

STATE OF TENNESSEE INDEBTEDNESS REPORT

December 31, 2019

JUSTIN P. WILSON
Comptroller of the Treasury

JASON E. MUMPOWER

Deputy Comptroller



JUSTIN P. WILSON Comptroller

JASON E. MUMPOWER Deputy Comptroller

February 10, 2020

The Honorable Bill Lee, Governor The Honorable Randy McNally, Lieutenant Governor The Honorable Cameron Sexton, Speaker of the House of Representatives Members of the General Assembly State Capitol Nashville, Tennessee 37243

Ladies and Gentlemen:

The semi-annual State Indebtedness Report of the State of Tennessee is presented to provide updated information on the four state debt issuers: The State Funding Board for Tennessee's General Obligation Debt, the Tennessee Local Development Authority, the Tennessee State School Bond Authority and the Tennessee Housing Development Agency. The report compares outstanding indebtedness at December 31, 2019, and at June 30, 2019. It also includes information on authorized and unissued debt and credit ratings for each debt issuer. Finally, the report presents information on the loan programs administered by the Office of State and Local Finance: the Clean Water State Revolving Fund, the Drinking Water State Revolving Fund, the Energy Efficient Schools Initiative and the State Infrastructure Fund.

We appreciate the commitment of the members of the State Funding Board, the Tennessee Local Development Authority, the Tennessee State School Bond Authority, and the Bond Finance Committee of the Tennessee Housing Development Agency and thank them for their help and support of the debt issuance and management process. We also thank our staff in the Office of State and Local Finance and the Tennessee Housing Development Agency for their constant attention to the details of these important financing programs.

Respectfully submitted.

Justin P. Wilson

Comptroller of the Treasury

C: Senate Finance, Ways and Means Committee The Honorable Bo Watson, Chair The Honorable John Stevens, 1st Vice-Chair The Honorable Joey Hensley, 2nd Vice-Chair

> House Finance, Ways and Means Committee The Honorable Susan Lynn, Chair The Honorable Patsy Hazlewood, Vice-Chair The Honorable Gary Hicks, Finance Subcommittee Chair

Fiscal Review Committee The Honorable Ron Travis, Chair The Honorable Todd Gardenhire, Vice-Chair Krista Lee Carsner, Director

Office of Legislative Budget Analysis Catherine Haire, Senate Budget Analysis Director Peter Muller, House Budget Analysis Director

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Tennessee Debt Issuers

State Funding Board (SFB)

The SFB has responsibility for issuing all State general obligation bonds and notes authorized by the General Assembly. The State utilizes general obligation commercial paper to short-term finance its capital projects during the construction period. As projects are completed, the commercial paper is repaid with the proceeds from the issuance of long-term debt (general obligation bonds.) The SFB debt management policy is located on the Comptroller's website.

Tennessee State School Bond Authority (TSSBA)

The TSSBA is responsible for the administration of the following programs:

Higher Educational Facilities Bond Program

The TSSBA is delegated the responsibility for issuing bonds and notes to provide funds:

- to make loans to state institutions of higher learning to construct revenue-generating facilities, and
- to make funds available to the Tennessee Student Assistance Corporation for student loans under the Guaranteed Student Loan Program.

The TSSBA utilizes a revolving credit facility to short-term finance projects during the construction period. As projects are completed, the facility is repaid with the proceeds from the issuance of long-term debt (Higher Educational Facilities Program bonds).

Qualified Zone Academy Bond Program (QZAB)

The QZAB program is a federal tax credit program created under Section 226 of the Taxpayer's Relief Act of 1997. The proceeds of the QZABs were used to make loans to local governments for certain educational projects. The QZABs are secured with the general obligation pledge of the local government borrowers. The program is additionally secured with an intercept of the local governments' state-shared taxes. There is no cross default to the Higher Educational Facilities Bond Program.

Qualified School Construction Bond Program (QSCB)

The QSCB program is a federal tax credit (2009) /federal direct subsidy (2010) program established through the American Recovery and Reinvestment Act of 2009 (ARRA). The proceeds of the 2009 and 2010 QSCBs were used to make loans to local governments for certain qualified school construction projects. The TSSBA issued all of the QSCB bonds allocated under ARRA, so no additional debt will be issued for this program. The QSCBs are secured with the general obligation pledge of the local government borrowers. The program is additionally secured with an intercept of the local governments' state-shared taxes. There is no cross default to the Higher Educational Facilities Bond Program.

