

CREDIT OPINION

21 October 2019



Contacts

Debra Roane +1.212.553.6899 VP-Sr Credit Officer debra.roane@moodys.com

Dennis M. Gephardt +1.212.553.7209 VP-Sr Credit Officer

dennis.gephardt@moodys.com

Michael Osborn +1.212.553.7799

VP-Senior Analyst

michael.osborn@moodys.com

CLIENT SERVICES

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

Reed College, OR

Update to credit analysis

Summary

Reed College's credit quality (Aa2 stable) reflects its steady student demand as a liberal arts college with an increasingly national brand, contributing to excellent strategic positioning. The college has generated consistently strong operating cash flow and has sizable financial reserves and robust liquidity. Offsetting considerations includes the college's relatively small scale of operations, a highly competitive environment as Reed increasingly competes against a broader pool of well resourced colleges and volatility in revenue and financial results given fluctuations in gifts for operations.

Exhibit 1
Flexible reserves provide strong buffer to debt



2019 median data is not available Source: Moody's Investors Service

Credit strengths

- » Flexible reserves support Reed's excellent strategic positioning amply cushioning operations and debt
- » Very strong liquidity with over 900 monthly days cash in fiscal 2019
- » Sound student market position as a nationally recognized liberal arts college accepting around 35% of applicants
- » Operating performance is consistently strong, with average operating margin at 9.6% through fiscal 2019 and cash flow margin of 15.0% in fiscal 2019

Credit challenges

» Reed is increasingly competing against a broader pool of universities, some of which are better resourced

- » A high cost business model and relatively small scale reduce flexibility to quickly adjust operations
- » Philanthropy is low relative to peer institutions with three year average gift per student at \$9,966 in fiscal 2019 compared with the Aa2 median of \$19,240 (fiscal 2018)

» Potential softening in operating results with rising cost pressures and lower gifts before the initiation of a new campaign

Rating outlook

The stable outlook reflects our expectations that student demand will remain sound with consistent growth in net tuition per student in the 3-4% range, that the college will achieve higher levels of fund raising, and that there will be minimal additional borrowing.

Factors that could lead to an upgrade

- » Substantial increase in cash and investments, outpacing peer growth
- » Material strengthening of student demand
- » Significant improvement in philanthropy

Factors that could lead to a downgrade

- » Below peer growth in cash and investments over a multiyear period leading to relative credit weakening
- » Inability to sustain strong operating cash flow
- » Additional debt issuance

Key indicators

Exhibit 2

REED COLLEGE, OR

	2015	2016	2017	2018	2019	Median: Aa Rated Private Universities
Total FTE Enrollment	1,416	1,397	1,433	1,471	1,439	3,094
Operating Revenue (\$000)	93,593	113,266	102,169	109,743	107,629	244,863
Annual Change in Operating Revenue (%)	0.6	21.0	-9.8	7.4	-1.9	3.0
Total Cash & Investments (\$000)	582,522	545,945	602,435	637,396	650,352	1,426,382
Total Debt (\$000)	80,644	79,165	77,790	101,995	100,530	278,625
Spendable Cash & Investments to Total Debt (x)	5.3	4.9	5.6	4.6	4.7	3.5
Spendable Cash & Investments to Operating Expenses (x)	4.8	4.1	4.7	4.8	4.7	3.0
Monthly Days Cash on Hand (x)	835	796	878	932	900	445
Operating Cash Flow Margin (%)	14.5	23.3	16.9	19.4	15.0	15.4
Total Debt to Cash Flow (x)	5.9	3.0	4.5	4.8	6.2	5.4
Annual Debt Service Coverage (x)	3.5	6.7	4.0	5.8	4.3	3.0

Source: Moody's Investors Service

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.moodys.com for the most updated credit rating action information and rating history.

Profile

Reed College, also known as The Reed Institute, is a liberal arts college enrolling approximately 1,439 students in fall 2019 and had \$108 million in operating revenue in fiscal 2019. It is located in Portland, Oregon, and was founded in 1908.

