

October 19, 2021

SALE DAY REPORT FOR:

# Independent School District No. 833 (South Washington County Schools), Minnesota

\$4,300,000 General Obligation Alternative  
Facilities Refunding Bonds, Series 2021A



---

Prepared by:

Ehlers  
3060 Centre Pointe Drive  
Roseville, MN 55113

Jodie Zesbaugh,  
Senior Municipal Advisor

Shelby McQuay,  
Senior Municipal Advisor

---

BUILDING COMMUNITIES. IT'S WHAT WE DO.

## COMPETITIVE SALE RESULTS

|                 |  |
|-----------------|--|
| Purpose:        | To finance the current refunding of the 2027 maturity of the District's \$6,150,000 General Obligation Alternative Facilities Bonds, Series 2012A. |
| Rating:         | <b>MN Credit Enhancement Rating:</b> Moody's Investor's Service "Aa2"<br><b>Underlying Rating:</b> Moody's Investor's Service "A2"                 |
| Number of Bids: | 4  |
| Low Bidder:     | Northland Securities, Inc., Minneapolis, Minnesota   |

### Comparison from Lowest to Highest Bid: (TIC as bid)

|                     |          |
|---------------------|----------|
| Low Bid             | 0.9607%  |
| High Bid            | 1.1018%  |
| Interest Difference | \$38,635 |

### Summary of Sale Results:

|                         |             |
|-------------------------|-------------|
| Principal Amount*:      | \$4,300,000 |
| Underwriter's Discount: | \$24,940    |
| Reoffering Premium:     | \$251,378   |
| True Interest Cost:     | 0.9607%     |
| Costs of Issuance:      | \$51,394    |
| Yield:                  | 0.85%       |
| Future Value Savings:   | \$454,315   |
| Present Value Savings:  | \$439,518   |
| Savings Percentage:     | 8.806%      |
| Total Net P&I:          | \$4,747,873 |

\* The winning bidder submitted a bid with a premium price (a price greater than the par amount of the bonds) that was larger than the estimates in the Pre-Sale Report. A portion of the net premium (reoffering premium minus underwriter's discount) was used to reduce the bond amount. As a result, the principal amount of the bonds was reduced from \$4,320,000 (in the Pre-Sale Report and the Preliminary Official Statement) to \$4,300,000.

**Notes:** The True Interest Cost of 0.96% is lower than the 1.05% estimated in the Pre-Sale Report presented to the School Board on September 23. As a result, the future value savings of \$454,315 is greater than the estimate of \$432,328 in the Pre-Sale Report. The net present value of savings as a percentage of refunded debt service is 8.806%.

**Closing Date:** November 16, 2021

**School Board Action:** Adopt the Resolution Awarding the Sale of \$4,300,000 General Obligation Alternative Facilities Refunding Bonds, Series 2021A.

### Supplementary Attachments

- ✓ Bid Tabulation
- ✓ Updated Sources and Uses of Funds
- ✓ Existing Debt Service Schedule - Callable Portion of 2012A Bonds
- ✓ Updated Debt Service Schedule for the Refunding Bonds
- ✓ Updated Debt Service Comparison/Refunding Savings Analysis
- ✓ Rating Reports
- ✓ Resolution Awarding Sale of Refunding Bonds (Distributed Separately)

## BID TABULATION

**\$4,320,000\* General Obligation Alternative Facilities Refunding Bonds, Series 2021A**

**Independent School District No. 833 (South Washington County Schools), Minnesota**

**SALE:** October 19, 2021

**AWARD:** NORTHLAND SECURITIES, INC.

**MN Credit Enhancement Rating:** Moody's Investor's Service "Aa2"

**Underlying Rating:** Moody's Investor's Service "A2"

Tax Exempt - Bank Qualified

| NAME OF BIDDER   | MATURITY<br>(February 1) | RATE   | REOFFERING<br>YIELD | PRICE          | NET<br>INTEREST<br>COST | TRUE<br>INTEREST<br>RATE |
|--|--------------------------|--------|---------------------|----------------|-------------------------|--------------------------|
| NORTHLAND SECURITIES, INC.<br>Minneapolis, Minnesota<br>UBB<br>D.A. Davidson | 2027                     | 2.000% | 0.850%              | \$4,547,491.20 | \$222,508.80            | 0.9607%                  |
| PIPER SANDLER & CO.<br>Minneapolis, Minnesota                                |                          |        |                     | \$4,752,604.80 | \$242,395.20            | 1.0204%                  |
| BOK FINANCIAL SECURITIES,<br>INC.<br>Milwaukee, Wisconsin                    |                          |        |                     | \$4,533,148.80 | \$236,851.20            | 1.0244%                  |
| BAIRD<br>Milwaukee, Wisconsin  |                          |        |                     | \$4,733,856.00 | \$261,144.00            | 1.1018%                  |

\* Subsequent to bid opening the issue size was decreased to \$4,300,000.

Adjusted Price - \$4,526,438.00

Adjusted Net Interest Cost - \$221,478.67

Adjusted TIC - 0.9607%

## South Washington County School District No. 833

\$4,300,000 General Obligation Alternative Facilities Refunding Bonds, Series 2021A

Dated: November 16, 2021 - Current Refunding of

\$6,150,000 G.O. Alternative Facilities Bonds, Series 2012A

### Sources & Uses

Dated 11/16/2021 | Delivered 11/16/2021

#### Sources Of Funds

|                      |                       |
|----------------------|-----------------------|
| Par Amount of Bonds  | \$4,300,000.00        |
| Reoffering Premium   | 251,378.00            |
| <b>Total Sources</b> | <b>\$4,551,378.00</b> |

#### Uses Of Funds

|                                       |                       |
|---------------------------------------|-----------------------|
| Total Underwriter's Discount (0.580%) | 24,940.00             |
| Costs of Issuance                     | 51,394.00             |
| Deposit to Current Refunding Fund     | 4,475,000.00          |
| Rounding Amount                       | 44.00                 |
| <b>Total Uses</b>                     | <b>\$4,551,378.00</b> |

# South Washington County School District No. 833

\$6,150,000 G.O. Alternative Facilities Bonds, Series 2012A

## Prior Original Debt Service

| Date         | Principal             | Coupon   | Interest            | Total P+I             | Fiscal Total |
|--------------|-----------------------|----------|---------------------|-----------------------|--------------|
| 02/01/2022   | -                     | -        | -                   | -                     | -            |
| 08/01/2022   | -                     | -        | 72,718.75           | 72,718.75             | -            |
| 02/01/2023   | -                     | -        | 72,718.75           | 72,718.75             | 145,437.50   |
| 08/01/2023   | -                     | -        | 72,718.75           | 72,718.75             | -            |
| 02/01/2024   | -                     | -        | 72,718.75           | 72,718.75             | 145,437.50   |
| 08/01/2024   | -                     | -        | 72,718.75           | 72,718.75             | -            |
| 02/01/2025   | -                     | -        | 72,718.75           | 72,718.75             | 145,437.50   |
| 08/01/2025   | -                     | -        | 72,718.75           | 72,718.75             | -            |
| 02/01/2026   | -                     | -        | 72,718.75           | 72,718.75             | 145,437.50   |
| 08/01/2026   | -                     | -        | 72,718.75           | 72,718.75             | -            |
| 02/01/2027   | 4,475,000.00          | 3.250%   | 72,718.75           | 4,547,718.75          | 4,620,437.50 |
| <b>Total</b> | <b>\$4,475,000.00</b> | <b>-</b> | <b>\$727,187.50</b> | <b>\$5,202,187.50</b> | <b>-</b>     |