The TSSBA debt management policy is located on the Comptroller's website.

Tennessee Local Development Authority (TLDA)

The TLDA has the responsibility for issuing its debt obligations to provide funds for the following purposes:

- to make loans to local governments for the financing of construction and improvements for water and sewer systems;
- to make loans to local governments for the financing of certain capital projects;
- to make loans to certain small business concerns for pollution control facilities;
- to make loans to farmers for certain capital improvements;
- to make loans to counties for the acquisition of equipment for use by county or volunteer fire departments serving unincorporated areas of the counties;
- to make loans to airport authorities and municipal airports; and
- to make loans under the Community Provider Program to mental health institutes and substance abuse facilities.

The TLDA debt management policy is located on the **Comptroller's website**.

Tennessee Housing Development Agency (THDA)

THDA provides mortgage loan products at competitive interest rates to lower and moderate-income persons and families in order to create safe, sound, and affordable housing opportunities across the State. The Bond Finance Committee of the THDA Board of Directors is responsible for overseeing THDA debt issuance. THDA has issued debt pursuant to the following four (4) general resolutions: the Housing Bond Resolution (Mortgage Finance Program) (the "1974 General Resolution"), the Homeownership Program Resolution (the "1985 General Resolution"), the Housing Finance Program Resolution (the "2009 General Resolution"), and the General Residential Finance Program Bond Resolution (the "2013 General Resolution"). No debt is currently outstanding under the 1974 General Resolution. THDA is currently issuing debt only under the 2013 General Resolution. The 2013 General Resolution pledge of the State. The THDA debt management policy is located on the Comptroller's website.

State of Tennessee Indebtedness Report

(Unaudited)

			(Unat	uaitea)					
	As of June 30, 2019		As of December 31, 2019			Variance Increase (Decrease)			
	Number of Loans / Projects		Debt Outstanding	Number of Loans / Projects		Debt Outstanding	Number of Loans / Projects		Debt Outstanding
Long-term General Obligation Debt			_						
General Obligation Bonds Outstanding	1,874	\$	1,738,615,000	1,885	\$	1,728,535,000	11	\$	(10,080,000)
General Obligation Commercial Paper									
Tax-Exempt	82	\$	172,133,000	54	* \$	55,133,000	(28)	\$	(117,000,000)
Taxable	5		65,263,000	4		68,863,000	(1)		3,600,000
Total Commercial Paper Outstanding	87	\$	237,396,000	58	\$	123,996,000	(29)	\$	(113,400,000)
Tennessee State School Bond Authority Higher Education Facilities Program									
Bonds Outstanding	187	\$	1,498,245,000	204	\$	1,639,770,000	17	\$	141,525,000
Revolving Credit Facility (RCF) Outstanding:									
Tax-Exempt	20	\$	145,304,744	8	\$	32,662,265	(12)	\$	(112,642,479)
Taxable	15		33,434,413	8		8,415,532	(7)		(25,018,881)
Total Revolving Credit Facility	35	\$	178,739,157	16	\$	41,077,797	(19)	\$	(137,661,360)
Qualified Zone Academy Bond Program									
Bonds Outstanding	11	\$	30,145,000	11	\$	30,145,000	-	\$	-
Qualified School Construction Bonds									
Series 2009	13	\$	177,000,000	13	\$	177,000,000	-	\$	-
Series 2010	15	\$	212,440,000	15	\$	212,440,000	-	\$	-
Tennessee Local Development Authority									
Bonds Issued and Outstanding	7	\$	1,970,000	7	\$	1,970,000	-	\$	-
Tennessee Housing Development Agency									
Mortgage Loans / Principal Outstanding	25,982	\$	2,575,725,000	27,165	\$	2,776,465,000	1,183	\$	200,740,000
Total State Indebtedness:		\$	6,650,275,157		\$	6,731,398,797		\$	81,123,640
Total State Indeptediates.		Ψ	0,000,270,107		Ψ	0,101,070,171		Ψ	01,120,040

