 69,450,000	\$ 0
<b>Total:</b>	<b>\$ 260,293,000</b>	<b>\$ 45,455,000</b>



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**OREGON FACILITIES AUTHORITY**

Gwendolyn Griffith  
Executive Director

**MEMORANDUM**

To: Eric Johansen, Chair  
Kevin McAuliffe, Vice Chair  
Beth deHamel, Authority Member  
Sean Hubert, Authority Member  
Roy Kim, Authority Member  
Andrea Trenner, Authority Member

From: Gwendolyn Griffith

Date: November 3, 2020

Subject: Executive Director's General Report

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**Transactions**

**Closed Transactions:**        **None**

**Pending Transactions:**      **The Ivy School (S)**

**New Applications:**           **Oregon Episcopal School (T)**

**Withdrawn Application:**      **Linfield College (T)**

**OFA's Response to COVID-19**

At the April 13, 2020 OFA Meeting, the Board approved, subject to the Assistant Attorney General's approval, the proposal to have OFA pay Bond Counsel fees for up to two hours of work on each request for a SNAP Loan modification that occurs because of COVID-19. The AAG subsequently approved the proposal, and the work has begun on loan modifications.

Over the past two months, we have processed 10 modifications and one is in process. I appreciate the work that Hawkins Delafield and Wood LLP have done in processing these modifications and in answering many questions from banks and borrowers on these and other potential modifications. I will ask Ms. McCoog to report on her team's work on this project at the meeting.

As I mentioned in July, it has become clear that bankers and Borrowers are not always familiar with the terms of their SNAP Loan documents, particularly if the SNAP Loan was transferred from one bank to another. We will include a few words about that issue in future bank trainings for SNAP Loans.

### **Outstanding Balance Reports**

The outstanding balance reports were due July 15. Most were completed in a timely fashion, but three were not. We will be following up on these, but in the meantime, many thanks to Nick Pham and Laura Worth for devising a workaround for this to allow the June 30 outstanding balance report to be completed. I believe the errant banks are suffering from COVID delays.

### **New Backup Financial Advisor for OFA/OST**

OST and OFA have selected Wye River Group as the “backup” financial advisor for OFA and OST. Wye River would assist in OFA transactions in which PFM represents the Applicant. I have invited Kevin to introduce himself at the meeting.

### **Financial Report**

Attached to this report are financial statements for July – September, 2020.

The OFA financial information is provided by DAS (Oregon Department of Administrative Services). OFA generally reports on a cash method: revenue is booked when received, and expenses are booked when paid. The exception to that is at the end of the fiscal year in June of each year. At that time, income and expenses attributable to the fiscal year then ending are allocated to that year, even if paid in the new fiscal year. The bookkeeping procedures are not tightly tied to OFA's meeting schedule, so we are often a month or more behind in reporting revenue and expenses.

The DAS official cash balance for the end of the 2019-2020 fiscal year (June 30, 2020) was \$834,838.00, which takes into consideration post-year-end expenditures allocable to the 2019-2020 fiscal year.

The following chart summarizes the cash balances for the current fiscal year, based on bank balances reported by DAS:

<b><u>Month</u></b>	<b><u>Cash Balance</u></b>
July 31, 2020	\$866,586.22
August 30, 2020	\$855,537.37
September 30, 2020	\$856,233.29

As you can see from the Income and Expense Reports, as of September 30, 2020, OFA's

revenues were approximately \$170 unfavorable to budget, and its expenses were approximately \$77,000 favorable to budget for the year. However, the Income and Expense Reports do not reflect payment of all expenses incurred to date.

As we discussed in connection with the 2020-2021 Budget, this is likely to be a difficult year for nonprofits, and we cannot expect many financing transactions. As revenues fall, so do expenses, but I will be keeping a close eye on OFA's financing throughout the year.