## Yield Statistics

|   |             |
|---|-------------|
| Base date for Avg. Life & Avg. Coupon Calculation | 11/16/2021  |
| Average Life                                      | 5.208 Years |
| Average Coupon                                    | 3.2500000%  |
| Weighted Average Maturity (Par Basis)             | 5.208 Years |
| Weighted Average Maturity (Original Price Basis)  | 5.208 Years |

## Refunding Bond Information

|                         |            |
|-------------------------|------------|
| Refunding Dated Date    | 11/16/2021 |
| Refunding Delivery Date | 11/16/2021 |

## South Washington County School District No. 833

\$4,300,000 General Obligation Alternative Facilities Refunding Bonds, Series 2021A

Dated: November 16, 2021 - Current Refunding of

\$6,150,000 G.O. Alternative Facilities Bonds, Series 2012A

### Debt Service Schedule

| Date         | Principal             | Coupon   | Interest            | Total P+I             |
|--------------|-----------------------|----------|---------------------|-----------------------|
| 02/01/2022   | -                     | -        | -                   | -                     |
| 02/01/2023   | -                     | -        | 103,916.67          | 103,916.67            |
| 02/01/2024   | -                     | -        | 86,000.00           | 86,000.00             |
| 02/01/2025   | -                     | -        | 86,000.00           | 86,000.00             |
| 02/01/2026   | -                     | -        | 86,000.00           | 86,000.00             |
| 02/01/2027   | 4,300,000.00          | 2.000%   | 86,000.00           | 4,386,000.00          |
| <b>Total</b> | <b>\$4,300,000.00</b> | <b>-</b> | <b>\$447,916.67</b> | <b>\$4,747,916.67</b> |

### Yield Statistics

|                                   |             |
|-----------------------------------|-------------|
| Bond Year Dollars                 | \$22,395.83 |
| Average Life                      | 5.208 Years |
| Average Coupon                    | 2.0000000%  |
| Net Interest Cost (NIC)           | 0.9889280%  |
| True Interest Cost (TIC)          | 0.9607179%  |
| Bond Yield for Arbitrage Purposes | 0.8499139%  |
| All Inclusive Cost (AIC)          | 1.1912406%  |

### IRS Form 8038

|                           |             |
|---------------------------|-------------|
| Net Interest Cost         | 0.8290989%  |
| Weighted Average Maturity | 5.208 Years |

## South Washington County School District No. 833

\$4,300,000 General Obligation Alternative Facilities Refunding Bonds, Series 2021A

Dated: November 16, 2021 - Current Refunding of

\$6,150,000 G.O. Alternative Facilities Bonds, Series 2012A

### Debt Service Comparison

| Date         | Total P+I             | Net New D/S           | Old Net D/S           | Savings             |
|--------------|-----------------------|-----------------------|-----------------------|---------------------|
| 02/01/2022   | -                     | (44.00)               | -                     | 44.00               |
| 02/01/2023   | 103,916.67            | 103,916.67            | 145,437.50            | 41,520.83           |
| 02/01/2024   | 86,000.00             | 86,000.00             | 145,437.50            | 59,437.50           |
| 02/01/2025   | 86,000.00             | 86,000.00             | 145,437.50            | 59,437.50           |
| 02/01/2026   | 86,000.00             | 86,000.00             | 145,437.50            | 59,437.50           |
| 02/01/2027   | 4,386,000.00          | 4,386,000.00          | 4,620,437.50          | 234,437.50          |
| <b>Total</b> | <b>\$4,747,916.67</b> | <b>\$4,747,872.67</b> | <b>\$5,202,187.50</b> | <b>\$454,314.83</b> |

### PV Analysis Summary (Net to Net)

|  |              |
|--|--------------|
| Gross PV Debt Service Savings.....                       | 439,474.01   |
| Net PV Cashflow Savings @ 0.850%(Bond Yield).....        | 439,474.01   |
| Contingency or Rounding Amount.....                      | 44.00        |
| Net Present Value Benefit                                | \$439,518.01 |
| Net PV Benefit / \$4,990,852.01 PV Refunded Debt Service | 8.806%       |
| Net PV Benefit / \$4,475,000 Refunded Principal...       | 9.822%       |
| Net PV Benefit / \$4,300,000 Refunding Principal..       | 10.221%      |

### Refunding Bond Information

|                         |            |
|-------------------------|------------|
| Refunding Dated Date    | 11/16/2021 |
| Refunding Delivery Date | 11/16/2021 |



**Rating Action: Moody's assigns A2 UND and Aa2 ENH to South Washington County ISD 833, MN's GOULT Bonds**

---

14 Oct 2021

New York, October 14, 2021 -- Moody's Investors Service, has assigned an A2 underlying rating and Aa2 enhanced rating to South Washington County Independent School District 833, MN's \$4.3 million General Obligation Alternative Facilities Refunding Bonds, Series 2021A. Moody's maintains the district's A2 issuer rating and the A2 rating on its outstanding general obligation unlimited tax (GOULT) debt. The issuer rating reflects the district's ability to repay debt and debt-like obligations without consideration of any pledge, security, or structural features. Post-sale, the district will have about \$291.4 million in rated GOULT debt outstanding.

**RATINGS RATIONALE**

The A2 issuer rating reflects the district's strong resident incomes and growing wealth, located within the Twin Cities metro area. The rating also incorporates the district's narrow financial position that is expected to improve due to expenditure cuts, and growing enrollment trends which positively affects revenues. The leverage ratio is above average and will likely grow given additional borrowing needs in the near term to address capacity issues. Fixed costs are moderate.

The A2 GOULT rating is equivalent to the A2 issuer rating based on the district's full faith and credit pledge supported by authority to raise ad valorem property taxes without limit as to rate or amount.

The enhanced rating reflects the additional security provided by the State of Minnesota's School District Credit Enhancement (MSDCE) Program. The Aa2 enhanced programmatic rating is notched once from the State of Minnesota's Aa1 general obligation unlimited tax (GOULT) rating and the enhancement program carries a positive outlook, reflecting the positive outlook on the State of Minnesota. The enhanced rating reflects sound program mechanics and the State of Minnesota's pledge of an unlimited appropriation from its General Fund should the district be unable to meet debt service requirements. The program's mechanics include a provision for third party notification of pending deficiency. If the school district does not transfer funds necessary to pay debt to the paying agent at least three days prior to the payment due date, the state will appropriate the payment to the paying agent directly. Moody's has received a copy of the signed program applications.

**RATING OUTLOOK**

Moody's does not usually assign outlooks to local governments with this amount of debt.