Footnotes:
* Revised from 56 projects to 54 projects

Change in Debt Outstanding from Prior Period

General Obligation Debt

- During the period from June 30, 2019, to December 31, 2019, bond principal outstanding decreased in the amount of \$10,080,000. This decrease was comprised of the following:
 - o Bond principal matured in the amount of \$138,185,000
 - o The 2019 Series A tax-exempt bonds were issued in the par amount of \$100,105,000
 - o The 2019 Series B taxable bonds were issued in the par amount of \$28,000,000
- The decrease of \$113,400,000 in commercial paper outstanding was comprised of four new commercial paper issuances totaling \$15,000,000 and repayments in the amount of \$128,400,000.

Tennessee State School Bond Authority (TSSBA)

Higher Education Facilities Program

- During the period from June 30, 2019, to December 31, 2019, bond principal outstanding increased in the amount of \$141,525,000. The increase was comprised of:
 - New bonds were issued in the amount of \$146,915,000 for the 2019 Series A bonds and \$60,255,000 for the 2019 Series B bonds (Federally Taxable), and
 - o Bond principal matured in the amount of \$65,645,000.
- The revolving credit facility loans outstanding decreased by \$137,661,360, comprised of draws on the facility in the amount of \$15,000,000 and payoffs in the amount of \$152,661,360.

Qualified Zone Academy Bond Program (QZAB)

• As of December 31, 2019, the fund balance amount, held in the pledged sinking fund accounts available to repay the bonds, is \$28,574,670.

Qualified School Construction Bond Program (QSCB)

• As of December 31, 2019, the fund balance held in the pledged sinking fund accounts available to repay the QSCBs totaled \$227,416,077.

Tennessee Local Development Authority (TLDA)

• No bond principal matured during the period from July 1, 2019, to December 31, 2019.

Tennessee Housing Development Agency (THDA)

- During the period from June 30, 2019, to December 31, 2019, bond principal outstanding increased by \$200,740,000. This increase was comprised of:
 - New bonds issued under the 2013 General Resolution in the original principal amount of \$350,000,000, and
 - o Bonds matured, or were redeemed in accordance with their terms, in the principal amount of \$149,260,000.

Authorized/Unissued Debt

	ted)

