

TENNESSEE LOCAL DEVELOPMENT AUTHORITY NOVEMBER 24, 2020 AGENDA

- 1. Call Meeting to Order
- 2. Consider for approval the following CWSRF loan:

	SRF Base	Principal	Total	Interest		
	Loan	Forgiveness	Request	Rate	Term	
Chattanooga, SRF 2020-440	\$15,000,000	\$ -	\$15,000,000	0.61%		20

- 3. Consideration of a request for approval from Jackson Energy Authority to issue Wastewater System Revenue Bonds, Series 2020, in an amount not to exceed \$16,500,000 on parity with its SRF loans
- 4. Adjourn

DEPARTMENT OF ENVIRONMENT AND CONSERVATION DIVISION OF WATER RESOURCES

Clean Water State Revolving Fund (CWSRF) Loan Program Funds Available for Loan Obligation November 24, 2020

Unobligated Balance as of September 21, 2020				\$	33,720,663	
Increases:		Loan Number		Amount		
·	FFY 2020 Partial EPA Capitalization Grant (project dollars)*		\$	9,973,500	_	
	FFY 2020 Available State Match*		\$	1,994,700	•	44 000 000
					<u> </u>	11,968,200
Unobligated	Balance as of November 24, 2020				\$	45,688,863
Decreases:		Loan Number		Amount	•	
	City of Chattanooga	SRF 2020-440		15,000,000		
	, , , , ,				\$	(15,000,000)
Remaining F	Funds Available for Loan Obligations				\$	30,688,863

^{*} The full FFY 2020 EPA Capitalization Grant is \$23,085,000, and the full State Match (20%) is \$4,617,000. TDEC has submitted a supplemental budget request for FY2021 regarding the remaining State Match of \$2,622,300. Should such be appropriated, an additional \$15,734,00 (remaining FFY2020 Capitalization Grant plus reamining State Match) will be made available for loan obligations.

^{**} This amount does not include the anticipated SFY20 principal repayments, loan revenue, and treasury interest.

FACT SHEET November 24, 2020

Borrower: City of Chattanooga

Project Number:SRF 2020-440Requested SRF Funding:\$15,000,000Term:20 years

Rate: 0.61% = 0.76 x 80% (Tier 3)

Project:

WWTP Improvements and I/I Correction – (Moccasin Bend WWTP EQ-UNOX Improvements will include the installation of approximately 900 LF of conveyance piping; replacing approximately 2,200 LF of the 30-inch diameter Citico force main; and construction of a 30 MG equalization basin, 20 MG pump station, and associated appurtenances.)

Total Project Cost: \$29,000,000

Project Funding:

 SRF Loan Principal
 \$15,000,000

 Local Funds
 \$14,000,000

 Other Funds
 \$ -0

County: Hamilton County

Consulting Engineer: Jacobs Engineering Group, Inc.

Priority Ranking List: FY 2019

Priority Ranking: 6, 18, 64 of 78
Public Meeting: May 28, 2020

Financial Information:

Operating Revenues: \$91,850,039
Current Rate: \$53.96
Effective Rates, if applicable: N/A

Residential User Charge: 5,000 gal/month

Customer Base: 182,800

Audit Report Filed: 12/31/2019 (Timely)

Financial Sufficiency Review: 03/11/2020

The financial sufficiency review indicates that revenues and rates are sufficient to repay its SRF loan(s).

FACT SHEET November 24, 2020

Additional Security

The borrower pledges its unobligated state-shared taxes (SSTs) in an amount equal to the maximum annual debt service (MADS) requirements under the loan agreement.

The SSTs received by the borrower from the state in the prior fiscal year: \$27,422,353

MADS: Prior Obligations: \$16,671,331

Proposed loan(s):

SRF 2020-440 <u>\$ 796,870</u>

\$17,468,201

MADS as a percentage of SSTs: 63.70%

CITY OF CHATTANOOGA SRF 2020-440 REPRESENTATION OF LOANS AND STATE-SHARED TAXES

As security for payments due under a SRF loan agreement, a local government pledges user fees and charges and ad valorem taxes as necessary to meet its obligations under a SRF loan agreement. As an additional security for such payments due, a local government pledges and assigns its unobligated stateshared taxes (SSTs) in an amount equal to maximum annual debt service (MADS) requirements.