**FACTORS THAT COULD LEAD TO AN UPGRADE OF THE RATING**

- Material increases in reserves and liquidity
- Significant moderation of leverage
- Upward movement in State of Minnesota's underlying GOULT rating (enhanced)

**FACTORS THAT COULD LEAD TO A DOWNGRADE OF THE RATING**

- Reductions in reserves or liquidity
- Material growth in leverage
- Downward movement in the State of Minnesota's underlying GOULT rating (enhanced)
- Weakening of the credit enhancement program mechanics (enhanced)

**LEGAL SECURITY**

The general obligation unlimited tax (GOULT) bonds are supported by the district's full faith and credit pledge

and the authority to levy a dedicated property tax unlimited as to rate and amount. The bonds are additionally secured by statute. The GOULT bonds are also supported by the State of Minnesota's School District Credit Enhancement Program which provides for an unlimited advance from the state's general fund should the district be unable to meet debt service requirements.

## USE OF PROCEEDS

Proceeds of the Series 2021A bonds will be used to refund the district's outstanding General Obligation Alternative Facilities Bonds, Series 2012A, for interest cost savings.

## PROFILE

The district encompasses approximately 85 square miles and serves all or portions of the cities of Woodbury, Cottage Grove, Newport, and St. Paul Park. The district is located in the Twin Cities metropolitan area, with a population of over 101,000 residents and enrollment of 18,437 students.

## METHODOLOGY

The principal methodology used in the underlying rating was US K-12 Public School Districts Methodology published in January 2021 and available at [https://www.moody.com/researchdocumentcontentpage.aspx?docid=PBM\\_1202421](https://www.moody.com/researchdocumentcontentpage.aspx?docid=PBM_1202421). The principal methodology used in the enhanced rating was State Aid Intercept Programs and Financings published in December 2017 and available at [https://www.moody.com/researchdocumentcontentpage.aspx?docid=PBM\\_1067422](https://www.moody.com/researchdocumentcontentpage.aspx?docid=PBM_1067422). Alternatively, please see the Rating Methodologies page on [www.moody.com](http://www.moody.com) for a copy of these methodologies.

## REGULATORY DISCLOSURES

For further specification of Moody's key rating assumptions and sensitivity analysis, see the sections Methodology Assumptions and Sensitivity to Assumptions in the disclosure form. Moody's Rating Symbols and Definitions can be found at: [https://www.moody.com/researchdocumentcontentpage.aspx?docid=PBC\\_79004](https://www.moody.com/researchdocumentcontentpage.aspx?docid=PBC_79004).

For ratings issued on a program, series, category/class of debt or security this announcement provides certain regulatory disclosures in relation to each rating of a subsequently issued bond or note of the same series, category/class of debt, security or pursuant to a program for which the ratings are derived exclusively from existing ratings in accordance with Moody's rating practices. For ratings issued on a support provider, this announcement provides certain regulatory disclosures in relation to the credit rating action on the support provider and in relation to each particular credit rating action for securities that derive their credit ratings from the support provider's credit rating. For provisional ratings, this announcement provides certain regulatory disclosures in relation to the provisional rating assigned, and in relation to a definitive rating that may be assigned subsequent to the final issuance of the debt, in each case where the transaction structure and terms have not changed prior to the assignment of the definitive rating in a manner that would have affected the rating. For further information please see the ratings tab on the issuer/entity page for the respective issuer on [www.moody.com](http://www.moody.com).

The ratings have been disclosed to the rated entity or its designated agent(s) and issued with no amendment resulting from that disclosure.

These ratings are solicited. Please refer to Moody's Policy for Designating and Assigning Unsolicited Credit Ratings available on its website [www.moody.com](http://www.moody.com).

Regulatory disclosures contained in this press release apply to the credit rating and, if applicable, the related rating outlook or rating review.

Moody's general principles for assessing environmental, social and governance (ESG) risks in our credit analysis can be found at [https://www.moody.com/researchdocumentcontentpage.aspx?docid=PBC\\_1288435](https://www.moody.com/researchdocumentcontentpage.aspx?docid=PBC_1288435).

The Global Scale Credit Rating on this Credit Rating Announcement was issued by one of Moody's affiliates outside the EU and is endorsed by Moody's Deutschland GmbH, An der Welle 5, Frankfurt am Main 60322, Germany, in accordance with Art.4 paragraph 3 of the Regulation (EC) No 1060/2009 on Credit Rating Agencies. Further information on the EU endorsement status and on the Moody's office that issued the credit rating is available on [www.moody.com](http://www.moody.com).

The Global Scale Credit Rating on this Credit Rating Announcement was issued by one of Moody's affiliates outside the UK and is endorsed by Moody's Investors Service Limited, One Canada Square, Canary Wharf, London E14 5FA under the law applicable to credit rating agencies in the UK. Further information on the UK endorsement status and on the Moody's office that issued the credit rating is available on [www.moody's.com](http://www.moody's.com).

Please see [www.moody's.com](http://www.moody's.com) for any updates on changes to the lead rating analyst and to the Moody's legal entity that has issued the rating.

Please see the ratings tab on the issuer/entity page on [www.moody's.com](http://www.moody's.com) for additional regulatory disclosures for each credit rating.

Jennifer Bernhardt  
Lead Analyst  
REGIONAL\_MIDWEST  
Moody's Investors Service, Inc.  
100 N Riverside Plaza  
Suite 2220  
Chicago 60606  
JOURNALISTS: 1 212 553 0376  
Client Service: 1 212 553 1653

Nicholas Lehman  
Additional Contact  
REGIONAL\_NE  
JOURNALISTS: 1 212 553 0376  
Client Service: 1 212 553 1653

Releasing Office:  
Moody's Investors Service, Inc.  
250 Greenwich Street  
New York, NY 10007  
U.S.A  
JOURNALISTS: 1 212 553 0376  
Client Service: 1 212 553 1653

**Moody's**  
INVESTORS SERVICE

© 2021 Moody's Corporation, Moody's Investors Service, Inc., Moody's Analytics, Inc. and/or their licensors and affiliates (collectively, "MOODY'S"). All rights reserved.

