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**ADOPTED - BOARD OF TRUSTEES
COMMUNITY COLLEGE DISTRICT NO. 508
OCTOBER 2, 2013**

**BOARD OF TRUSTEES OF COMMUNITY COLLEGE DISTRICT NO. 508
COUNTY OF COOK AND STATE OF ILLINOIS**

**RESOLUTION
ADOPTING A DEBT POLICY
OFFICE OF FINANCE**

WHEREAS, the Illinois Public Community College Act, as amended, lists the powers and duties of community college districts in the State of Illinois, and states in 110 ILCS 850/3-30, that:

“The board of any community college district has the powers...that may be requisite or proper for the maintenance, operation and development of any college or colleges under the jurisdiction of the board.”

WHEREAS, the City Colleges of Chicago Debt Policy has been developed to ensure the prudent utilization of debt to provide the most efficient source of capital to fund long-term capital investments in order to achieve the District’s mission and strategic objective and to limit risk within the District’s debt portfolio;

WHEREAS, Section 4.3 of the Board Bylaws of the City Colleges of Chicago (“Rules”), provides for the adoption of policies and states that:

“The Board may adopt, from time to time, policy statements, guidelines, procedures, regulations, collective bargaining agreements, codes of conduct, or similar documents issued for the governance of the Board, the District and the Colleges.”

WHEREAS, the Officers of the District support the City Colleges of Chicago Debt Policy that is recommended by the Chancellor and the Chief Financial Officer;

NOW, THEREFORE BE IT RESOLVED, that the City Colleges of Chicago Debt Policy be adopted by the Board of Trustees effective October 2, 2013 and posted on the City Colleges of Chicago website.

October 2, 2013 – Office of Finance



The City Colleges of Chicago Debt Management Policy

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I. Introduction

Objectives and Purpose

This comprehensive debt management policy (the “Policy”) will inform the decision making process surrounding debt issuance, as part of City Colleges of Chicago’s (“City Colleges”, “CCC”, or the “District”) commitment to long-term planning. Debt must be used strategically due to the long-term commitment of future financial resources and the need for City Colleges to ensure financial flexibility to accommodate debt repayment while adequately funding current and future operational needs.

Debt is a valuable institutional resource that must be managed conservatively and consistently with the core mission of the District: the betterment of City Colleges students. The ability to finance projects enables the District to acquire capital assets and pay for them over a period of time, typically no longer than the asset’s useful life. In addition to investment in new assets, debt financing may be used to implement long-term cost savings projects and to meet emergency needs while spreading the costs over multiple years. CCC uses debt judiciously for long term capital investment and to preserve intergenerational equity across generations of taxpayers, so those who benefit from the asset throughout its life also pay for their use of that asset. CCC will not use long-term debt for operating purposes nor will it issue debt that exceeds the relevant asset’s useful life. Any short-term financing for cash flow gaps must be repaid within twelve months or one fiscal year.

The policy was developed to be consistent with City Colleges’ strategic plan and to guide the Board and management’s decision-making process. The Policy will serve as an active management tool to (a) provide guidelines for identifying transactions that utilize debt in the most efficient manner and (b) provide for full and timely repayment of all borrowings. The Policy provides written guidelines addressing the amount and type of debt issued, the issuance process, and the management of a debt portfolio as a means of achieving the lowest possible cost of capital within prudent risk parameters. Specifically, the Policy aims to:

- a. Guide the District in its approach and decision making process to use debt for projects consistent with District’s core mission and strategic plans;
- b. Establish targets for selected financial ratios to ensure the District is able to obtain and maintain the strongest possible credit rating;
- c. Provide parameters under which the College can bridge cash flow gaps between operating budgets and capital project needs, if applicable; and
- d. Establish a framework for determining the appropriate capital projects that qualify for debt financing



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City Colleges, Scope and Review

City Colleges is a body politic and corporate, and a community college district of the State of Illinois having boundaries coterminous with the City of Chicago. City Colleges is established under and governed by 110 ILCS 805, the Illinois Public Community College Act (the "Act"). City Colleges' power and authority to issue bonds is set forth in sections 3A and 7 of the Act. All debt obligations of the College will comply with the requirements of the Act as well as all other applicable laws, regulations and ordinances, including the Local Government Debt Reform Act.