*Attachments:*

- OFA Income and Expense Report for July – September, 2020
- SNAP Loan Transactions Summary

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**OREGON FACILITIES AUTHORITY  
Income and Expense Report  
July 2020**

<i>Item</i>	<i>Detail</i>	<i>Annual Budget</i>	<i>Month Budget</i>	<i>Month Actual</i>	<i>Difference</i>	<i>Year to Date Budget</i>	<i>Year to Date Actual</i>	<i>Difference</i>
<b>Income</b>								
Interest Income		\$8,000.00	\$666.67	\$910.80	\$244.13	\$666.67	\$910.80	\$244.13
Application Fees		\$1,000.00	\$83.33	\$0.00	-\$83.33	\$83.33	\$0.00	-\$83.33
Closing: Reg. Bond	Samaritan	\$120,000.00	\$10,000.00	\$34,733.00	\$24,733.00	\$10,000.00	\$34,733.00	\$24,733.00
Closing: SNAP Bond		\$20,000.00	\$1,666.67	\$0.00	-\$1,666.67	\$1,666.67	\$0.00	-\$1,666.67
Other		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Total Income</b>		<b>\$149,000.00</b>	<b>\$12,416.67</b>	<b>\$35,643.80</b>	<b>\$23,227.13</b>	<b>\$12,416.67</b>	<b>\$35,643.80</b>	<b>\$23,227.13</b>
<b>Expenses</b>								
Executive Director	July	\$130,000.00	\$10,833.33	\$10,186.00	-\$647.33	\$10,833.33	\$10,186.00	-\$647.33
Financial Advisor		\$5,000.00	\$416.67	\$0.00	-\$416.67	\$416.67	\$0.00	-\$416.67
Bond Counsel Projects		\$15,000.00	\$1,250.00	\$0.00	-\$1,250.00	\$1,250.00	\$0.00	-\$1,250.00
Department Justice		\$6,500.00	\$541.67	\$483.20	-\$58.47	\$541.67	\$483.20	-\$58.47
Board Travel and Expenses		\$800.00	\$66.67	\$5.00	-\$61.67	\$66.67	\$5.00	-\$61.67
Extranet		\$250.00	\$20.83	\$0.00	-\$20.83	\$20.83	\$0.00	-\$20.83
Website		\$800.00	\$66.67	\$250.00	\$183.33	\$66.67	\$250.00	\$183.33
Oregon State Treasurer		\$45,000.00	\$3,750.00	\$0.00	-\$3,750.00	\$3,750.00	\$0.00	-\$3,750.00
Dept. of Admin. Services		\$4,100.00	\$341.67	\$0.00	-\$341.67	\$341.67	\$0.00	-\$341.67
Association Dues and Pub		\$3,500.00	\$291.67	\$3,000.00	\$2,708.33	\$291.67	\$3,000.00	\$2,708.33
Postage		\$1,000.00	\$83.33	\$56.91	-\$26.42	\$83.33	\$56.91	-\$26.42
Printing/Copying		\$500.00	\$41.67	\$85.75	\$44.08	\$41.67	\$85.75	\$44.08
Phone		\$400.00	\$33.33	\$10.28	-\$23.05	\$33.33	\$10.28	-\$23.05
Banking		\$150.00	\$12.50	\$19.00	\$6.50	\$12.50	\$19.00	\$6.50
Outreach/Legislative		\$5,000.00	\$416.67	\$0.00	-\$416.67	\$416.67	\$0.00	-\$416.67
Post Issuance Compliance		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Other	Hawkins COVID work	\$3,000.00	\$250.00	\$1,010.50	\$760.50	\$250.00	\$1,010.50	\$760.50
Financial Services Support Proj.		\$0.00	\$12,500.00	\$0.00	-\$12,500.00	\$12,500.00	\$0.00	-\$12,500.00
<b>Total Expenses</b>		<b>\$221,000.00</b>	<b>\$30,916.67</b>	<b>\$15,106.64</b>	<b>-\$15,810.03</b>	<b>\$30,916.67</b>	<b>\$15,106.64</b>	<b>-\$15,810.03</b>
<b>Net Cash</b>		<b>-\$72,000.00</b>	<b>-\$18,500.00</b>	<b>\$20,537.16</b>	<b>\$39,037.16</b>	<b>-\$18,500.00</b>	<b>\$20,537.16</b>	<b>\$39,037.16</b>