**CREDIT RATINGS ISSUED BY MOODY'S CREDIT RATINGS AFFILIATES ARE THEIR CURRENT OPINIONS OF THE RELATIVE FUTURE CREDIT RISK OF ENTITIES, CREDIT COMMITMENTS, OR DEBT OR DEBT-LIKE SECURITIES, AND MATERIALS, PRODUCTS, SERVICES AND INFORMATION PUBLISHED BY MOODY'S (COLLECTIVELY, "PUBLICATIONS") MAY INCLUDE SUCH CURRENT OPINIONS. MOODY'S DEFINES CREDIT RISK AS THE RISK THAT AN ENTITY MAY NOT MEET ITS CONTRACTUAL FINANCIAL OBLIGATIONS AS THEY COME DUE AND ANY ESTIMATED FINANCIAL LOSS IN THE EVENT OF DEFAULT OR IMPAIRMENT. SEE APPLICABLE MOODY'S RATING SYMBOLS AND DEFINITIONS PUBLICATION FOR INFORMATION ON THE TYPES OF CONTRACTUAL FINANCIAL OBLIGATIONS ADDRESSED BY MOODY'S CREDIT RATINGS. CREDIT RATINGS DO NOT ADDRESS ANY OTHER RISK, INCLUDING BUT NOT LIMITED TO: LIQUIDITY RISK, MARKET VALUE RISK, OR PRICE VOLATILITY. CREDIT RATINGS, NON-CREDIT ASSESSMENTS ("ASSESSMENTS"), AND OTHER OPINIONS INCLUDED IN MOODY'S PUBLICATIONS ARE NOT STATEMENTS OF CURRENT OR HISTORICAL FACT. MOODY'S PUBLICATIONS MAY ALSO INCLUDE QUANTITATIVE MODEL-BASED ESTIMATES OF CREDIT RISK AND RELATED OPINIONS OR COMMENTARY PUBLISHED BY MOODY'S ANALYTICS, INC. AND/OR ITS AFFILIATES. MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS DO NOT CONSTITUTE OR PROVIDE INVESTMENT OR FINANCIAL ADVICE, AND MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS ARE NOT AND DO NOT PROVIDE RECOMMENDATIONS TO PURCHASE, SELL,**

**OR HOLD PARTICULAR SECURITIES. MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS DO NOT COMMENT ON THE SUITABILITY OF AN INVESTMENT FOR ANY PARTICULAR INVESTOR. MOODY'S ISSUES ITS CREDIT RATINGS, ASSESSMENTS AND OTHER OPINIONS AND PUBLISHES ITS PUBLICATIONS WITH THE EXPECTATION AND UNDERSTANDING THAT EACH INVESTOR WILL, WITH DUE CARE, MAKE ITS OWN STUDY AND EVALUATION OF EACH SECURITY THAT IS UNDER CONSIDERATION FOR PURCHASE, HOLDING, OR SALE.**

MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS, AND PUBLICATIONS ARE NOT INTENDED FOR USE BY RETAIL INVESTORS AND IT WOULD BE RECKLESS AND INAPPROPRIATE FOR RETAIL INVESTORS TO USE MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS OR PUBLICATIONS WHEN MAKING AN INVESTMENT DECISION. IF IN DOUBT YOU SHOULD CONTACT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.

ALL INFORMATION CONTAINED HEREIN IS PROTECTED BY LAW, INCLUDING BUT NOT LIMITED TO, COPYRIGHT LAW, AND NONE OF SUCH INFORMATION MAY BE COPIED OR OTHERWISE REPRODUCED, REPACKAGED, FURTHER TRANSMITTED, TRANSFERRED, DISSEMINATED, REDISTRIBUTED OR RESOLD, OR STORED FOR SUBSEQUENT USE FOR ANY SUCH PURPOSE, IN WHOLE OR IN PART, IN ANY FORM OR MANNER OR BY ANY MEANS WHATSOEVER, BY ANY PERSON WITHOUT MOODY'S PRIOR WRITTEN CONSENT.

MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS ARE NOT INTENDED FOR USE BY ANY PERSON AS A BENCHMARK AS THAT TERM IS DEFINED FOR REGULATORY PURPOSES AND MUST NOT BE USED IN ANY WAY THAT COULD RESULT IN THEM BEING CONSIDERED A BENCHMARK.

All information contained herein is obtained by MOODY'S from sources believed by it to be accurate and reliable. Because of the possibility of human or mechanical error as well as other factors, however, all information contained herein is provided "AS IS" without warranty of any kind. MOODY'S adopts all necessary measures so that the information it uses in assigning a credit rating is of sufficient quality and from sources MOODY'S considers to be reliable including, when appropriate, independent third-party sources. However, MOODY'S is not an auditor and cannot in every instance independently verify or validate information received in the rating process or in preparing its Publications.

To the extent permitted by law, MOODY'S and its directors, officers, employees, agents, representatives, licensors and suppliers disclaim liability to any person or entity for any indirect, special, consequential, or incidental losses or damages whatsoever arising from or in connection with the information contained herein or the use of or inability to use any such information, even if MOODY'S or any of its directors, officers, employees, agents, representatives, licensors or suppliers is advised in advance of the possibility of such losses or damages, including but not limited to: (a) any loss of present or prospective profits or (b) any loss or damage arising where the relevant financial instrument is not the subject of a particular credit rating assigned by MOODY'S.

To the extent permitted by law, MOODY'S and its directors, officers, employees, agents, representatives, licensors and suppliers disclaim liability for any direct or compensatory losses or damages caused to any person or entity, including but not limited to by any negligence (but excluding fraud, willful misconduct or any other type of liability that, for the avoidance of doubt, by law cannot be excluded) on the part of, or any contingency within or beyond the control of, MOODY'S or any of its directors, officers, employees, agents, representatives, licensors or suppliers, arising from or in connection with the information contained herein or the use of or inability to use any such information.

NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY CREDIT RATING, ASSESSMENT, OTHER OPINION OR INFORMATION IS GIVEN OR MADE BY MOODY'S IN ANY FORM OR MANNER WHATSOEVER.

Moody's Investors Service, Inc., a wholly-owned credit rating agency subsidiary of Moody's Corporation ("MCO"), hereby discloses that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by Moody's Investors Service, Inc. have, prior to assignment of any credit rating, agreed to pay to Moody's Investors Service, Inc. for credit ratings

opinions and services rendered by it fees ranging from \$1,000 to approximately \$5,000,000. MCO and Moody's Investors Service also maintain policies and procedures to address the independence of Moody's Investors Service credit ratings and credit rating processes. Information regarding certain affiliations that may exist between directors of MCO and rated entities, and between entities who hold credit ratings from Moody's Investors Service and have also publicly reported to the SEC an ownership interest in MCO of more than 5%, is posted annually at [www.moodys.com](http://www.moodys.com) under the heading "Investor Relations — Corporate Governance — Director and Shareholder Affiliation Policy."

Additional terms for Australia only: Any publication into Australia of this document is pursuant to the Australian Financial Services License of MOODY'S affiliate, Moody's Investors Service Pty Limited ABN 61 003 399 657AFSL 336969 and/or Moody's Analytics Australia Pty Ltd ABN 94 105 136 972 AFSL 383569 (as applicable). This document is intended to be provided only to "wholesale clients" within the meaning of section 761G of the Corporations Act 2001. By continuing to access this document from within Australia, you represent to MOODY'S that you are, or are accessing the document as a representative of, a "wholesale client" and that neither you nor the entity you represent will directly or indirectly disseminate this document or its contents to "retail clients" within the meaning of section 761G of the Corporations Act 2001. MOODY'S credit rating is an opinion as to the creditworthiness of a debt obligation of the issuer, not on the equity securities of the issuer or any form of security that is available to retail investors.