The Policy applies to all short and long-term bonds and notes, other long-term lease obligations and interest rate exchange agreements. The Policy, however, does not cover commodity hedging, leveraged leases, long-term operating leases, short-term leases and bank obligation transactions.

The Policy will be reviewed no less than every three years and any modifications to the Policy must be presented to and approved by the Board of Trustees (the "Board"). The Policy will be made available on City Colleges' website (<http://www.ccc.edu>).

Administration of Policy

The Vice Chancellor of Finance/CFO or other designee as appointed by the Chancellor is responsible for managing, reviewing and implementing the Policy, and recommending appropriate debt offerings aligned with City Colleges' strategic goals and mission to the Chancellor and Board.

General Best Interest of the College

While adherence to the Policy is desirable, the Board recognizes that deviations from such guidelines may be appropriate from time to time to address 1) changing financial goals, 2) emerging financial products/debt structures and 3) unique market opportunities. As a result, the general best interest of City Colleges as defined by federal statute, state statute or city ordinance or as deemed appropriate by the Chancellor shall supersede any Policy provision, though the CFO will disclose significant and/or material debt-related events to the Chancellor and Board should they arise.

II. General Debt Issuance Policies and Guidelines

Use of Debt

It is City Colleges' preference to use the instrument that best suits the current funding the need, while balancing lowest borrowing cost as much as is practicable and advisable considering capital projects and other long-term financial needs.



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The financing purpose will guide the type of debt City Colleges uses, which may include:

Long-Term Debt: Long-term bonds/notes (i.e. with final maturities greater than thirteen months) are preferred for financing essential capital activities including the acquisition, construction and rehabilitation of major capital assets or to fund other special programs. City Colleges may also use long-term lease obligations to finance or refinance capital equipment. Prior to entering into any lease financing, City Colleges will evaluate 1) the useful life of assets financed, 2) terms and conditions of the lease and 3) budgetary, debt capacity and tax implications.

Short-Term Debt: City Colleges may use short-term bonds/notes (i.e. with final maturities of thirteen months or less) as a cash management tool to provide interim financing to bridge temporary cash flow deficits within a fiscal year, and/or to reduce or hedge interest rate costs. Short-term debt obligations may include commercial paper, grant anticipation notes, working cash notes, variable rate bonds, auction rate bonds, bond anticipation notes as well as any other appropriate instruments.

Variable Rate Debt: In addition to fixed rate debt, City Colleges may issue bonds/notes with a variable interest rate to 1) diversify the College's debt portfolio, 2) reduce interest costs, 3) improve its match of assets to liabilities, 4) provide budgetary relief or 5) allow grant funding flexibility to accommodate changes in debt service levels. The aggregate amount of City Colleges' long-term variable rate debt, however, shall not exceed 20% of its outstanding long-term debt.

In general, City Colleges will strive for the most conservative debt structure to provide required funding. For example, management typically will prefer fixed rate, long-term debt issues (likely alternate revenue bonds) for its primary borrowing vehicle, unless market conditions are more favorable to another form of debt. Debt service will generally be structured with level principal and interest payments, unless there is a compelling reason not to do so. Debt terms will match useful lives of financed assets. Derivative instruments are not permitted.

Guidelines

The College may issue debt from time to time based on the guidelines below:

1. Only projects closely related to the District's core mission will be considered for debt financing. The District will use objective criteria and an open process for prioritizing projects that are consistent with its mission.
2. Projects with a related revenue stream or budgetary savings that favorably impact the District's operating budget will receive priority consideration. This



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- priority consideration is not intended to exclude other projects key to the District's mission.
3. The length of the financing term shall not exceed the useful life of the asset or project.
 4. State appropriations, grants, designated reserves and fund raising proceeds are to be used to fund a portion of all capital projects. Debt is to be used conservatively and strategically to preserve the District's future borrowing capacity.
 5. Management will strive to maintain highest possible credit rating for the District, in part by monitoring and limiting overall debt.
 6. Debt financed projects will be analyzed by the Vice Chancellor of Finance/ CFO and submitted to the Chancellor for review. Long-term debt (more than one year) will require Board approval; short-term debt requires approval from the Vice Chancellor of Finance/CFO, Chancellor, and Board Chair.
 7. The Board will be provided with annual reports of all debt obligations and the status of the District's financing capacity. Any changes to the District's debt carrying capacity or debt portfolio will be reported to the Board at the earliest available scheduled Board meeting.