Ceneral Obligation								Variance		
Tennesses State School Bond Authority (TSSBA) \$ 375,021,730 2 \$ 324,503,379 2 \$ (50,518,351)			As of June 30, 2019		As of December 31, 2019			Increase (Decrease)		
Tennesses State School Bond Authority (TLSBA) \$ 375,021,730 \$ 324,503,379 \$ \$ (50,518,351) Tennesses Local Development Authority (TLDA) \$ 305,000,000 \$ 305,000,000 \$ 305,000,000 \$ 75,000,000 \$ 75,000,000 Total Authorized/Unissued Debt \$ 2,436,271,805 \$ 1,933,613,454 \$ (482,658,351) Footnotes: Tenesses Housing Development Agency (THDA) \$ 354,275,000 \$ 1,326,975,075 \$ (200,740,000) Total Authorized/Unissued Debt \$ 2,436,271,805 \$ 1,933,613,454 \$ (482,658,351) Authorized and Unissued as of 12/31/18 \$ 1,232,769,553 A/U 06/30/19 \$ 1,326,975,075 \$ 94,205,522 Less: Canceled 2018/2019 \$ (29,794,478) \$ 29,794,478 Less: Canceled 2019/2020 \$ (83,400,000) \$ (83,400,000) \$ (124,000,000) Less: Bonds Issued 2019AB \$ (148,000,000) \$ (124,000,000) Authorized and Unissued as of 06/30/19 \$ 1,326,975,075 \$ (124,000,000) Authorized and Unissued as of 06/30/19 \$ 1,326,975,075 \$ (124,000,000) TDOT Bond Authorization \$ 811,000,000 \$ 1,095,575,075 \$ (231,400,000) TDOT Bond Authorization \$ 811,000,000 \$ 736,000,000 \$ (75,000,000) TDOT Bond Authorization \$ 811,000,000 \$ 1,095,575,075 \$ (231,400,000) Authorized and Unissued as of 12/31/18 \$ 419,074,178 A/U 6/30/19 \$ 375,021,730 \$ (44,052,448) Less: Canceled 2019/2020 \$ (66,050,540)										
Tennessee State School Bond Authority (TSSBA) \$375,021,730 2 \$324,503,379 2 \$(50,518,351) Tennessee Local Development Authority (TLDA) \$305,000,000 \$305,000,000 \$75,000,000 \$	General Obliga	ition	\$ 1.326.975.0	75 1)	\$	1.095.575.075	\$	(231,400,000)		
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TLDA Capital Projects		• • • •		•			\$	-		
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Total Authorized/Unissued Debt \$ 2,436,271,805 \$ 1,953,613,454 \$ (482,658,351)				•	\$, ,		(200.740.000)		
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TDOT Bond Authorization - Bridges 29,700,000 29,700,000 \$ - Capital Projects Bond Authorization 486,275,075 329,875,075 \$ (156,400,000) \$ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		Authorized and Unissued as of 06/30/19	\$ 1,326,975,0	75 A/U 12/31/19	\$	1,095,575,075	\$	(231,400,000)		
TDOT Bond Authorization - Bridges 29,700,000 29,700,000 \$ - Capital Projects Bond Authorization 486,275,075 329,875,075 \$ (156,400,000) \$ 1,326,975,075 \$ 1,095,575,075 \$ (231,400,000) \$ *Issuance of bond proceeds in the par amount of \$128,105,000 plus a premium of \$19,895,000 for projects 2) Authorized and Unissued as of 12/31/18 \$ 419,074,178 A/U 6/30/19 \$ 375,021,730 \$ (44,052,448) Less: Canceled 2019/2020 - (66,050,540) * (66,050,540) \$ Short term debt expenditures (44,052,448) (10,077,811) 33,974,637							-			
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Authorized and Unissued as of 12/31/18 \$ 419,074,178 A/U 6/30/19 \$ 375,021,730 \$ (44,052,448) Less: Canceled 2019/2020 - (66,050,540) * (66,050,540) Short term debt expenditures (44,052,448) (10,077,811) 33,974,637							· 			
Less: Canceled 2019/2020 - (66,050,540) * (66,050,540) Short term debt expenditures (44,052,448) (10,077,811) 33,974,637	*Issuai	nce of bond proceeds in the par amount of \$128,1	000 plus a premium	of \$19,895,000 fo	r proj	ects				
Short term debt expenditures (44,052,448) (10,077,811) 33,974,637	2)	Authorized and Unissued as of 12/31/18	\$ 419,074,17	78 A/U 6/30/19	\$	375,021,730	\$	(44,052,448)		
		Less: Canceled 2019/2020		-		(66,050,540) *		(66,050,540)		
Name Product Anthonization 25 610 000 ** 25 610 000		•	(44,052,44	18)		(10,077,811)		33,974,637		
·		New Project Authorization		<u>-</u>		25,610,000 **		25,610,000		
Authorized and Unissued as of 6/30/2019 \$ 375,021,730 A/U 12/31/19 \$ 324,503,379 \$ (50,518,351)		Authorized and Unissued as of 6/30/2019	\$ 375,021,73	<u>30</u> A/U 12/31/19	\$	324,503,379	\$	(50,518,351)		

^{*}The 2019/2020 cancellation amount has been revised from (\$65,216,938) to (\$66,050,540) to reflect a cancellation previously omitted in the amount of \$833,602**The project authorization amount was revised from \$18,500,000 to \$25,610,000 to reflect two previously omitted authorizations in the amount of \$6,260,000 and \$850,000

³⁾ Amount indicated is the unissued remaining statutory debt limit.