Detailed credit considerations

Market profile: liberal arts college increasingly competing nationally

Reed's increasingly national brand recognition as a prestigious West Coast liberal arts college will enable the college to sustain overall steady enrollment. Continued investment in the campus and programs made possible by accumulated reserves and philanthropy support the college's excellent strategic position.

The college is meeting its target enrollment of just over 1,400 students. Strong growth in net tuition per student is an indication of clear demand and pricing power. Tuition discounting has eased gradually to 35.9% and down from 38.6% in fiscal 2016 and is projected to remain in the mid 30% range, with projected 3-4% growth in net tuition per student incorporated in the college's five year financial plan.

Reed is increasingly competing with a broader array of institutions as its geographic reach has expanded beyond the coasts and into the middle part of the country. The college has increased outreach strategies and invested in higher demand programs such as computer science, math, and environmental studies. It also invested in facilities building a new 180-bed residence and renovating other residence halls, a sports center, and science facilities to sustain its competitive position. It has restructured its financial aid packages to be more competitive, meeting full need inclusive of student loans. Nevertheless, competition and steady discount rates have contributed to declining yield on accepted students, which remained at a low 17% in fall 2019, down from 22% in fall 2015.

Operating performance: healthy operating cash flow despite volatility in gift flow, supported by strong net tuition growth

We expect operating performance to remain sound – operating cash flow margins averaged 18% from fiscal 2015 to fiscal 2019 – supported by robust growth in net tuition revenue. The college will experience some continued variability in performance based on the timing and nature of gift receipts. In fiscal 2019, revenue declined by 1.9% despite the 7% rise in net tuition, because of a sharp decline in contributions for operations. However, this trend followed a sharp rise in gifts and revenue in the prior year. Fiscal 2020 results will be softened by rising costs as capitalized interest for borrowing ends. However, the college's conservative budgeting and good control over spending should at least partially offset pressures.

Reed operates under a high cost business model based on small classes and intensive faculty interaction. A 1999 board approved resolution has a stated goal of a 10:1 faculty student ratio. This business model combined with the college's comparatively small scale -- an operating budget of \$108 million -- as well strong reliance on tuition and auxiliary revenue for approximately 62% of its budget provides Reed's limited flexibility to adjust quickly to any adverse changes in its market and business conditions. The college's longer term flexibility is more substantial given its wealth levels and liquidity.

Wealth and liquidity: strong financial resources and excellent liquidity relative to commitments

The college's strong relative wealth compared to debt and operations will continue to be the primary factor supporting the Aa2 rating and underpinning its excellent strategic positioning. Spendable cash and investments cover operating expenses by 4.7x in fiscal 2019, which compares favorably with the Aa2-rated private universities median of 3.7x.

Furthering its goals on fundraising will be critical to enhancing its wealth and revenue diversity. This is a potentially longer term competitive disadvantage given its above average reliance on student charges. Reed's philanthropy is below many of its competitors with three-year average gift per student of \$9,926 in fiscal 2019 compared to the \$19.240 2018 median for all Aa2-rated private colleges. The college has targeted raising \$50 million by fiscal 2020 as it prepares for a new comprehensive campaign. The endowment will benefit from Reed's gradual progress on reducing its endowment spending rate down to 5% by fiscal 2021 from 5.25% in fiscal 2016.

Investment returns in fiscal 2019, were a relatively weak 3.7% in fiscal 2019. In recent years, risk was lowered by slightly easing exposure to absolute return and private investments and nonmarketable alternatives to around 48% – down from 66% five years ago – and moderately increasing its exposure to fixed income and public equities.

A substantial portion of Reed's financial assets are invested with mutual funds and a comparatively large number of partnerships, 70 private equity and 15 hedge funds, adding complexity to the college's endowment management and manager oversight.

Liquidity

Liquidity will remain healthy relative to commitments, with approximately \$231 million of unrestricted cash and investments that could be liquidated within a month in fiscal 2019. This provides a strong 900 days cash on hand which compares favorably to the fiscal 2018 Aa2 median of private universities of 617 days.