Additional terms for Japan only: Moody's Japan K.K. ("MJKK") is a wholly-owned credit rating agency subsidiary of Moody's Group Japan G.K., which is wholly-owned by Moody's Overseas Holdings Inc., a wholly-owned subsidiary of MCO. Moody's SF Japan K.K. ("MSFJ") is a wholly-owned credit rating agency subsidiary of MJKK. MSFJ is not a Nationally Recognized Statistical Rating Organization ("NRSRO"). Therefore, credit ratings assigned by MSFJ are Non-NRSRO Credit Ratings. Non-NRSRO Credit Ratings are assigned by an entity that is not a NRSRO and, consequently, the rated obligation will not qualify for certain types of treatment under U.S. laws. MJKK and MSFJ are credit rating agencies registered with the Japan Financial Services Agency and their registration numbers are FSA Commissioner (Ratings) No. 2 and 3 respectively.

MJKK or MSFJ (as applicable) hereby disclose that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by MJKK or MSFJ (as applicable) have, prior to assignment of any credit rating, agreed to pay to MJKK or MSFJ (as applicable) for credit ratings opinions and services rendered by it fees ranging from JPY125,000 to approximately JPY550,000,000.

MJKK and MSFJ also maintain policies and procedures to address Japanese regulatory requirements.

## CREDIT OPINION

15 October 2021



### Contacts

Jennifer Card +1.312.706.9983  
 Bernhardt  
 Analyst  
 jennifer.card@moodys.com

Nicholas Lehman +1.617.535.7694  
 VP-Senior Analyst  
 nicholas.lehman@moodys.com

### CLIENT SERVICES

Americas 1-212-553-1653  
 Asia Pacific 852-3551-3077  
 Japan 81-3-5408-4100  
 EMEA 44-20-7772-5454

# South Washington County ISD 833, MN

## Update to credit analysis

### Summary

[South Washington County ISD 833, MN's](#) (A2) credit benefits from its favorable location in the Twin Cities metropolitan area, with strong resident incomes, growing wealth (full value per capita), and a stable enrollment trend that is expected to grow. The district has a narrow financial position, however reserves are expected to improve over the next two years due to significant expenditure reductions and enrollment growth in fiscal 2022. The leverage ratio is above average, and will likely grow given the need for additional borrowing in the near term due to capacity issues. Fixed costs are moderate.

### Credit strengths

- » Favorably located within commuting distance to [Minneapolis](#) (Aa1 stable) and [St. Paul](#) (Aa1 stable)
- » Strong resident incomes and growing wealth levels (full value per capita)
- » Stable enrollment trend, expected to grow

### Credit challenges

- » Narrow available reserve levels
- » High leverage ratio, expected to grow

### Rating outlook

Moody's does not usually assign outlooks to local governments with this amount of debt.

### Factors that could lead to an upgrade

- » Material increases in reserves and liquidity
- » Significant moderation of leverage

### Factors that could lead to a downgrade

- » Reductions in reserves or liquidity
- » Material growth in leverage

## Key indicators

Exhibit 1

### South Washington County I.S.D. 833, MN

|                                | 2017         | 2018         | 2019         | 2020       | A Medians   |
|--------------------------------|--------------|--------------|--------------|------------|-------------|
| <b>Economy</b>                 |              |              |              |            |             |
| Resident income                | 159.3%       | 157.0%       | 159.8%       | 159.8%     | 97.0%       |
| Full value (\$000)             | \$10,537,041 | \$11,227,237 | \$12,011,323 | 12,979,379 | \$1,077,779 |
| Population                     | 97,240       | 98,542       | 101,208      | 101,208    | 13,232      |
| Full value per capita          | \$108,361    | \$113,934    | \$118,680    | \$128,245  | \$82,579    |
| Enrollment                     | 18,623       | 18,924       | 18,966       | 19,298     | 1,870       |
| Enrollment trend               | N/A          | N/A          | 2.0%         | 1.2%       | -0.5%       |
| <b>Financial performance</b>   |              |              |              |            |             |
| Operating revenue (\$000)      | \$250,432    | \$256,781    | \$272,287    | \$281,706  | \$26,801    |
| Available fund balance (\$000) | \$9,377      | \$10,062     | \$14,151     | \$18,700   | \$5,966     |
| Net cash (\$000)               | \$158,601    | \$44,425     | \$49,740     | \$53,463   | \$6,545     |
| Available fund balance ratio   | 3.7%         | 3.9%         | 5.2%         | 6.6%       | 21.9%       |
| Net cash ratio                 | 63.3%        | 17.3%        | 18.3%        | 19.0%      | 26.0%       |
| <b>Leverage</b>                |              |              |              |            |             |
| Debt (\$000)                   | \$463,097    | \$349,343    | \$327,042    | \$359,980  | \$20,717    |
| ANPL (\$000)                   | \$683,362    | \$683,703    | \$507,831    | \$620,397  | \$40,570    |
| OPEB (\$000)                   | N/A          | \$13,658     | \$15,126     | \$16,316   | \$3,790     |
| Long-term liabilities ratio    | N/A          | 407.6%       | 312.2%       | 353.8%     | 295.9%      |
| Implied debt service (\$000)   | \$32,802     | \$34,398     | \$25,740     | \$23,845   | \$1,451     |
| Pension tread water (\$000)    | \$15,321     | \$15,386     | \$13,654     | N/A        | \$1,311     |
| OPEB contributions (\$000)     | N/A          | \$4,000      | \$1,013      | \$790      | \$167       |
| Fixed-costs ratio              | N/A          | 20.9%        | 14.8%        | 13.6%      | 13.1%       |

The district's reported cash position is elevated in 2017 due to the timing of refunding bonds.

For definitions of the metrics in the table above please refer to the [US K-12 Public School Districts Methodology](#) or see the Glossary in the Appendix below. Metrics represented as N/A indicate the data were not available at the time of publication. The medians come from our most recently published [K12 Median Report](#).

Sources: US Census Bureau, South Washington County I.S.D. 833, MN's financial statements and Moody's Investors Service

## Profile

The district encompasses approximately 85 square miles and serves all or portions of the cities of Woodbury, [Cottage Grove](#) (Aa1), Newport, and St. Paul Park. The district is located in the Twin Cities metropolitan area, with a population of over 101,000 residents and enrollment of 18,437 students.

## Detailed credit considerations

### Economy

The district's economy will remain stable supported by its healthy resident incomes and growing wealth, and access to employment opportunities in the cities of Minneapolis and St. Paul, MN. Located in [Washington County](#) (Aaa stable), the district is situated 10 miles southeast of the Twin Cities area and encompasses 85 square miles. The district's largest local employers include the district (2,594), and Woodwinds Health East Campus, a hospital and medical care facility (1,331). As of August 2021, Washington County's unemployment rate was 3%, which is lower than both the state and the nation. The district has above average resident incomes equal to 160% of the national median. Wealth reflected in full value per capita for 2021 is also healthy at \$138,000.

The district has a history of strong population growth driven in part by new residential development in the cities of Woodbury and Cottage Grove. Over the last decade (from 2010-2019) the district's population has grown by approximately 9%, and is currently estimated at just over 101,000. The district's enrollment has remained stable with growth averaging 0.1% over the last three years which management attributes to ongoing residential development in the area. After four consecutive years of enrollment growth, the district saw a decline in fiscal 2021 due to the pandemic, however fiscal 2022 numbers show growth of approximately 400 students.