Financing Purposes

City Colleges may issue debt for either "new money" or refunding purposes.

New Money Bonds: New money bonds may be issued to provide additional funding for essential capital activities or other activities suitable for bond financing, as detailed under Use of Debt.

Economic Refunding Bonds: City Colleges may issue refunding bonds to achieve debt service savings on its outstanding bonds by redeeming high interest rate debt with lower interest rate debt. City Colleges may structure the savings from these bonds on a level, accelerated or deferred basis depending on City Colleges' financing goals. When identifying potential refunding candidates for economic refundings, City Colleges will generally seek a minimum 3% overall present value savings threshold.

Non-Economic Refunding Bonds: In certain instances, it may be advantageous for City Colleges to issue refunding bonds that do not produce positive economic savings but serve to restructure debt, retire a bond issue in order to remove undesirable bond covenants, or to achieve other financial goals. Prior to issuing non-economic refunding bonds, City Colleges will evaluate the benefits (both intangible and tangible) of issuing such bonds as well as the economic costs and will inform the Chancellor and Board if any bonds are included in any financing recommendation



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Financial Ratios

The following ratios are used to analyze the District's capacity to assume debt. The target values are determined by comparing the District's values to its peer institutions that have the highest acceptable credit rating.

1. **Debt Burden Ratio:** Debt Service/Total Operating Expenses – This ratio measures the percentage of debt service to the total operating expenses of the District. The portion of expenses allocated to meet debt service obligations must be balanced with the District's needs to meet ongoing operational requirements and strategic goals. The target ratio will be determined based upon satisfying total operating resources required to support program needs, but will not exceed 10%.
2. **Viability Ratio:** Expendable Net Assets (excluding those to be invested in plant)/Long-Term Debt – This ratio measures the capacity of the District to meet debt obligations should it have to repay them immediately. This ratio, at a minimum, should be no less than 100%. Ratios lower than this will seriously impact the District's debt financing capacity and make it vulnerable to economic downturns.
3. **Primary Reserve Ratio:** Expendable net assets (including those to be invested in plant)/Total Operating Expenses – This ratio measures the ability of the District to operate from existing assets independent of operations. Trend analysis indicates whether the District has increased its net worth in proportion to its rate of growth. A positive trend, an increasing ratio over time, is indicative of financial strength. The District should have an increasing trend line to consider debt financed projects, but must always maintain a ratio of 0.3 or greater. Self-funding debt financed projects may be considered if all other financial considerations are acceptable.

Credit Ratings

City Colleges' ratings strategy is guided by achieving the strongest credit rating possible given economic realities and operational/capital requirements. Attaining a proper balance between minimizing borrowing costs and maximizing financial flexibility will be one of the major goals of City Colleges' debt program.

City Colleges will periodically review its credit rating strategy to see if market or capital plan developments warrant a revision in City Colleges' approach to its ratings, and will generally seek ratings from at least two major rating agencies.



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City Colleges will strive to communicate regularly and frequently with the rating agencies. To the extent possible, City Colleges will forward periodic information to the rating agencies, arrange regular conference calls to update the rating analysts on any significant financial developments and communicate with the rating agencies prior to each bond sale. City Colleges will also maintain periodic communication with its credit enhancement providers (if applicable), updating them on financial developments as a means of facilitating future market participation with the credit enhancement community.

City Colleges will monitor core financial ratios that are strongly correlated with relevant education peers to ensure central oversight of College-wide leverage levels. Ratios will be reported to the Board annually and provided as part of the comprehensive annual audit.

Credit Enhancement

City Colleges may secure credit enhancement for all or a portion of each bond issue where appropriate and cost effective. Credit enhancement may come in the form of municipal bond insurance or a letter/line of credit. The Vice Chancellor of Finance/CFO shall make the final recommendation to use credit enhancements taking into account such factors as the economic benefit of the enhancement, City Colleges' available insurance capacity with the insurance community and future secondary market trading conditions.