1. State-Shared Taxes

The total amount of SSTs, as identified pursuant to Tenn. Code Ann. 4-31-105(c)(2), received by the local government in the prior fiscal year of the State is \$27,422,353.

2. Prior Obligations

(a.) Prior SRF loans which have been funded or approved for which the Local Government has pledged its SSTs are as follows:

Loan Type	Loan #	Base Loan*	Principal Forgiveness*	MADS**
SRF/Sewer	SRF 2003-168	\$40,582,809	\$0.00	\$2,617,824
SRF/Sewer	SRF 2007-204	\$13,000,000	\$0.00	\$848,868
SRF/Sewer	SRF 2011-289	\$18,871,242	\$0.00	\$1,140,444
SRF/Sewer	SRF 2012-307	\$31,604,145	\$0.00	\$1,763,892
SRF/Sewer	SRF 2013-318	\$63,356,209	\$0.00	\$3,714,444
SRF/Sewer	SRF 2016-357	\$42,500,000	\$0.00	\$2,412,035
SRF/Sewer	CW6 2018-405	\$900,000	\$100,000	\$52,264
SRF/Sewer	SRF 2018-406	\$17,100,000	\$0.00	\$993,017
SRF/Sewer	CW7 2019-428	\$2,700,000	\$300,000	\$164,675
SRF/Sewer	SRF 2019-429	\$21,000,000	\$0.00	\$1,280,796
SRF/Sewer	SRF 2018-406-01	\$30,000,000	\$0.00	\$1,683,072

^{*} If applicable, the original approved amount is adjusted for decreases and approved increases

The total MADS from section 2(a.) having a lien on SSTs is \$16,671,331.

(b.) Other prior obligations which have been funded or approved for which the local government has pledged its SSTs are as follows:

Type of Obligation	Identifying #	Loan Amount	Principal	MADS
			Forgiveness	
QZAB/QSCB	N/A			
TLDA/Public Health	N/A			
TLDA/Transportation	N/A			

The total MADS from section 2(b.) having a lien on SSTs is \$0.

^{**}MADS is an estimate until final expenses have been determined

(c.) The total MADS from prior obligations having a lien on SSTs [subsections 2(a)+2(b)] is \$16,671,331.

3. Loan Requests

The loan(s) which have been applied for and for which state-shared taxes will be pledged:

Loan Type	Loan #	Anticipated	Base Loan	Principal -	Anticipated
		Interest Rate		Forgiveness	MADS
SRF/Sewer	SRF 2020-440	0.61%	\$15,000,000	\$0	\$796,870

The anticipated total maximum annual pledge of state-shared taxes pursuant to loan request(s) is \$796,870.

4. Unobligated SSTs

The amount set forth in section (1) less the total amounts set forth in sections 2 and 3 is \$9,954,152.

The Local government hereby represents the information presented above is accurate and understands that funding for the loan request(s) presented is contingent upon approval by the TLDA.

Duly signed by an authorized representative of the Local Government on this twelfth day of October, 2020.

LOCAL GOVERNMENT

BY:

Daisy W. Madison, Chief Finance Officer

CITY OF CHATTANOOGA SRF 2020-440 REQUIREMENT FOR REPORT ON DEBT OBLIGATION (FORM CT-0253)

Pursuant to Tenn. Code Ann. § 9-21-151, a Report on Debt Obligation (the "Report") must be prepared for all debt obligations issued or entered into by any public entity and filed with its governing body with a copy sent to the Office of State and Local Finance/Comptroller of the Treasury for the State of Tennessee. The purpose of the Report is to provide clear and concise information to members of the governing or legislative body that authorized and is responsible for the debt issued.

Public entities that fail to comply with the requirements of Tenn. Code Ann. § 9-21-151 are not permitted to enter into any further debt obligations until they have complied with the law. A State Revolving Fund (SRF) loan program applicant that is not in compliance with this law should file the Report as soon as possible and provide notification of filing to the SRF loan program so that they may proceed with the loan application. Instructions on how to file the Report are located in the "Debt" category for "Local Finance" on the website of the Tennessee Comptroller of the Treasury.