This publication does not announce a credit rating action. For any credit ratings referenced in this publication, please see the ratings tab on the issuer/entity page on [www.moody's.com](http://www.moody's.com) for the most updated credit rating action information and rating history.



## Financial operations

We expect the district's financial position will remain narrow, but sufficient, given significant expenditure reductions and a growing enrollment trend in fiscal 2022, which favorably impacts revenues. For fiscal 2020, the district ended with an available general fund balance of \$12.2 million, or a narrow 5% of revenues in fiscal 2020. The available fund balance across all operating funds (General and Debt Service Funds), totaled \$18.7 million, or a narrow 6% of operating revenues. For fiscal 2021, the district's amended budget reflected a \$3.6 million deficit in the general fund, due primarily to a drop in enrollment, however unaudited year end results reflect balanced operations. The favorable results are driven primarily by significant expenditure cuts by management. For fiscal 2022 the district budgeted for a \$1.9 million surplus in the general fund driven again by significant expenditure cuts. The budget does not incorporate the state's 2% increase in the funding formula for fiscal 2022, or enrollment growth, which favorably impacts revenue.

Similar to most Minnesota school districts, state aid is the primary source of revenue for the district and accounted for 65% of operating revenues in fiscal 2020. State aid is largely driven by enrollment, with some adjustments for wealth and need. Property taxes comprised 31% of operating revenues in fiscal 2020. The district is holding a referendum election in November 2021 that if passed would revoke and replace current voter-approved operating referendum and capital project levy authorities with increased authorities. The proposed operating referendum and capital project levy authorities would provide additional revenue of approximately \$7 million and \$2 million, respectively, for fiscal year 2022-23.

## Liquidity

At the close of fiscal 2020, the district's net cash position in the operating funds totaled \$53.5 million, or 19% of revenues.

The district's liquidity and financial flexibility have historically been enhanced by additional unrestricted cash in its Internal Service Fund, which held \$4.4 million in cash as of June 30, 2021. The cash in the Internal Service Fund was accumulated over time through operating transfers from the General Fund. Although the reserves in the Internal Service Fund were originally intended for future other post employment benefit (OPEB) payments, management reports that the cash is unrestricted and has provided the district with an alternate source of liquidity, mitigating cash flow pressures. The OPEB portion of the internal service fund was transitioned to an irrevocable trust at June 30, 2019.

## Leverage

The district's overall leverage is high, and is expected to grow given capacity issues from growing enrollment, particularly in its high school facilities. The district plans to issue approximately \$36 million in GO facilities maintenance bonds in the next year, however will also need to go back to voters in the near term to issue additional debt to address capacity issues. Total leverage currently is 354% of fiscal 2020 operating revenue, largely reflecting its adjusted net pension liability, which is equal to 220% of operating revenue. Adjusted fixed costs, inclusive of debt service and retirement contributions, are moderate at 14% of revenue.

## Legal security

The general obligation unlimited tax (GOULT) bonds are supported by the district's full faith and credit pledge and the authority to levy a dedicated property tax unlimited as to rate and amount. The bonds are additionally secured by statute. The GOULT bonds are also supported by the State of Minnesota's School District Credit Enhancement Program which provides for an unlimited advance from the state's general fund should the district be unable to meet debt service requirements.

## Debt structure

All of the district's debt is fixed rate. Amortization is below average with 74% of the outstanding principal retired within 10 years.

Along with \$291.4 million in GOULT debt outstanding, and \$3.5 million in capital leases, the district has a total of \$15 million of rated outstanding COPs (A3), Series 2016D and Series 2017A. The certificates are secured by lease payments equal to debt service from the district directly to the trustee US Bank, subject to annual appropriation. Under the terms of the agreement, the district is required to make the appropriated annual payments directly to the trustee at least three business days prior to each interest and principal payment date. The trustee has the right to take possession of the elementary school (2016D) and middle school addition (2017A) upon nonrenewal of the lease-purchase agreement.

## Debt-related derivatives

The district is not a party to any debt-related derivatives.



### Pensions and OPEB

The district participates in two multiple-employer cost-sharing plans, the General Employees Retirement Fund (GERF) and the Teachers Retirement Association of Minnesota (TRA). Most of its unfunded liabilities are attributable to the TRA. The State of Minnesota approved legislation in 2018 that modified benefits and modestly increased contributions to TRA. Because of the reform package, school districts are in the process of increasing their TRA employer contribution rate to 8.75% of payroll in 2024 from the previous rate of 7.5%. The state is also increasing aid to school districts to offset the increased costs of their required employer contributions. In aggregate, the total contributions to TRA from all participating school districts in 2020 were equal to about 81% of our Tread Water indicator.

OPEB obligations do not represent a material credit risk for the district. The district operates a single-employer retiree medical plan. The district made a \$790,000 pay-as-you-go contribution to its OPEB plan in fiscal 2020, equal to 0.3% of operating revenue. The district's reported net OPEB liability currently totals \$16.6 million while our adjusted net OPEB liability for the district, based on the use of a different discount rate of 2.7%, totals \$16.3 million.

## ESG considerations

### Environmental

Environmental considerations are a modest factor in the district's credit profile at this time. According to data of Moody's affiliate, Four Twenty Seven, South Washington 833, MN is located in an area at medium risk for heat stress. The firm measures heat stress as the relative change in both the frequency and severity of hot days, as well as average temperature. The biggest impact of heat exposure for most Midwest issuers will be to agriculture based economies.

### Social

Social considerations impact the district's credit profile. South Washington 833, MN's favorable location in the Twin Cities metropolitan area bolster its economic profile as detailed in the Economy and Tax Base section. Overall district demographics are above average, and unemployment rates are below both the state and median averages.

### Governance

The district's management is strong, as evidenced by its willingness to make expenditure cuts when necessary to balance the budget and the passage of numerous operating levies to bring in additional revenues. The district currently has a fund balance policy of 5% to 9% of reserves, however management reports the district may increase its policy over the next year.

Minnesota school districts have an Institutional Framework score<sup>1</sup> of A. The state controls the bulk of school district revenue through a per-pupil funding formula. The state has provided for regular annual increases in the funding formula for several years but has occasionally delayed disbursements. Districts can generate a moderate amount of additional locally determined revenue with the ability to access revenue up to \$724 per pupil without voter approval. Most districts access the \$724 per pupil local optional revenue and can go to voters for an additional operating referendum authority up to the standard referendum cap, which was just under \$1,800 per pupil for fiscal year 2021 and increases with inflation.

## Rating methodology and scorecard factors

The US K-12 Public School Districts Methodology includes a scorecard, a tool providing a composite score of a school district's credit profile based on the weighted factors we consider most important, universal and measurable, as well as possible notching factors dependent on individual credit strengths and weaknesses. Its purpose is not to determine the final rating, but rather to provide a standard platform from which to analyze and compare school district credits.