Bond Ratings by Program

	<u>Fitch</u>	Moody's	<u>S&P</u>
State of Tennessee	AAA	Aaa	AAA 1
Tennessee State School Bond Authority (TSSBA)	AA+	Aa1 ²	AA+ 3
TSSBA, Qualified School Construction Bonds (QSCB) Series 2009 (Tax Credit Bonds)	n/a	Aa1 ²	AA+ 1
TSSBA, Qualified School Construction Bonds (QSCB) Series 2010 (Federally Taxable – Direct Subsidy Payment)	AA	Aa1 ²	AA+ 1
Tennessee Local Development Authority (TLDA)	AA	n/a ⁴	AA ⁵
Tennessee Housing Development Agency (THDA) 1985 Resolution	n/a	Aal	AA+
THDA 2009 Resolution (Single Family New Issue Bond Program)	n/a	Aa2	n/a
THDA 2013 Resolution	n/a	Aal	AA+

¹ On May 26, 2016, S&P Global Ratings upgraded the State of Tennessee's bond rating from AA+ to AAA. On the same date, S&P Global Ratings upgraded the TSSBA's Qualified School Construction Bonds Series 2009 and 2010 from AA to AA+, following the upgrade of the State's rating.

2 Explanation of Moody's Investors Services Inc. Ratings:

The ratings for these bonds are analyzed under the pre-default enhanced credit program by Moody's Rating Services. Moody's assigns separate ratings for the program and for each series of bonds issued under the program.

Tennessee State School Bond Authority (TSSBA)

Programmatic rating - Aa1

Financing rating - Aal

TSSBA, Qualified School Construction Bonds (QSCB), Series 2009 (Tax Credit Bonds)

Programmatic rating - Aa1

Financing rating - Aa2

TSSBA, Qualified School Construction Bonds (QSCB), Series 2010

Programmatic rating - Aa1

Financing rating - Aa2

- 3 On July 27, 2016, S&P Global Ratings upgraded the TSSBA's Higher Education Bonds from AA to AA+.
- 4 On September 18, 2015, Moody's Investors Services Inc. downgraded the Authority's bond rating from Aa3 to A2. On November 13, 2015, Moody's Investors Service Inc. withdrew the Authority's A2 rating.
- 5 On May 28, 2019, S&P Global Ratings placed the Authority's AA+ rating on its outstanding bonds on a credit watch. On October 1, 2019, S&P Global Ratings lowered its rating to AA and removed the rating from the credit watch.

Annual Debt Service for State of Tennessee General Obligation Bonds

as of December 31, 2019 (Unaudited)

	PRINCIPAL	INTEREST	DEBT SERVICE REQUIRED
FY 2020*	155,765,000	76,537,646	232,302,646
FY 2021	155,410,000	72,715,763	228,125,763
FY 2022	155,710,000	65,503,565	221,213,565
FY 2023	147,750,000	58,460,798	206,210,798
FY 2024	145,095,000	52,237,130	197,332,130
FY 2025	137,940,000	46,487,903	184,427,903
FY 2026	135,730,000	40,680,755	176,410,755
FY 2027	128,675,000	35,114,803	163,789,803
FY 2028	123,885,000	29,842,104	153,727,104
FY 2029	115,400,000	24,651,585	140,051,585
FY 2030	91,050,000	19,983,142	111,033,142
FY 2031	79,905,000	16,037,275	95,942,275
FY 2032	72,030,000	12,561,213	84,591,213
FY 2033	49,775,000	9,763,450	59,538,450
FY 2034	42,770,000	7,554,405	50,324,405
FY 2035	42,770,000	5,449,435	48,219,435
FY 2036	37,220,000	3,481,185	40,701,185
FY 2037	22,910,000	2,007,755	24,917,755
FY 2038	14,120,000	1,111,825	15,231,825
FY 2039	6,405,000	435,645	6,840,645
FY 2040	6,405,000	145,215	6,550,215
	\$ 1,866,720,000	<u>\$ 580,762,595</u>	<u>\$ 2,447,482,595</u>

^{*} Includes debt service for the entire 2020 fiscal year

Note: New money general obligation debt is issued and structured as 20-year, level principal, fixed interest rate bonds.

Tennessee Loan Programs

State Revolving Fund (SRF) Loan Programs

The TLDA, in conjunction with the Department of Environment and Conservation, administers the Clean Water and Drinking Water SRF Loan Programs, that provides financing in the form of loans to local governments for sewer and safe drinking water projects. The TLDA does not issue debt to finance these loans. The programs are funded by federal capitalization grants and state appropriations. Therefore, the dollar amount of loans managed for the SRF Loan Programs is not included in the Total State Indebtedness.