**Bank Balance**

7/1/2020	\$862,202.82
7/30/2020	\$866,586.22

<b>Net from investments</b>	<b>\$910.80</b>
<b>Net from operations</b>	<b>\$19,626.36</b>

Prepared by: Gwendolyn Griffith  
OFA Executive Director 9/8/20

Information provided by DAS

End of 2019 -2020 Fiscal Year Cash Balance per DAS: **\$834,838**

**Summary of Bond Activity**

Prepared by Gwendolyn Griffith, OFA Executive Director

	July 2019	July 2020	YTD 2019 - 2020	YTD 2020 - 2021
Applications	1	0	1	0
Closings	0	1	0	1
Net Cash				

**OREGON FACILITIES AUTHORITY  
Income and Expense Report  
August 2020**

Item	Detail	Annual Budget	Month Budget	Month Actual	Difference	Year to Date Budget	Year to Date Actual	Difference
<b>Income</b>								
Interest Income		\$8,000.00	\$666.67	\$734.81	\$68.14	\$1,333.33	\$1,645.61	\$312.28
Application Fees		\$1,000.00	\$83.33	\$0.00	-\$83.33	\$166.67	\$0.00	-\$166.67
Closing: Reg. Bond		\$120,000.00	\$10,000.00	\$0.00	-\$10,000.00	\$20,000.00	\$34,733.00	\$14,733.00
Closing: SNAP Bond		\$20,000.00	\$1,666.67	\$0.00	-\$1,666.67	\$3,333.33	\$0.00	-\$3,333.33
Other		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Total Income</b>		<b>\$149,000.00</b>	<b>\$12,416.67</b>	<b>\$734.81</b>	<b>-\$11,681.86</b>	<b>\$24,833.33</b>	<b>\$36,378.61</b>	<b>\$11,545.28</b>
<b>Expenses</b>								
Executive Director		\$130,000.00	\$10,833.33	\$0.00	-\$10,833.33	\$21,666.67	\$10,186.00	-\$11,480.67
Financial Advisor		\$5,000.00	\$416.67	\$0.00	-\$416.67	\$833.33	\$0.00	-\$833.33
Bond Counsel Projects		\$15,000.00	\$1,250.00	\$0.00	-\$1,250.00	\$2,500.00	\$0.00	-\$2,500.00
Department Justice	July	\$6,500.00	\$541.67	\$321.00	-\$220.67	\$1,083.33	\$804.20	-\$279.13
Board Travel and Expenses		\$800.00	\$66.67	\$0.00	-\$66.67	\$133.33	\$5.00	-\$128.33
Extranet		\$250.00	\$20.83	\$0.00	-\$20.83	\$41.67	\$0.00	-\$41.67
Website		\$800.00	\$66.67	\$0.00	-\$66.67	\$133.33	\$250.00	\$116.67
Oregon State Treasurer		\$45,000.00	\$3,750.00	\$0.00	-\$3,750.00	\$7,500.00	\$0.00	-\$7,500.00
Dept. of Admin. Services	Qtr 4	\$4,100.00	\$341.67	\$20.21	-\$321.46	\$683.33	\$20.21	-\$663.12
Association Dues and Pub		\$3,500.00	\$291.67	\$0.00	-\$291.67	\$583.33	\$3,000.00	\$2,416.67
Postage		\$1,000.00	\$83.33	\$0.00	-\$83.33	\$166.67	\$56.91	-\$109.76
Printing/Copying		\$500.00	\$41.67	\$0.00	-\$41.67	\$83.33	\$85.75	\$2.42
Phone		\$400.00	\$33.33	\$0.00	-\$33.33	\$66.67	\$10.28	-\$56.39
Banking		\$150.00	\$12.50	\$10.00	-\$2.50	\$25.00	\$29.00	\$4.00
Outreach/Legislative		\$5,000.00	\$416.67	\$0.00	-\$416.67	\$833.33	\$0.00	-\$833.33
Post Issuance Compliance		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Other		\$3,000.00	\$250.00	\$0.00	-\$250.00	\$500.00	\$1,010.50	\$510.50
Financial Services Support Proj.		\$0.00	\$12,500.00	\$0.00	-\$12,500.00	\$25,000.00	\$0.00	-\$25,000.00
<b>Total Expenses</b>		<b>\$221,000.00</b>	<b>\$30,916.67</b>	<b>\$351.21</b>	<b>-\$30,565.46</b>	<b>\$61,833.33</b>	<b>\$15,457.85</b>	<b>-\$46,375.48</b>
<b>Net Cash</b>		<b>-\$72,000.00</b>	<b>-\$18,500.00</b>	<b>\$383.60</b>	<b>\$18,883.60</b>	<b>-\$37,000.00</b>	<b>\$20,920.76</b>	<b>\$57,920.76</b>