City Colleges may also use a letter or line of credit ("LOC") to provide credit support for its debt. City Colleges shall consider the following criteria when selecting the LOC provider: 1) long-term ratings at least equal to or better than City Colleges', 2) short-term ratings of P-1/A-1, 3) business terms and conditions acceptable to the Colleges, 4) representative list of clients for whom the bank has provided credit support, 5) fees – cost of LOC, draws, bank counsel and other administrative costs and 6) trading differential cost. City Colleges may select a liquidity facility to provide liquidity on variable rate bonds, for which the same criteria for selecting a LOC provider will apply.

III. Method of Sale and Use of Professionals

Method of Bond Sale

City Colleges may choose between the following three bond sale methods: negotiated, competitive and private placement. Factors which may be considered when determining the most efficient bond sale method include:

- Bond market conditions
- Bond structure
- Market timing



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- Credit demand
- Credit acceptance
- Credit ratings
- Use of proceeds
- Bond size
- Financing complexity
- Privacy of financial information
- Credit enhancement participation
- Desire to negotiate bond covenants

Selection of Bond Financing Professionals

If the negotiated or private placement method is chosen, the primary members of the financing team, including underwriters and financial advisors, shall be selected pursuant to a Request for Proposals (“RFP”) or Request for Qualifications (“RFQ”) process and meet all of any other requirements in place due to law or CCC policy requirements as they relate to the procurement process. The process will be based upon such factors as underwriting/advisory experience, reputation of assigned personnel, expertise in community college financing and knowledge of City Colleges. In addition, City Colleges will achieve diversity and provide opportunity for DBE Certified and other minority and women-owned firms as part of each financing team. All major firms evaluated and qualified through the process shall be submitted to the Board for approval. All service providers, including bond professionals, are subject to the District’s Ethics Policy, including cooperation with the Inspector General.

City Colleges requires its financing team to at all times provide City College with objective advice and analysis, maintain the confidentiality of City Colleges’ financial plans and be free from any conflicts of interest. All financing team members are required to provide full and complete disclosure.

IV. Disclosure

With respect to primary disclosure, City Colleges will periodically review the requirements of the Municipal Securities Rulemaking Board (“MSRB”) and the recommendations of the Government Finance Officers Association (“GFOA”) including the GFOA recommendation that financial statements be prepared and presented according to generally accepted accounting principles.

City Colleges will also comply with Rule 15c2-12 by filing its annual financial statements and other financial and operating data for the benefit of its bondholders within 270 days of the close of the fiscal year. City Colleges will make its financial statements, annual budget and official statements available on its website.



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V. Post Issuance Considerations

Investment of Bond Proceeds

Unless otherwise authorized by the Board, City Colleges shall invest the sale of proceeds of its bonds in accordance with its Investment Policy. City Colleges shall invest bond proceeds in a manner that allows proceeds to be available when needed. Management may employ investment professionals to manage these proceeds.

Monitoring Refunding/Escrow Restructuring Opportunities

City Colleges shall regularly monitor the capital markets to capitalize on unique and/or time sensitive bond market opportunities and to work with the public finance community to keep abreast of market developments, and to periodically analyze its debt portfolio.

Arbitrage Rebate

City Colleges shall retain an arbitrage rebate specialist within two years from the issuance of each series of bonds to perform annual arbitrage rebate calculations. In addition, City Colleges shall require that calculations are performed within sixty days of the five-year anniversary date of the bonds (or the first computation date for rebate purposes) and every five years thereafter until the bonds are paid in full. Should a liability be owed to the Internal Revenue Service, City Colleges shall make every effort to make such a payment in a timely manner to avoid any penalties or sanctions.

Trustee Relationships and Monitoring of Trustee Activities

City Colleges shall periodically monitor trustee activities made on behalf of City Colleges to ensure that the best possible service is received at the most reasonable cost.

Investor relations

The Vice Chancellor of Finance/CFO and relevant financial staff will be available to respond to all investor inquiries and will initiate an investor outreach program, including the maintenance of an investor website.

Authorization

This Policy has been authorized by City Colleges of Chicago by Ordinance [enter ordinance #]/