

# State of New Hampshire

DEPARTMENT OF ADMINISTRATIVE SERVICES  
OFFICE OF THE COMMISSIONER  
25 Capitol Street – Room 120  
Concord, New Hampshire 03301

3A *Am*

Charles M. Arlinghaus  
Commissioner  
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Joseph B. Bouchard  
Assistant Commissioner  
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February 5, 2018

His Excellency, Governor Christopher T. Sununu  
and the Honorable Council  
State House  
Concord, New Hampshire 03301

## REQUESTED ACTION

Approval of the Report and Findings of Councilor Christopher C. Pappas with regard to a certain project in participation with Saint Anselm College, Goffstown, New Hampshire.

## EXPLANATION

This item is submitted pursuant to a request by the New Hampshire Health and Education Facilities Authority. Councilor Pappas has requested that this be placed on the agenda as a regular item for the Wednesday, February 21, 2018 meeting for ratification by the Governor and Council.

Sincerely,

Charles M. Arlinghaus  
Commissioner

CMA/clb

Attachment

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February 2, 2018

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Charles Arlinghaus, Commissioner  
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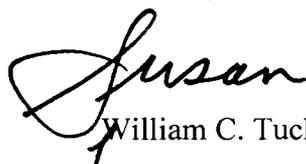
RE: New Hampshire Health and Education Facilities Authority –  
Saint Anselm College

Dear Commissioner Arlinghaus:

I enclose an original and ten copies of the Report and Findings of Councilor Christopher C. Pappas with regard to a certain project in participation with Saint Anselm College, Goffstown, New Hampshire. Councilor Pappas has requested that this be placed on the agenda as a regular item for ratification by the Governor and Council at their meeting scheduled for Wednesday, February 21, 2018.

Thank you for your assistance in this matter.

Sincerely,

  
William C. Tucker

/sos

enclosures

**REPORT  
AND  
FINDINGS  
OF**

**CHRISTOPHER C. PAPPAS**, designee of the Governor and Council of The State of New Hampshire, under the provisions of the New Hampshire Health and Education Facilities Authority Act, Chapter 195-D of the New Hampshire Revised Statutes Annotated, on the undertaking by the Authority of a certain project in participation with **SAINT ANSELM COLLEGE** of Goffstown, New Hampshire, pursuant to said Act.

**Introductory**

The New Hampshire Health and Education Facilities Authority (hereafter referred to as the “Authority”), requested of Governor Christopher T. Sununu and the Executive Council that a hearing be held pursuant to the New Hampshire Health and Education Facilities Authority Act, Chapter 195-D of the New Hampshire Revised Statutes Annotated (hereafter referred to as the “Act”), and particularly as prescribed in Section 21 of the Act. The hearing is required as the result of an application submitted to the Authority by Saint Anselm College, a not-for-profit educational and charitable corporation incorporated by act of the New Hampshire Legislature and operating an institution for higher education known as Saint Anselm College located in Goffstown, New Hampshire (hereafter sometimes referred to as the “College” or “Saint Anselm”) which is a participating educational institution under RSA 195-D:3. Such application seeks the participation of the Authority, under the Act, in the refinancing of certain of the College’s existing indebtedness as well as the financing of certain capital expenditures (hereafter sometimes referred to as the “Project”).

Pursuant to RSA 195-D:21 above cited, the Governor and Council designated me to hold a hearing and make findings in connection with the application. Following Public Notice given in accordance with Chapter 91-A of the New Hampshire Revised Statutes Annotated, by notice

published in the New Hampshire Union Leader on January 29, 2018, the hearing was held commencing at 2:00 p.m. on Thursday, February 1, 2018 in the Conference Room of Alumni Hall at Saint Anselm College, Goffstown, New Hampshire. All witnesses were duly sworn. A summary of testimony presented at the hearing follows.

### **Summary of Testimony**

Eric M. Norman, the Vice President for Finance and Chief Financial Officer of Saint Anselm College was the first witness. He stated that Saint Anselm College is a four-year liberal arts college located in Goffstown which awards the Bachelor of Arts degrees in Biology, Economics, Business, Chemistry, Classics, Computer Science, English, Fine Arts, History, Mathematics, Philosophy, Psychology, Sociology and Theology, among others. The College also awards a Bachelor of Science degree in Nursing. The College is involved in a 3-2 program in Engineering with the University of Notre Dame (Indiana), The Catholic University of America (Washington, D.C.), Manhattan College (Riverdale, New York) and the University of Massachusetts at Lowell, leading to a Bachelor of Arts degree from Saint Anselm and an engineering degree from the university involved.