**Bank Balance**

8/1/2020	\$866,586.22
8/31/2020	\$855,537.37

Net from investments	\$734.81
Net from operations	(\$351.21)

Prepared by: Gwendolyn Griffith  
OFA Executive Director 10/1/20

Information provided by DAS

End of 2019 -2020 Fiscal Year Cash Balance per DAS: \$834,838

**Summary of Bond Activity**

Prepared by Gwendolyn Griffith, OFA Executive Director

	August 2019	August 2020	YTD 2019 - 2020	YTD 2020 - 2021
Applications	0	0	1	0
Closings	0	0	0	1
Net Cash				

**OREGON FACILITIES AUTHORITY**  
**Income and Expense Report**  
**September 2020**

Item	Detail	Annual Budget	Month Budget	Month Actual	Difference	Year to Date Budget	Year to Date Actual	Difference
<b>Income</b>								
Interest Income		\$8,000.00	\$666.67	\$702.43	\$35.76	\$2,000.00	\$2,348.04	\$348.04
Application Fees		\$1,000.00	\$83.33	\$0.00	-\$83.33	\$250.00	\$0.00	-\$250.00
Closing: Reg. Bond		\$120,000.00	\$10,000.00	\$0.00	-\$10,000.00	\$30,000.00	\$34,733.00	\$4,733.00
Closing: SNAP Bond		\$20,000.00	\$1,666.67	\$0.00	-\$1,666.67	\$5,000.00	\$0.00	-\$5,000.00
Other		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<b>Total Income</b>		<b>\$149,000.00</b>	<b>\$12,416.67</b>	<b>\$702.43</b>	<b>-\$11,714.24</b>	<b>\$37,250.00</b>	<b>\$37,081.04</b>	<b>-\$168.96</b>
<b>Expenses</b>								
Executive Director		\$130,000.00	\$10,833.33	\$0.00	-\$10,833.33	\$32,500.00	\$10,186.00	-\$22,314.00
Financial Advisor		\$5,000.00	\$416.67	\$0.00	-\$416.67	\$1,250.00	\$0.00	-\$1,250.00
Bond Counsel Projects	COVID-Related Work through 9/20/20	\$15,000.00	\$1,250.00	\$425.00	-\$825.00	\$3,750.00	\$425.00	-\$3,325.00
Department Justice		\$6,500.00	\$541.67	\$0.00	-\$541.67	\$1,625.00	\$804.20	-\$820.80
Board Travel and Expenses		\$800.00	\$66.67	\$0.00	-\$66.67	\$200.00	\$5.00	-\$195.00
Extranet		\$250.00	\$20.83	\$0.00	-\$20.83	\$62.50	\$0.00	-\$62.50
Website		\$800.00	\$66.67	\$0.00	-\$66.67	\$200.00	\$250.00	\$50.00
Oregon State Treasurer		\$45,000.00	\$3,750.00	\$0.00	-\$3,750.00	\$11,250.00	\$0.00	-\$11,250.00
Dept. of Admin. Services		\$4,100.00	\$341.67	\$0.00	-\$341.67	\$1,025.00	\$20.21	-\$1,004.79
Association Dues and Pub		\$3,500.00	\$291.67	\$0.00	-\$291.67	\$875.00	\$3,000.00	\$2,125.00
Postage		\$1,000.00	\$83.33	\$0.00	-\$83.33	\$250.00	\$56.91	-\$193.09
Printing/Copying		\$500.00	\$41.67	\$0.00	-\$41.67	\$125.00	\$85.75	-\$39.25
Phone		\$400.00	\$33.33	\$0.00	-\$33.33	\$100.00	\$10.28	-\$89.72
Banking		\$150.00	\$12.50	\$10.00	-\$2.50	\$37.50	\$39.00	\$1.50
Outreach/Legislative		\$5,000.00	\$416.67	\$0.00	-\$416.67	\$1,250.00	\$0.00	-\$1,250.00
Post Issuance Compliance		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Other	SOS Admin Rule Assess	\$3,000.00	\$250.00	\$28.89	-\$221.11	\$750.00	\$1,039.39	\$289.39
Financial Services Support Proj.		\$0.00	\$12,500.00	\$0.00	-\$12,500.00	\$37,500.00	\$0.00	-\$37,500.00
<b>Total Expenses</b>		<b>\$221,000.00</b>	<b>\$30,916.67</b>	<b>\$463.89</b>	<b>-\$30,452.78</b>	<b>\$92,750.00</b>	<b>\$15,921.74</b>	<b>-\$76,828.26</b>
<b>Net Cash</b>		<b>-\$72,000.00</b>	<b>-\$18,500.00</b>	<b>\$238.54</b>	<b>\$18,738.54</b>	<b>-\$55,500.00</b>	<b>\$21,159.30</b>	<b>\$76,659.30</b>