Clean Water State Revolving Fund (CWSRF)

The Clean Water SRF Loan Program was established pursuant to the Federal Clean Water Act as amended by the Water Quality Act of 1987 and the State Wastewater Facilities Act of 1987.

Drinking Water State Revolving Fund (DWSRF)

The Drinking Water SRF was established pursuant to the Federal Safe Drinking Water Act and the State Drinking Water Revolving Loan Fund Act of 1997.

State Infrastructure Fund (SIF) Loan Program

The TLDA is also responsible for approving loans to local governments from the SIF for the construction of transportation infrastructure (street, highway, bridge, tunnel and any related roadway facilities) projects that provide public benefits by enhancing mobility or safety, promoting economic development, or increasing the quality of life and general welfare of the public. The TLDA administers the SIF program in conjunction with the Department of Transportation. The TLDA cannot issue debt to finance these loans. Therefore, the dollar amount of loans managed for the SIF Loan Programs is not included in the Total State Indebtedness.

Energy Efficient Schools Initiative (EESI) Loan Program

The EESI Program was established by the Tennessee General Assembly in 2008 with a twelve-member council, the Energy Efficient Schools Council, to approve guidelines, award grants and loans, verify energy efficiencies, and establish and support energy management programs. The EESI grants and loans provide funding for capital outlay projects to improve the energy efficiency in Tennessee's public K-12 schools. The program was initially funded through an appropriation of excess lottery funds in 2008, and additional funds were appropriated by the state in 2019. The Energy Efficient Schools Council contracts with the Office of State and Local Finance for the administration of these loans. The EESI does not issue debt in the capital marketplace; therefore, the dollar amount of loans managed for the EESI Loan Programs is not included in the Total State Indebtedness.

Loan Programs Administered by the Office of State and Local Finance

(Unaudited)

	A £ I 20, 2010			As of December 31, 2019			Variance Increase (Decrease)			
	Number of Loans / Projects	Loans / Loans		Number of Loans / Projects			Number of Loans / Projects	mber of oans / Loans		
State Revolving Fund Loan Program Clean Water (Sewerage)										
Principal Outstanding Drinking Water	230	\$	682,967,249	233	\$	707,468,130	3	\$	24,500,882	
Principal Outstanding	140	\$	132,690,199	140	\$	130,628,051	-	\$	(2,062,149)	
State Infrastructure Fund (SIF)	1	\$	1,490,397	1	\$	1,464,622	-	\$	(25,775)	
Energy Efficient Schools Initiative (EESI)	75	\$	65,676,054	76	\$	67,798,483	1	\$	2,122,429	

^{*} The balance of EESI loans has been revised from \$68,051,606 to correctly state the actual balance of \$67,798,483.

Change in Loans Outstanding from Prior Period

State Revolving Fund Loan Programs

Clean Water State Revolving Fund (CWSRF)

• During the period from July 1, 2019, to December 31, 2019, the loan balance increased \$24.5 million. Six new loans were added to the program. Three loans were prepaid during this period. During this time, approximately \$26.7 million in loan repayments were received and approximately \$51.2 million was disbursed to borrowers.

Drinking Water State Revolving Fund (DWSRF)

• During the period from July 1, 2019, to December 31, 2019, the loan balance decreased \$2.1 million. Two loans new loans were added to the program, and two loans were prepaid during the period. During this time, approximately \$6.1 million in loan repayments were received and approximately \$4.0 million was disbursed to borrowers.

State Infrastructure Fund (SIF)

• During the period from July 1, 2019, to December 31, 2019, no funds were disbursed to the one borrower. A loan repayment was received that decreased the loan balance in the amount of \$25,775.

Energy Efficient Schools Initiative (EESI)

• During the period from June 30, 2019, to December 31, 2019, the loan balance increased approximately \$2.1 million. Three new loans were added to the program and two loans were repaid in full. During this time, approximately \$4.9 million in loan repayments were received and approximately \$7.0 million was disbursed to borrowers.*

*The December 31, 2019, EESI loan balance was revised on July 30, 2020, from \$68,051,606 (reflected on the original report) to reflect the correct balance of \$67,798,483. The explanation of changes in EESI loan balances above has been revised to reflect these changes.

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Acknowledgments

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