Municipal Securities Rulemaking Board (MSRB) - Required Disclosure

Local governments that issue municipal securities on or after February 27, 2019, should be aware that the Securities and Exchange Commission (SEC) adopted amendments to Rule 15c2-12 of the Securities Exchange Act that require reporting on material financial obligations that could impact an issuer's financial condition or security holder's rights. The amendments add two events to the list of events that must be included in any continuing disclosure agreement that is entered into after the compliance date:

- Incurrence of a financial obligation of the issuer or obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the issuer or obligated person, any of which affect security holders, if material; and
- Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the issuer or obligated person, any of which reflect financial difficulties.

To learn how to report these new disclosures please refer to the MSRB's Electronic Municipal Market Access EMMA® website (emma.msrb.org).

The applicant, City of Chattanooga, attests that it is in compliance with Tenn. Code Ann. § 9-21-151 for its debt obligations and understands that the Report is required to be filed once the SRF loan has been approved by the Tennessee Local Development Authority and the agreement has been executed by the borrower. The applicant further acknowledges that it may be responsible to perform continuing disclosure undertakings related to SEC Rule 15c2-12. Local governments should always consult bond counsel in order to obtain advice on appropriate disclosures related this rule.

Daisy W. Madesin	10-12-20	
Daisy W. Madison, Chief Finance Officer	Date	



Justin P. Wilson

Comptroller

JASON E. MUMPOWER Deputy Comptroller

November 16, 2020

Jackson Energy Authority Request for TLDA Approval to Issue Additional Debt

The Jackson Energy Authority (the "Authority") is requesting approval from the Tennessee Local Development Authority (the "TLDA") to issue Wastewater System Revenue Refunding Bonds, Series 2020, on parity with its SRF loans. The proposed Bonds will be issued in an amount not to exceed \$16,500,000.

A formal request to the TLDA for approval is required by provisions set forth in the State Revolving Fund (SRF) loan agreement and guidelines set forth in the TLDA/SRF Policy and Guidance for Borrowers.

1. The requestor is a:

X	Utility Authority or Water/Wastewater Authority planning to issue Revenue Debt Will the proposed debt be secured by revenues other than revenues of the water/wastewater system (e.g. electric, gas)? Yes _X_ No
	Municipality (town/city/county) planning to issue: General Obligation Debt Revenue Debt – Will the proposed debt be secured by revenues other than
	revenues of the water/wastewater system (e.g. electric, gas)?Yes No en Position: The borrower is requesting to issue the refunding bonds on parity with its outstanding SRF
	loan(s). The borrower is requesting to subordinate the lien position of its outstanding SRF debt to
	the lien position of its new debt issuance. The borrower is not requesting a modification of lien position and the proposed debt will be issued subordinate to the SRF debt.

3	The	purpose of th	he nranased	deht	issuance	ic.
J.	I IIC	purpose or u	ne proposeu	ucnt	issuance	19.

X_	_ Refunding
	New Money

4. Description and Additional Information:

The Authority will use proceeds of the Series 2020 Bonds, together with other available funds of the Authority, to refund all or a portion of its Wastewater System Revenue Bonds, Series 2012 (the "Series 2012 Bonds"). The Authority will make the determination of which maturities of the Series 2012 Bonds to refund based on what is most advantageous to the Authority at the time the Series 2020 Bonds are priced. The refunding of the Series 2012 Bonds with the Series 2020 Bonds will result in debt service savings for the Authority.

5. The debt rating of the borrower is:

Please indicate N/R if not rated.