**Bank Balance**

8/1/2020	\$855,537.37
8/31/2020	\$856,233.29

Net from investments	\$702.43
Net from operations	(\$463.89)

Prepared by: Gwendolyn Griffith  
OFA Executive Director 10/28/20

Information provided by DAS

End of 2019 -2020 Fiscal Year Cash Balance per DAS: \$834,838

**Summary of Bond Activity**

	September 2019	September 2020	YTD 2019 - 2020	YTD 2020 - 2021
Applications	0	0	1	0
Closings	0	0	0	1
Net Cash				

**GWENDOLYN GRIFFITH**  
EXECUTIVE DIRECTOR

**JESSICA MORGAN**  
ASSOCIATE EXECUTIVE DIRECTOR

**NICK PHAM**  
EXECUTIVE ASSISTANT



**OREGON FACILITIES AUTHORITY**

1600 PIONEER TOWER  
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PORTLAND, OREGON 97204  
PHONE: (503) 802-5710  
EMAIL: OFA@TONKON.COM

## Recent SNAP Transactions

Issue Date	Borrower Name	Bond Amount	Initial Interest Rate	Bank	Borrower Counsel
8/31/2018	Warner Pacific University	\$5,083,359	4.60%	Heritage Bank	Stoel Rives LLP
8/31/2018	Northwest Housing Alternatives	\$4,400,000	4.81%	Heritage Bank	Kanton Taylor Nelson Evatt & Decina PC
8/31/2018	Greenhill Humane Society	\$2,150,000	4.44%	Columbia Bank	Arnold Gallagher Attorneys at Law
10/31/2018	La Clinica del Valle Family Health Care Center, Inc.	\$4,105,473	3.98%	Columbia Bank	Davis, Hearn, Anderson & Turner P.C.
01/23/2019	Cascadia Behavioral Healthcare, Inc.	\$9,782,500	4.64%	Key Government Finance, Inc.	Stoel Rives LLP
02/05/2019	Friends of Child Advocacy Center, dba Kids' FIRST	\$1,500,000	3.90%	Columbia Bank	Hershner Hunter LLP
6/26/2019	Human Solutions, Inc.	\$1,650,000	4.73%	Heritage Bank	Bateman Seidel