The College is accredited by the New England Association of Schools and Colleges, Inc. It holds membership in the American Council on Education, the National Association of Independent Colleges and Universities, the Association of Catholic Colleges and Universities, the Association of American Colleges and Universities, the Association of Benedictine Colleges and Universities, the Council of Independent Colleges, and the Campus Compact for New Hampshire. In addition to its baccalaureate program in nursing, which is fully accredited by the New Hampshire Board of Nursing, Saint Anselm offers a hybrid RN to BSN degree program. The nursing program has been accredited by the Commission on Collegiate Nursing Education.

Mr. Norman testified that the College enrolled 1,942 full-time equivalent students for the 2017-2018 school year, some 1,805 of whom resided on campus.

Mr. Norman testified that the proceeds from the Authority's Revenue Bonds, Saint Anselm College Issue, Series 2018 (the "Series 2018 Bonds" or the "Bonds") will be used to (1) refinance the Authority's Revenue Bonds, Saint Anselm College Issue, Series 2008 (the "Series 2008 Bonds"), the proceeds of which were used to finance renovations to the Joan of Arc building, the construction and equipping of an addition to the Carr Recreation Center, and miscellaneous capital expenditures, as well as the refinancing of the Authority's Revenue Bonds Series 1998, 1999, and 2004 Bonds issued for the benefit of the College, (2) finance the breakage fees resulting from the termination of two interest rate swap agreements associated with the Series 2008 Bonds, and (3) finance certain of the College's capital expenditures over the next three years. In addition to the Project costs, the Series 2018 Bond proceeds will be used to pay certain costs of issuing the Series 2018 Bonds.

Mr. Norman stated that the College expects to issue up to \$72 million of Series 2018 Bonds. He testified that the College expects to have the Series 2018 Bonds issued in a private placement with the anticipated purchaser being TD Bank, N.A. The Series 2018 Bonds are expected to mature in approximately thirty (30) years and have a fixed rate of interest for the first ten (10) years.

Mr. Norman testified that, under the Loan and Security Agreement between the College, the Authority, and the purchaser of the Bonds, the College will be required to continue to carry blanket fire and extended coverage as well as general liability insurance.

Mr. Norman explained that the improvements to be financed by the Series 2018 Bonds will be of public use and benefit and permit the College to continue to render an appropriate level of service to its current and future students. Based upon his position at the College, he stated his

opinion that Saint Anselm would be able to meet its financial obligations under the proposed Series 2018 Bond issue and that the College is currently operating in a financially responsible manner. Mr. Norman concluded his testimony by explaining that the refinancing of existing indebtedness would assist the College in lowering the cost of providing education in the State of New Hampshire (the "State").

Bonnie Payette was the final witness called. She stated that she is the Executive Director and Secretary of the New Hampshire Health and Education Facilities Authority, charged with the administration of the Authority's day-to-day affairs. In her capacity as Executive Director she has become acquainted with the Project and the details of its financing, having worked closely with the College's officers in developing the financial arrangements to be reflected in the Bonds proposed to be issued. She testified that the Authority adopted a resolution on January 18, 2018, approving issuance of bonds for Saint Anselm College for the Project, subject to compliance being had with all laws bearing upon such issue and the advice of counsel, including Bond Counsel.

Ms. Payette testified that certain documents are being prepared for execution in connection with the Project, including a Bond Indenture to be entered into between the Authority and the Trustee for the Series 2018 Bonds and a Loan and Security Agreement intended for execution between the College, the Authority and the purchaser of the Bonds. She stated that there will be a provision in the Loan Agreement under which the College is obligated to hold and use the Project for educational purposes so long as the Series 2018 Bonds are outstanding. She testified that there will be language in the bond documents requiring that each bond issued by the Authority for the Saint Anselm College bear on its face the following provision:

Neither the State of New Hampshire nor any political subdivision thereof shall be obligated to pay the principal of or interest on this bond, other than from Pledged Revenues, and neither the faith and credit nor the taxing power of the State of New

Hampshire or of any political subdivision thereof is pledged to the payment of the principal of or interest on this bond.

Ms. Payette testified that the bond documents will make adequate provision for the payment of principal and interest on the Series 2018 Bonds, as well as the costs of the Project, so that the State will not be obligated in any way for their repayment.