N/R Moody's

_N/R Standard and Poor's

N/R Fitch

6. The following SRF loans are currently authorized/outstanding:

Borrower	Jackson Energ	y Authority					
Date	10/30/2020						
				Available to	% Principal	Edison Balance	
Loan Type	Loan #	Status	Disbursements	Draw	Forgiveness	@10/30/2020	MADS*
Sewer	CW0 13-313	Repayment	2,150,000.00	-	24.7%	1,164,658.00	83,868.00
Sewer	SRF 13-314	Repayment	8,952,326.00			7,392,509.00	463,068.00
Sewer	CG3 16-361	Repayment	4,000,000.00		5%	3,342,952.00	213,188.00
Sewer	CG4 16-362	Repayment	3,970,623.00	29,377.00	7%	3,637,323.39	208,700.00
Sewer	CG2 16-363	Repayment	1,992,380.00			1,690,558.00	114,576.00
Sewer	CG2 16-368	Construction	1,046,583.00	953,417.00		1,046,583.00	113,072.00
Sewer	SRF 17-383	Repayment	1,296,258.00			1,188,587.00	75,420.00
							1,271,892.00
*MADS is ar	n estimate unti	I final expense	es have been det	termined			
*Before fur	nds are disburse	ed on a Ioan, a	security deposit	equal to MAD	S is required	to be deposited	with the TLDA

7.

Co	ompliance with SRF Loan Agreement:
a.	Timely repayments [4.(a)]
	X Yes No
b.	Security Deposit (UDs and Authorities) [8.]
	_X_Yes No
	Amount on deposit: \$1,271,892
c.	GAAP Accounting and Audited Annual Financial Statement Requirement $[7.(g)$ and $(m)(2)]$
	X Yes No
	The Authority filed its audited financial statements for the fiscal year ended June 30, 2020, with the Division of Local Government Audit within six months after the Authority fiscal year end.
d.	Sufficient Revenues $[7.(k)]$
	X Yes No
	For the fiscal year ended June 30, 2019, the Authority reported operating income for the Wastewater System of \$7,123,186 and a positive change in net position of \$10,459,333 in its audited financial statements. As reported on the cash flow statement, debt service payments for fiscal year 2019 were \$1,989,533 consisting of principal payments of \$935,356 and interest payments of \$1,054,177.
	As of the fiscal year ended June 30, 2019, the Authority reported \$10,103,943 in unrestricted cash and \$2,110,646 in cash restricted for debt service.
e.	Debt Service Coverage Ratios [7.(l) and (m)(4)]
	The current and projected Debt Service Coverage Ratio is equal to or exceeds 1.2 timesX_ Yes No
	If no, include a schedule of revised rates and fees Included _X_ N/A

Most Recent Fiscal Year (m)(3):

The Authority's debt service coverage ratio was 3.60x for fiscal year 2019 and is estimated to be 2.81x for fiscal year 2020 (calculated by the Authority in its submission). The Authority has met the debt service coverage requirement for fiscal year 2019.

Next Three Fiscal Years After Debt Issuance (m)(4):

The Authority prepared forecasted debt service coverage ratios and projects that it will meet the debt service coverage requirement with estimated and projected debt service to net revenues ranging from 2.17x to 2.40x for fiscal years 2021 through 2025.

f.	Is the entity currently under the jurisdiction of the Utility Management Review Board						
	(UMRB) or the Water and Wastewater Financing Board (WWFB)?						
	[7.(n)]						
	YesX No						
	If yes, reason for referral: Water Loss Financial Distress _X_ N/A						
	If the reason is for financial distress, include a schedule of revised rates and fees along with a copy of the corrective action order from the respective board. $__$ Included $_X_N/A$						
St	te-Shared Taxes (SST): (Towns, Cities, Counties): N/A						
\$_	Received in prior fiscal year						
\$_	Total Maximum Annual Debt Service						
\$_	Unobligated SSTs						

9. Conclusion

8.

Based on our analysis, it appears the Authority will have sufficient cash and revenues to meet its obligations and appears to meet TLDA's guidelines for approval to issue the refunding bonds on parity with to its outstanding State Revolving Fund (SRF) loan agreements.