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# TAB 4



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# Oregon Bond Calendar

For Sale Dates from 10/1/2020 to 2/28/2021

Sale Date	Issuer	Sale Type	Bond Type	Series/ Par Amount	Project	Alternative Minimum Tax Bank Qualified Federally Taxable Zero Coupon	Maturity/ 1st Opt. Call	Average Bond Life/ Int. Rate	1. Underwriter/Purchaser 2. Bond Counsel 3. Financial Advisor
<b>October 2020</b>									
<b>SOLD</b>									
10/07	Oregon State University	Negotiated	Revenue Bonds	2020A \$302,945,000	Finance University projects and refund a portion of the General Revenue Bonds, 2015A and 2015B	AMT <input type="checkbox"/> BQ <input type="checkbox"/> TAX <input type="checkbox"/> ZERO <input type="checkbox"/>	03/01/2060	36.05 TIC 3.43735%	1. Bank of America Merrill Lynch 2. Pacifica Law Group 3. Public Financial Management
10/08	HFA Deschutes County St. Charles Health System, Inc.	Negotiated	Conduit Revenue Bonds	2020A \$48,605,000	Capital Projects	AMT <input type="checkbox"/> BQ <input type="checkbox"/> TAX <input type="checkbox"/> ZERO <input type="checkbox"/>	01/01/2051	23.26 ATIC 3.1067%	1. JP Morgan Securities 2. Orrick, Herrington & Sutcliffe 3. Melio & Company LLC
10/08	HFA Deschutes County St. Charles Health System, Inc.	Negotiated	Conduit Revenue Bonds	2020B \$50,000,000	Capital Projects	AMT <input type="checkbox"/> BQ <input type="checkbox"/> TAX <input checked="" type="checkbox"/> ZERO <input type="checkbox"/>	01/01/2050	27.14 ATIC 4.0181%	1. JP Morgan Securities 2. Orrick, Herrington & Sutcliffe 3. Melio & Company LLC
10/08	Marion Cty SD 24J (Salem Keizer)	Negotiated	Full Faith & Credit Obligations(N)	2020 \$60,392,940	Finance buses, equipment, transportation facility, and land purchase for transportation facility	AMT <input type="checkbox"/> BQ <input type="checkbox"/> TAX <input type="checkbox"/> ZERO <input checked="" type="checkbox"/>	06/15/2045	9.48 TIC 2.19799%	1. Piper Sandler & Co. 2. Hawkins, Delafield & Wood 3. None
10/14	Washington Cty SD 1J (Hillsboro)	Negotiated	General Obligation (N) Bonds	2020 Ref \$40,360,000	Adv. Refunding of District's Series 2012 GO Ref Bonds	AMT <input type="checkbox"/> BQ <input type="checkbox"/> TAX <input checked="" type="checkbox"/> ZERO <input type="checkbox"/>	06/15/2025	3.26 TIC 0.73909%	1. Piper Sandler & Co. 2. Hawkins, Delafield & Wood 3. SDAO Advisory Services LLC
10/15	Lane Cty SD 19 (Springfield)	Negotiated	Full Faith & Credit Obligations(N)	2020A \$4,330,000	Current refunding of 2015B FFC, 2019-20 Bus Lease and new money for buses	AMT <input type="checkbox"/> BQ <input checked="" type="checkbox"/> TAX <input type="checkbox"/> ZERO <input type="checkbox"/>	06/01/2031	5.77 ATIC 1.51146%	1. Piper Sandler & Co. 2. Mersereau & Shannon LLP 3. None
10/20	City Of Tigard	Competitive	Revenue Bonds	2020 \$86,685,000	The proceeds of the sale of the 2020 Bonds will be used to refund all or a portion of the City's outstanding callable 2012 Bonds.	AMT <input type="checkbox"/> BQ <input type="checkbox"/> TAX <input checked="" type="checkbox"/> ZERO <input type="checkbox"/>	08/01/2042	12.74 TIC 2.51271%	1. Robert W. Baird 2. Hawkins, Delafield & Wood 3. Public Financial Management