Unfunded commitments total \$103 million in fiscal 2019, amounting to around 16% of the invested portfolio, and are a potential call on liquidity, depending on timing of calls as well as cash flow from existing investment strategies.

Leverage: moderate leverage underpins the rating

Reed's leverage profile remains moderate, although increased with the issuance of \$25 million in fiscal 2018. Debt outstanding of \$100 million is moderate compared to its balance sheet reserves, with spendable cash and investments coverage of debt to 4.6x compared to median of private universities rated Aa2 at 3.5x. Debt affordability is less favorable with debt at 6.2x fiscal 2019 cash flow compared with the 5.7x median.

The opening of a 180 bed residence hall including a large multipurpose classroom and common study and lounging areas in August 2019 has expanded residential capacity on campus and includes design elements and programs focussed on student support. The project is not expected to be self-supporting. A forthcoming \$10 million renovation of the library will be funded through surpluses and bequests. There are no other large projects envisioned or borrowing plans.

Debt structure

Reed's healthy balance sheet and solid operations mitigate the risks from variable rate demand bonds which comprise 35% of debt. The \$35 million of variable rate series 2008 A bonds are supported by a standby bond purchase agreement (SBPA) with Wells Fargo Bank N.A. that expires in 2023. The \$66 million in series 2017A bonds, are fixed rate with capitalized interest until fiscal 2020 and will begin amortizing in 2027, with final maturity in 2048. There are various financial covenants associated with the bonds and SBPA, including an unrestricted liquid asset covenant under which the college has significant headroom.

Debt-related derivatives

Reed has one interest rate swap to partially hedge the interest on the series 2008 bonds with a notional value of \$8.9 million and a \$833 thousand swap liability in fiscal 2019.

Pensions and OPEB

Retirement benefits do not present a large credit risk for Reed. The college has a \$30 million unfunded post-retirement benefit liability for a plan that was closed as of 2006 and had an annual expense of \$952 thousand in fiscal 2019 or 1.0% of total expenses. The college operates a defined contribution pension plan, with an annual expense of \$3.7 million as of fiscal 2019, or 3.7% of expenses, and is also manageable.

Environmental, social and governance (ESG) considerations

Like most of the higher education sector, environmental considerations are not a material credit driver for Reed College at this time.

Social risks include the impact of demographics on college enrollment. The number of Oregon high school graduates is projected to rise at less than 1% over decade through 2026 which combined with the severe competition on the Pacific North West for students can dampen student demand. However, demographic challenges are mitigated by the fact that 93% of students are drawn from other states. The college continues to actively seeking to expand recruitment efforts in new out-of-state markets to counter some of these pressures.

Governance and management are favorable with management's demonstrated ability to adjust its programs, facilities, and outreach to sustain its competitive position. Financial planning is sound, supported by five year financial modeling with realistic assumptions. In 2017, as part of an effort to refine its treasury management, the college adopted a debt policy that includes guidelines on internal debt limits based on debt to endowment and debt service to expenses metrics.

A new President joined the college in July 2019 and has significant experience at similar liberal arts colleges. The college has also adjusted its governance of investment management with an expansion of its internal staff capacity and the hiring of a CIO in August 2019 who is undertaking a full review of investments and fund managers. The rest of the senior leadership team has largely been in place since 2014 and has a good level of engagement with the Board.

Rating methodology and scorecard factors

The <u>Higher Education Methodology</u> includes a scorecard that summarizes the factors that are generally most important to higher education credit profiles. Because the scorecard is a summary and may not include every consideration in the credit analysis for a specific issuer, a scorecard-indicated outcome may or may not match an assigned rating. We assess strategic positioning on a qualitative basis, as described in the methodology.

Operational flexibility provided by strong cushion of reserves to both operations and debt, along with volatility in gift flow which led to a revenue decline in fiscal 2019 but is expected to rise in future years accounts for the two notch difference with the scorecard.