Exhibit 2

### South Washington County I.S.D. 833, MN

|   | Measure | Weight | Score     |
|---|---------|--------|-----------|
| <b>Economy</b>  |         |        |           |
| Resident Income (MHI Adjusted for RPP / US MHI)                                     | 159.8%  | 10.0%  | Aaa       |
| Full value per capita (full valuation of the tax base / population)                 | 138,199 | 10.0%  | Aa        |
| Enrollment trend (three-year CAGR in enrollment)                                    | 0.1%    | 10.0%  | Aa        |
| <b>Financial performance</b>  |         |        |           |
| Available fund balance ratio (available fund balance / operating revenue)           | 6.6%    | 20.0%  | Baa       |
| Net cash ratio (net cash / operating revenue)                                       | 19.0%   | 10.0%  | Aa        |
| <b>Institutional framework</b>  |         |        |           |
| Institutional Framework   | A       | 10.0%  | A         |
| <b>Leverage</b>   |         |        |           |
| Long-term liabilities ratio ((debt + ANPL + adjusted net OPEB) / operating revenue) | 353.8%  | 20.0%  | A         |
| Fixed-costs ratio (adjusted fixed costs / operating revenue)                        | 13.6%   | 10.0%  | Aaa       |
| <b>Notching factors</b>   |         |        |           |
| No notchings applied  |         |        |           |
| Scorecard-Indicated Outcome   |         |        | A1        |
| <b>Assigned Rating</b>  |         |        | <b>A2</b> |

Sources: US Census Bureau, South Washington County I.S.D. 833, MN's financial statements and Moody's Investors Service

## Appendix

Exhibit 3

### Key Indicators Glossary

|                                | Definition   | Typical Source*   |
|--------------------------------|--|---|
| <b>Economy</b>                 |  |   |
| Resident income                | Median Household Income (MHI), adjusted for Regional Price Parity (RPP), as a % of the US  | MHI: American Community Survey (US Census Bureau)<br>RPP: US Bureau of Economic Analysis              |
| Full value (\$000)             | Estimated market value of taxable property accessible to the district  | State repositories, district's audited financial reports, offering documents or continuing disclosure |
| Population                     | Population of school district  | American Community Survey (US Census Bureau)  |
| Full value per capita          | Full value / population of school district   |   |
| Enrollment                     | Student enrollment of school district  | State data publications   |
| Enrollment trend               | 3-year Compound Annual Growth Rate (CAGR) of Enrollment  | State data publications; Moody's Investors Service  |
| <b>Financial performance</b>   |  |   |
| Operating revenue (\$000)      | Total annual operating revenue in what we consider to be the district's operating funds  | Audited financial statements  |
| Available fund balance (\$000) | Committed, assigned and unassigned fund balances in what we consider to be the district's operating funds  | Audited financial statements  |
| Net cash (\$000)               | Net cash (cash and liquid investments minus short-term debt) in what we consider to be the district's operating funds  | Audited financial statements  |
| Available fund balance ratio   | Available fund balance / Operating Revenue   | Audited financial statements  |
| Net cash ratio                 | Net Cash / Operating Revenue   | Audited financial statements  |
| <b>Leverage</b>                |  |   |
| Debt (\$000)                   | District's direct gross debt outstanding   | Audited financial statements; official statements   |
| ANPL (\$000)                   | District's pension liabilities adjusted by Moody's to standardize the discount rate used to compute the present value of accrued benefits                                  | Audited financial statements; Moody's Investors Service   |
| OPEB (\$000)                   | District's net other post-employment benefit (OPEB) liabilities adjusted by Moody's to standardize the discount rate used to compute the present value of accrued benefits | Audited financial statements; Moody's Investors Service   |
| Long-term liabilities ratio    | Debt, ANPL and OPEB liabilities as % of operating revenue  | Audited financial statements, official statements; Moody's Investors Service                          |
| Implied debt service (\$000)   | Annual cost to amortize district's long-term debt over 20 years with level payments  | Audited financial statements; official statements; Moody's Investors Service                          |
| Pension tread water (\$000)    | Pension contribution necessary to prevent reported unfunded pension liabilities from growing, year over year, in nominal dollars, if all actuarial assumptions are met     | Audited financial statements; Moody's Investors Service   |
| OPEB contributions (\$000s)    | District's actual contribution in a given period, typically the fiscal year  | Audited financial statements; official statements   |
| Fixed-costs ratio              | Implied debt service, pension tread water and OPEB contributions as % of operating revenue   | Audited financial statements, official statements, pension system financial statements                |

\*Note: If typical data source is not available then alternative sources or proxy data may be considered. For more detailed definitions of the metrics listed above please refer to the [US K-12 Public School Districts Methodology](#).

Source: Moody's Investors Service

## Endnotes

- The institutional framework score categorically assesses whether a district has the legal ability to raise the bulk of its operating revenue at the local level or if the state determines the bulk of its operating revenue. Beyond the local versus state categorization, the strength of the institutional framework score is a measure of the district's flexibility in raising additional locally determined operating revenue. See [US K-12 Public School Districts Methodology](#) for more details.

© 2021 Moody's Corporation, Moody's Investors Service, Inc., Moody's Analytics, Inc. and/or their licensors and affiliates (collectively, "MOODY'S"). All rights reserved.

CREDIT RATINGS ISSUED BY MOODY'S CREDIT RATINGS AFFILIATES ARE THEIR CURRENT OPINIONS OF THE RELATIVE FUTURE CREDIT RISK OF ENTITIES, CREDIT COMMITMENTS, OR DEBT OR DEBT-LIKE SECURITIES, AND MATERIALS, PRODUCTS, SERVICES AND INFORMATION PUBLISHED BY MOODY'S (COLLECTIVELY, "PUBLICATIONS") MAY INCLUDE SUCH CURRENT OPINIONS. MOODY'S DEFINES CREDIT RISK AS THE RISK THAT AN ENTITY MAY NOT MEET ITS CONTRACTUAL FINANCIAL OBLIGATIONS AS THEY COME DUE AND ANY ESTIMATED FINANCIAL LOSS IN THE EVENT OF DEFAULT OR IMPAIRMENT. SEE APPLICABLE MOODY'S RATING SYMBOLS AND DEFINITIONS PUBLISHED BY MOODY'S ANALYTICS, INC. AND/OR ITS AFFILIATES. MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS DO NOT ADDRESS ANY OTHER RISK, INCLUDING BUT NOT LIMITED TO: LIQUIDITY RISK, MARKET VALUE RISK, OR PRICE VOLATILITY. CREDIT RATINGS, NON-CREDIT ASSESSMENTS ("ASSESSMENTS"), AND OTHER OPINIONS INCLUDED IN MOODY'S PUBLICATIONS ARE NOT STATEMENTS OF CURRENT OR HISTORICAL FACT. MOODY'S PUBLICATIONS MAY ALSO INCLUDE QUANTITATIVE MODEL-BASED ESTIMATES OF CREDIT RISK AND RELATED OPINIONS OR COMMENTARY PUBLISHED BY MOODY'S ANALYTICS, INC. AND/OR ITS AFFILIATES. MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS DO NOT CONSTITUTE OR PROVIDE INVESTMENT OR FINANCIAL ADVICE, AND MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS ARE NOT AND DO NOT PROVIDE RECOMMENDATIONS TO PURCHASE, SELL, OR HOLD PARTICULAR SECURITIES. MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS DO NOT COMMENT ON THE SUITABILITY OF AN INVESTMENT FOR ANY PARTICULAR INVESTOR. MOODY'S ISSUES ITS CREDIT RATINGS, ASSESSMENTS AND OTHER OPINIONS AND PUBLISHES ITS PUBLICATIONS WITH THE EXPECTATION AND UNDERSTANDING THAT EACH INVESTOR WILL, WITH DUE CARE, MAKE ITS OWN STUDY AND EVALUATION OF EACH SECURITY THAT IS UNDER CONSIDERATION FOR PURCHASE, HOLDING, OR SALE.

MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS, AND PUBLICATIONS ARE NOT INTENDED FOR USE BY RETAIL INVESTORS AND IT WOULD BE RECKLESS AND INAPPROPRIATE FOR RETAIL INVESTORS TO USE MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS OR PUBLICATIONS WHEN MAKING AN INVESTMENT DECISION. IF IN DOUBT YOU SHOULD CONTACT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.

ALL INFORMATION CONTAINED HEREIN IS PROTECTED BY LAW, INCLUDING BUT NOT LIMITED TO, COPYRIGHT LAW, AND NONE OF SUCH INFORMATION MAY BE COPIED OR OTHERWISE REPRODUCED, REPACKAGED, FURTHER TRANSMITTED, TRANSFERRED, DISSEMINATED, REDISTRIBUTED OR RESOLD, OR STORED FOR SUBSEQUENT USE FOR ANY SUCH PURPOSE, IN WHOLE OR IN PART, IN ANY FORM OR MANNER OR BY ANY MEANS WHATSOEVER, BY ANY PERSON WITHOUT MOODY'S PRIOR WRITTEN CONSENT.

MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS ARE NOT INTENDED FOR USE BY ANY PERSON AS A BENCHMARK AS THAT TERM IS DEFINED FOR REGULATORY PURPOSES AND MUST NOT BE USED IN ANY WAY THAT COULD RESULT IN THEM BEING CONSIDERED A BENCHMARK.

All information contained herein is obtained by MOODY'S from sources believed by it to be accurate and reliable. Because of the possibility of human or mechanical error as well as other factors, however, all information contained herein is provided "AS IS" without warranty of any kind. MOODY'S adopts all necessary measures so that the information it uses in assigning a credit rating is of sufficient quality and from sources MOODY'S considers to be reliable including, when appropriate, independent third-party sources. However, MOODY'S is not an auditor and cannot in every instance independently verify or validate information received in the rating process or in preparing its Publications.

To the extent permitted by law, MOODY'S and its directors, officers, employees, agents, representatives, licensors and suppliers disclaim liability to any person or entity for any indirect, special, consequential, or incidental losses or damages whatsoever arising from or in connection with the information contained herein or the use of or inability to use any such information, even if MOODY'S or any of its directors, officers, employees, agents, representatives, licensors or suppliers is advised in advance of the possibility of such losses or damages, including but not limited to: (a) any loss of present or prospective profits or (b) any loss or damage arising where the relevant financial instrument is not the subject of a particular credit rating assigned by MOODY'S.

To the extent permitted by law, MOODY'S and its directors, officers, employees, agents, representatives, licensors and suppliers disclaim liability for any direct or compensatory losses or damages caused to any person or entity, including but not limited to by any negligence (but excluding fraud, willful misconduct or any other type of liability that, for the avoidance of doubt, by law cannot be excluded) on the part of, or any contingency within or beyond the control of, MOODY'S or any of its directors, officers, employees, agents, representatives, licensors or suppliers, arising from or in connection with the information contained herein or the use of or inability to use any such information.

NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY CREDIT RATING, ASSESSMENT, OTHER OPINION OR INFORMATION IS GIVEN OR MADE BY MOODY'S IN ANY FORM OR MANNER WHATSOEVER.

Moody's Investors Service, Inc., a wholly-owned credit rating agency subsidiary of Moody's Corporation ("MCO"), hereby discloses that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by Moody's Investors Service, Inc. have, prior to assignment of any credit rating, agreed to pay to Moody's Investors Service, Inc. for credit ratings opinions and services rendered by it fees ranging from \$1,000 to approximately \$5,000,000. MCO and Moody's Investors Service also maintain policies and procedures to address the independence of Moody's Investors Service credit ratings and credit rating processes. Information regarding certain affiliations that may exist between directors of MCO and rated entities, and between entities who hold credit ratings from Moody's Investors Service and have also publicly reported to the SEC an ownership interest in MCO of more than 5%, is posted annually at [www.moody.com](http://www.moody.com) under the heading "Investor Relations — Corporate Governance — Director and Shareholder Affiliation Policy."

Additional terms for Australia only: Any publication into Australia of this document is pursuant to the Australian Financial Services License of MOODY'S affiliate, Moody's Investors Service Pty Limited ABN 61 003 399 657 AFSL 336969 and/or Moody's Analytics Australia Pty Ltd ABN 94 105 136 972 AFSL 383569 (as applicable). This document is intended to be provided only to "wholesale clients" within the meaning of section 761G of the Corporations Act 2001. By continuing to access this document from within Australia, you represent to MOODY'S that you are, or are accessing the document as a representative of, a "wholesale client" and that neither you nor the entity you represent will directly or indirectly disseminate this document or its contents to "retail clients" within the meaning of section 761G of the Corporations Act 2001. MOODY'S credit rating is an opinion as to the creditworthiness of a debt obligation of the issuer, not on the equity securities of the issuer or any form of security that is available to retail investors.

Additional terms for Japan only: Moody's Japan K.K. ("MJKK") is a wholly-owned credit rating agency subsidiary of Moody's Group Japan G.K., which is wholly-owned by Moody's Overseas Holdings Inc., a wholly-owned subsidiary of MCO. Moody's SF Japan K.K. ("MSFJ") is a wholly-owned credit rating agency subsidiary of MJKK. MSFJ is not a Nationally Recognized Statistical Rating Organization ("NRSRO"). Therefore, credit ratings assigned by MSFJ are Non-NRSRO Credit Ratings. Non-NRSRO Credit Ratings are assigned by an entity that is not a NRSRO and, consequently, the rated obligation will not qualify for certain types of treatment under U.S. laws. MJKK and MSFJ are credit rating agencies registered with the Japan Financial Services Agency and their registration numbers are FSA Commissioner (Ratings) No. 2 and 3 respectively.

MJKK or MSFJ (as applicable) hereby disclose that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by MJKK or MSFJ (as applicable) have, prior to assignment of any credit rating, agreed to pay to MJKK or MSFJ (as applicable) for credit ratings opinions and services rendered by it fees ranging from JPY125,000 to approximately JPY550,000,000.

MJKK and MSFJ also maintain policies and procedures to address Japanese regulatory requirements.

REPORT NUMBER

1306613

## CLIENT SERVICES

|              |                 |
|--------------|-----------------|
| Americas     | 1-212-553-1653  |
| Asia Pacific | 852-3551-3077   |
| Japan        | 81-3-5408-4100  |
| EMEA         | 44-20-7772-5454 |