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# Oregon Bond Calendar

For Sale Dates from 10/1/2020 to 2/28/2021

Sale Date	Issuer	Sale Type	Bond Type	Series/ Par Amount	Project	Alternative Minimum Tax Bank Qualified Federally Taxable Zero Coupon	Maturity/ 1st Opt. Call	Average Bond Life/ Int. Rate	1. Underwriter/Purchaser 2. Bond Counsel 3. Financial Advisor
<b>October 2020</b>									
<b>SOLD</b>									
10/22	City Of Maupin	Privately Placed	Full Faith & Credit Obligations(N)	2020 \$1,235,783	Financing Agreement and Note, Series 2020 - Civic Center	AMT <input type="checkbox"/> BQ <input checked="" type="checkbox"/> TAX <input type="checkbox"/> ZERO <input type="checkbox"/>	10/22/2040	11.19 Fixed 3.229%	1. Government Capital Corp 2. Mersereau & Shannon LLP 3. None
10/22	City Of St Helens	Negotiated	Full Faith & Credit Obligations(S)	2020 \$8,775,000	Refinancing of Outstanding City Loans	AMT <input type="checkbox"/> BQ <input checked="" type="checkbox"/> TAX <input type="checkbox"/> ZERO <input type="checkbox"/>	06/01/2029	4.78 TIC 0.91705%	1. D.A. Davidson & Co. 2. Mersereau & Shannon LLP 3. None
10/23	Josephine Cty SD 7 (Grants Pass)	Privately Placed	Full Faith & Credit Obligations(N)	2020 \$15,458,977	Master Tax-Exempt Installment Purchase Agreement and Property Schedule No. 1, Series 2020 - Energy Efficiency Projects	AMT <input type="checkbox"/> BQ <input type="checkbox"/> TAX <input type="checkbox"/> ZERO <input type="checkbox"/>	10/23/2036	9.76 Fixed 1.96%	1. U.S. Bancorp Investments, Inc. 2. Mersereau & Shannon LLP 3. None
10/27	Oregon Housing & Community Services Department Springtree Associates Limited Partnership	Negotiated	Conduit Revenue Bonds	2020M \$9,170,000	Springtree Apartments	AMT <input type="checkbox"/> BQ <input type="checkbox"/> TAX <input type="checkbox"/> ZERO <input type="checkbox"/>	08/01/2023	1.75 Fixed 0.3%	1. Stifel Nicolaus & Company 2. Orrick, Herrington & Sutcliffe 3. Caine Mitter & Assoc.
10/29	Oregon Housing & Community Services Department 115th Street Housing LP	Privately Placed	Conduit Revenue Bonds	2020N-1 \$7,273,322	115th & Division (Crescent Court)	AMT <input type="checkbox"/> BQ <input type="checkbox"/> TAX <input type="checkbox"/> ZERO <input type="checkbox"/>	10/29/2055	0.00 3.8%	1. U.S. Bank National Association 2. Orrick, Herrington & Sutcliffe 3. Caine Mitter & Assoc.
10/29	Oregon Housing & Community Services Department 115th Street Housing LP	Privately Placed	Conduit Revenue Bonds	2020N-2 \$13,926,678	115th & Division (Crescent Court)	AMT <input type="checkbox"/> BQ <input type="checkbox"/> TAX <input type="checkbox"/> ZERO <input type="checkbox"/>	10/29/2023	0.00 Fixed 3.8%	1. U.S. Bank National Association 2. Orrick, Herrington & Sutcliffe 3. Caine Mitter & Assoc.
10/30	Umpqua Public Transportation District	Privately Placed	Full Faith & Credit Obligations(N)	L2020 \$550,000	Provide funds to purchase the Borrower's operations facility site and make improvements thereto.	AMT <input type="checkbox"/> BQ <input type="checkbox"/> TAX <input type="checkbox"/> ZERO <input type="checkbox"/>	10/30/2032	12.00 Fixed 3.226%	1. Umpqua Bank 2. Davis Wright Tremaine 3. None