Exhibit 3
Reed College

Rating Factors		Value	Score	
Factor 1:	Market Profile (30%)			
	Scope of Operations (Operating Revenue) (\$000)	107,629	A2	
	Reputation and Pricing Power (Annual Change in Operating Revenue) (%)	(1.9)	B1	
	Strategic Positioning	Aa	Aa	
Factor 2:	Operating Performance (25%)			
	Operating Results (Operating Cash Flow Margin) (%)	15.0	Aa3	
	Revenue Diversity (Maximum Single Contribution) (%)	62.1	A2	
Factor 3:	Wealth & Liquidity (25%)			
	Total Wealth (Total Cash & Investments) (\$000)	650,352	Aa3	
	Operating Reserve (Spendable Cash & Investments to Operating Expenses) (x)	4.7	Aa1	
	Liquidity (Monthly Days Cash on Hand)	900	Aaa	
Factor 4:	Leverage (20%)			
	Financial Leverage (Spendable Cash & Investments to Total Debt) (x)	4.7	Aa1	
	Debt Affordability (Total Debt to Cash Flow) (x)	6.2	A1	
	Scorecard-Indicated Outcome		A1	
	Assigned Rating		Aa2	

Data is based on most recent fiscal year available. Debt may include pro forma data for new debt issued or proposed to be issued after the close of the fiscal year.

For non-US issuers, nominal figures are in US dollars consistent with the Higher Education Methodology

Source: Moody's Investors Service

© 2019 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 INVESTORS SERVICE, INC. AND ITS RATINGS AFFILIATES ("MIS") ARE MOODY'S CURRENT OPINIONS OF THE RELATIVE FUTURE CREDIT RISK OF ENTITIES, CREDIT COMMITMENTS, OR DEBT-LIKE SECURITIES, AND MOODY'S PUBLICATIONS MAY INCLUDE MOODY'S CURRENT OPINIONS OF THE RELATIVE FUTURE CREDIT RISK OF ENTITIES, CREDIT COMMITMENTS, OR DEBT-LIKE SECURITIES. 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 MOODY'S RATING SYMBOLS AND DEFINITIONS PUBLICATION FOR INFORMATION ON THE TYPES OF CONTRACTUAL FINANCIAL OBLIGATIONS ADDRESSED BY MOODY'S RATINGS. CREDIT RATINGS DO NOT ADDRESS ANY OTHER RISK, INCLUDING BUT NOT LIMITED TO: LIQUIDITY RISK, MARKET VALUE RISK, OR PRICE VOLATILITY. CREDIT RATINGS AND MOODY'S 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. CREDIT RATINGS AND MOODY'S PUBLICATIONS TO PROVIDE INVESTMENT OR FINANCIAL ADVICE, AND CREDIT RATINGS AND MOODY'S PUBLICATIONS ARE NOT AND DO NOT PROVIDE RECOMMENDATIONS TO PURCHASE, SELL, OR HOLD PARTICULAR SECURITIES. NEITHER CREDIT RATINGS NOR MOODY'S PUBLICATIONS OWN MOODY'S PUBLICATIONS ON 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 AND MOODY'S 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 OR MOODY'S 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.

CREDIT RATINGS AND MOODY'S 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 the Moody's 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 OR 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 rating, agreed to pay to Moody's Investors Service, Inc. for ratings opinions and services rendered by it fees ranging from \$1,000 to approximately \$2,700,000. MCO and MIS also maintain policies and procedures to address the independence of MIS's ratings and rating processes. Information regarding certain affiliations that may exist between directors of MCO and rated entities, and between entities who hold ratings from MIS and have also publicly reported to the SEC an ownership interest in MCO of more than 5%, is posted annually at 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 rating, agreed to pay to MJKK or MSFJ (as applicable) for ratings opinions and services rendered by it fees ranging from JPY125,000 to approximately JPY250,000,000.

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

REPORT NUMBER

1199146

CLIENT SERVICES

 Americas
 1-212-553-1653

 Asia Pacific
 852-3551-3077

 Japan
 81-3-5408-4100

 EMEA
 44-20-7772-5454