Attachments:

Debt Service Coverage Ratios

JACKSON ENERGY AUTHORITY - WASTEWATER DIVISION HISTORICAL and PROJECTED BOND COVERAGE - UNAUDITED

Years Ended June 30,

Fiscal Year	Gross Revenues	Operating Expenses	Net Revenue Available For Debt Service	Bond Debt Service Requirements	Bond Debt Service Coverage
Projected					
2025	\$19,919,912	\$12,720,549	\$7,199,363	\$3,281,919	2.19
2024	\$19,883,113	\$12,349,554	\$7,533,559	\$3,222,310	2.34
2023	\$19,785,389	\$11,989,488	\$7,795,901	\$3,595,361	2.17
2022	\$19,676,735	\$11,639,251	\$8,037,484	\$3,590,621	2.24
2021	\$19,136,758	\$11,247,505	\$7,889,253	\$3,292,382	2.40
Historical					
2020	\$19,849,304	\$10,343,343	\$9,505,961	\$3,383,433	2.81
2019	\$20,013,671	\$7,943,542	\$12,070,129	\$3,348,995	3.60
2018	\$19,477,909	\$9,765,719	\$9,712,190	\$3,114,060	3.12
2017	\$18,609,493	\$10,255,522	\$8,353,971	\$3,091,008	2.70
2016	\$17,580,348	\$10,409,127	\$7,171,221	\$2,917,572	2.46

Jackson Energy Authority, Tennessee Wastewater System Refunding Comparison

Refunded Series 2012 Bonds

New Series 2020 Bonds

Fiscal							stimated
Year	Principal	Interest	 Total	Principal	Interest	Total	 Savings
2021	\$ 100,000	\$ 272,400	\$ 372,400	\$ 175,000	\$ 124,156	\$ 299,156	\$ 73,244
2022	\$ 100,000	\$ 541,800	\$ 641,800	\$ 300,000	\$ 268,293	\$ 568,293	\$ 73,507
2023	\$ 100,000	\$ 538,800	\$ 638,800	\$ 295,000	\$ 266,493	\$ 561,493	\$ 77,307
2024	\$ 1,420,000	\$ 535,800	\$ 1,955,800	\$ 1,615,000	\$ 264,280	\$ 1,879,280	\$ 76,520
2025	\$ 1,490,000	\$ 469,812	\$ 1,959,812	\$ 1,635,000	\$ 248,130	\$ 1,883,130	\$ 76,682
2026	\$ 1,555,000	\$ 399,487	\$ 1,954,487	\$ 1,650,000	\$ 229,328	\$ 1,879,328	\$ 75,159
2027	\$ 1,600,000	\$ 352,838	\$ 1,952,838	\$ 1,670,000	\$ 205,403	\$ 1,875,403	\$ 77,435
2028	\$ 1,650,000	\$ 300,838	\$ 1,950,838	\$ 1,695,000	\$ 178,683	\$ 1,873,683	\$ 77,155
2029	\$ 1,705,000	\$ 247,213	\$ 1,952,213	\$ 1,730,000	\$ 147,325	\$ 1,877,325	\$ 74,888
2030	\$ 1,760,000	\$ 191,800	\$ 1,951,800	\$ 1,760,000	\$ 113,590	\$ 1,873,590	\$ 78,210
2031	\$ 1,825,000	\$ 130,200	\$ 1,955,200	\$ 1,800,000	\$ 78,390	\$ 1,878,390	\$ 76,810
2032	\$ 1,895,000	\$ 66,324	\$ 1,961,324	\$ 1,845,000	\$ 40,590	\$ 1,885,590	\$ 75,734
	\$ 15,200,000	\$ 4,047,312	\$ 19,247,312	\$ 16,170,000	\$ 2,164,661	\$ 18,334,661	\$ 912,651



Jackson Energy Authority

Jim Ferrell
President & CEO

November 11, 2020

Ms. Sandra Thompson Tennessee Local Development Authority Cordell Hull Building 425 Fifth Avenue North, 4th Floor Nashville, Tennessee 37243

Dear Ms. Thompson:

On behalf of the Jackson Energy Authority (the "Authority"), I am submitting this request that the Tennessee Local Development Authority (the "TLDA") consent to the Authority's issuance of proposed not to exceed \$16,500,000 Wastewater System Revenue Refunding Bonds, Series 2020 (Federally Taxable) (the "Series 2020 Bonds") on parity with the following outstanding SRF Loan Agreements between the Authority and TLDA (collectively, the "SRF Loan Agreements"):