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# Oregon Bond Calendar

For Sale Dates from 10/1/2020 to 2/28/2021

Sale Date	Issuer	Sale Type	Bond Type	Series/ Par Amount	Project	Alternative Minimum Tax Bank Qualified Federally Taxable Zero Coupon	Maturity/ 1st Opt. Call	Average Bond Life/ Int. Rate	1. Underwriter/Purchaser 2. Bond Counsel 3. Financial Advisor
<b>November 2020</b>									
<b>PROPOSED</b>									
11/10	City Of Coburg	Negotiated	Full Faith & Credit Obligations(S)	2020 \$13,400,000	Refinancing of Outstanding City Loans	AMT <input type="checkbox"/> BQ <input type="checkbox"/> TAX <input type="checkbox"/> ZERO <input type="checkbox"/>			1. D.A. Davidson & Co. 2. Hawkins, Delafield & Wood 3. None
<b>December 2020</b>									
<b>PROPOSED</b>									
12/03	Portland Community College	Negotiated	General Obligation (N) Bonds	2020 \$119,385,000	Advance refunding of District's Series 2013 GO	AMT <input type="checkbox"/> BQ <input type="checkbox"/> TAX <input checked="" type="checkbox"/> ZERO <input type="checkbox"/>			1. Piper Sandler & Co. 2. Hawkins, Delafield & Wood 3. SDAO Advisory Services LLC
12/15	Benton Cty SD 509J (Corvallis)	Negotiated	General Obligation (N) Bonds	2020 \$39,915,000	Replacement of Hoover Elementary and Lincoln Elementary (continuation of Series 2018 bond projects)	AMT <input type="checkbox"/> BQ <input type="checkbox"/> TAX <input type="checkbox"/> ZERO <input type="checkbox"/>			1. Piper Sandler & Co - Seattle NW Division 2. Hawkins, Delafield & Wood 3. None

Negotiated sales may occur any day of the week when the sale date is indicated as a Monday.  
 Issues are Listed as 'Proposed' until sale results are reported.  
 AID = Any Interest Date  
 Neg = Negotiated Sale  
 Com = Competitive Sale  
 Pri = Private Placement Sale  
 AMT = Subject to Alternative Minimum Tax  
 BQ = Bank Qualified  
 TAX = Federally Taxable  
 ZERO = Zero Coupon or Deferred Interest Bonds

Full Faith & Credit Obligation(N) = Non Self-Supporting - bonds repaid by non-project revenues or paid by property taxes or other tax sources within the limits of the Oregon Constitution, Article XI, Section 11.  
 Full Faith & Credit Obligation(S) = Self-Supporting - bonds repaid by project revenues or there is an independent source of funds for repayment.  
 General Obligation(N) = Non Self-Supporting - bonds repaid & secured by ad valorem property taxes levied outside the limits of Article XI 11b.  
 General Obligation(S) = Self-Supporting - bonds 100% repaid by project revenues, and secured by ad valorem property-taxes.



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# Oregon Bond Calendar

For Sale Dates from 10/1/2020 to 2/28/2021

Sale Date	Issuer	Sale Type	Bond Type	Series/ Par Amount	Project	Alternative Minimum Tax Bank Qualified Federally Taxable Zero Coupon	Maturity/ 1st Opt. Call	Average Bond Life/ Int. Rate	1. Underwriter/Purchaser 2. Bond Counsel 3. Financial Advisor
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The purpose categories are defined as follows:

1. Development: industrial development, economic development, non-government office buildings, urban renewal.
2. Education: primary and secondary education, higher education, student loans.
3. Electric power: public power utilities.
4. Environmental Facilities: solid waste disposal, resource recovery, pollution control, recycling.
5. Health Care: hospitals, nursing homes, life-care communities.
6. Housing: single-family and multi-family housing.
7. Public Facilities: government buildings, fire and police stations, jails and prisons, civic and convention centers, museums, libraries, stadiums and sports complexes, theaters, parks, zoos, beaches, other recreation.
8. Transportation: airports, seaports and marine terminals, toll roads, highways and streets, bridges, tunnels, parking facilities, mass transit.
9. Utilities: water and sewer, gas, flood control, sanitation, combined utilities, miscellaneous utilities.
10. General Purpose: general purpose, veterans (other than housing), agriculture, unknown.