Ms. Payette concluded her testimony by stating that, based on her familiarity with the statute under which the Authority operates, on her experience as Executive Director of the Authority, and on the advice of counsel, including Bond Counsel, the Project is within the powers conferred by law upon the Authority.

### **Findings**

Upon the testimony submitted at the hearing, and upon consideration, I find as follows:

(1) The construction and acquisition of the Project and the refinancing of existing indebtedness, as the same is described in such testimony, will enable and assist Saint Anselm College (herein called the “College”), a not-for-profit institution for higher education, to provide educational facilities within the State of New Hampshire (herein called the “State”); and

(2) The Project, and the project to which the refinancing of any existing indebtedness relates, will be leased to, or owned by, the College, which is a financially responsible participating institution within the State; and

(3) Adequate provision has been, or will be, made for the payment of the cost of the construction and acquisition of the Project, as well as any refinancing of existing indebtedness; and under no circumstances will the State be obligated, directly or indirectly, for the payment of the principal of, or interest on, any obligations issued to finance such construction and acquisition, or to provide for the refinancing of existing indebtedness or obligations to which such refinancing of existing indebtedness relates; and

(4) Adequate provision has been, or will be, made in any lease or mortgage of the Project to be undertaken or any property leased or mortgaged in connection with the issuance of bonds or notes for the payment of all costs of operation, maintenance and upkeep of the Project by the College so that under no circumstances will the State be obligated, directly or indirectly, for the payment of such costs; and

(5) Adequate provision has been, or will be, made to obligate the College to hold and use the Project for educational purposes so long as the principal of and interest on bonds or other

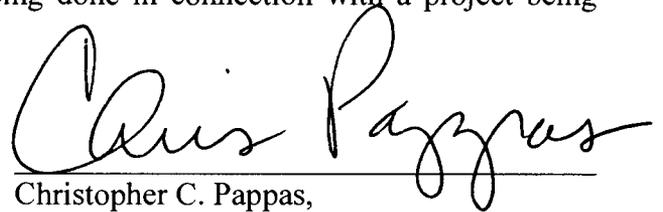
obligations issued by the New Hampshire Health and Education Facilities Authority (herein called the "Authority") to finance the cost of the Project, including any refunding bonds issued to refund and refinance such bonds, have not been fully paid and retired and all other conditions of the resolution or trust agreement authorizing and securing the same have not been satisfied and the lien of such resolution or trust agreement has not been released in accordance with the provisions thereof; and

(6) The construction and acquisition of the Project or any refinancing of existing indebtedness will be within the authority conferred by Chapter 195-D of the New Hampshire Revised Statutes Annotated upon the Authority; and

(7) The construction and acquisition of the Project serves a need presently not fulfilled in providing educational facilities within the State and is of public use and benefit; and

(8) The refinancing of existing indebtedness will assist the College in lowering the cost or providing education within the State and is being done in connection with a project being provided by the College.

Dated: February 1, 2018

A handwritten signature in black ink that reads "Chris Pappas". The signature is written in a cursive style with a horizontal line underneath it.

Christopher C. Pappas,  
Executive Councilor  
Designee of the Governor and Council

**RATIFICATION AND GOVERNOR'S APPROVAL**

The Governor and Council hereby ratify, confirm, approve and adopt the findings set forth in the Report and Findings attached hereto made by Christopher C. Pappas, the Designee of the Governor and Council to hold a hearing and make findings pursuant to Section 21 of the New Hampshire Health and Education Facilities Authority Act, Chapter 195-D of the New Hampshire Revised Statutes Annotated. The hearing was required and held as a result of an application submitted to the New Hampshire Health and Education Facilities Authority by Saint Anselm College, a not-for-profit institution for higher education located in Goffstown, New Hampshire. The hearing was held on February 1, 2018, following public notice published in the New Hampshire Union Leader on January 29, 2018, in the Conference Room of Alumni Hall at Saint Anselm College, Saint Anselm Drive, Goffstown, New Hampshire at 2:00 p.m.

The Governor's signature constitutes his approval under Section 147(f) of the Internal Revenue Code of 1986, as amended, of the issuance of the bonds described herein and in the hearing held by the Authority on February 20, 2018, as described in the Notice of Public Hearing published on February 5, 2018 in the New Hampshire Union Leader.

Dated: February 21, 2018

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Governor and Council

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