Loan Number	Date Approved	Approved Amount		Interest Rate	M aturity Date	Principal Forgiveness		Loan Funds Disbursed as of June 30, 2020		
CW0 2013-313	9/27/2012	S	2,150,000	0.34%	1/20/2035	S	531,050	\$	1,618,950	
SRF 2013-314	9/27/2012	\$	8,953,352	0.34%	3/20/2037	5	-	S	8,952,326	
CG2 16-363	10/29/2015	5	2,000,000	1.43%	5/20/2/037	\$	-	S	1,992,380	
CG3 16-361	4/7/2016	\$	4,000,000	1.17%	2/20/2038	3	200,000	S	000,002,8	
CG4 16-362	4/7/2016	\$	4,000,000	1.17%	6/20/2040	5	280,000	S	3,611,570	
CG2 16-368	6/9/2016	\$	2,000,000	1.25%	9/20/2040	5	-0	S	19,000	
SRF 17-383	3/21/2017	5	1,400,000	1.55%	11/20/2038	\$	-0	\$	1,296,258	
Totals .		5	24,503,352			\$	1,011,050	\$	21 290 484	

Original issue \$5,000,000. Added \$3,953,352 in October 2013 for a new total issue amount of \$8,953,352, of whith \$1,026 was not used.

The Authority will use proceeds of the Series 2020 Bonds, together with other available funds of the Authority, to refund all or a portion of its Wastewater System Revenue Bonds, Series 2012 (the "Series 2012 Bonds"). The Authority will make the determination of which maturities of the Series 2012 Bonds to refund based on what is most advantageous to the Authority at the time the Series 2020 Bonds are priced. The refunding of the Series 2012 Bonds with the Series 2020 Bonds will result in debt service savings for the Authority.

Section 7(m) of the SRF Loan Agreements requires that, prior to the issuance of any additional debt, the Authority obtain the consent of the TLDA. Section 7(m) further requires the Authority to provide evidence of:

Total amount ap proved was \$2,000,000, of which \$7,620 was not used.

Total amount approved was \$4,000,000, of which \$116,591 remains available for draws as of June 30, 2020.

 $^{^4}$ Total amount approved was 32,000,000, of which \$1,981,000 remains available for draws as of June 30,2020.

Total amount approved was \$1,400,000, of which \$103,742 was not used.

- Delivery of audit for prior fiscal year within six months of fiscal year end The Authority's audit for the fiscal year ended June 30, 2019 was delivered on December 12, 2019. In addition, please find updated financial statements dated June 30, 2020 attached as Exhibit A.
- The Authority's net revenues for the fiscal year ended June 30, 2019 provided at least 1.20x debt service coverage for the SRF Loan Agreements and the Authority's other outstanding indebtedness. (See Exhibit B for a detailed calculation.)
- The Authority's projected net revenues for the next three fiscal years will provide at least 1.20x debt service coverage for the SRF Loan Agreements, the Series 2020 Bonds and the Authority's other outstanding indebtedness See Exhibit B for a detailed projection of new debt service and net revenues for the next three fiscal years.

Additionally, for your information we have included as <u>Exhibit C</u> a proposed debt schedule for the Series 2020 Bonds and additional information regarding the refunding. We agree to provide the TLDA with a final debt service schedule at the closing of the Series 2020 Bond issue.

We specifically request that the TLDA consent to the issuance of the Series 2020 Bonds on parity with the SRF Loan Agreements. We believe that it is in the public interest for the TLDA to provide this consent because the refunding will result in interest rate savings for the Authority. We also confirm that the Authority is in compliance with the terms of the SRF Loan Agreements.

The Authority's Board of Directors expects to consider a resolution authorizing the issuance of the Series 2020 Bonds at its meeting on November 24, 2020. The Authority hopes to price the Series 2020 Bonds on or about December 8, 2020, although the exact date of pricing will be dependent on market conditions.

Should you have additional questions or require further information, please do not hesitate to contact any of the following individuals who have assisted the Authority in connection with the preparation of this request.

Authority	Financial Advisor	Bond Counsel				
Nancy Nanney	Sam Crewse	Russ Miller				
Chief Financial Officer	Stephens, Inc.	Bass, Berry & Sims PLC				
731-422-7207	615-279-4336	615-742-7778				
nnanney@jaxenergy.com	samcrewse@stephens.com	rmiller@bassberry.com				

Sincerely,

Jim Ferrell, President