



California Infrastructure and
Economic Development Bank

California Infrastructure and Economic Development Bank

2017 Debt Management Policy

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INTRODUCTION

I. BACKGROUND

The California Infrastructure and Economic Development Bank (“IBank”) was created in 1994 to finance public infrastructure and private development that promote a healthy climate for jobs, contribute to a strong economy and improve the quality of life in California communities. IBank operates pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act contained in the California Government Code Sections 63000 *et seq* (“IBank Act or Act”). IBank is governed by a five-member Board of Directors (“Board”) consisting of high level government officials, including one elected official and one Governor appointee.

IBank has broad authority to issue tax-exempt and taxable revenue bonds, provide financing to public agencies, provide credit enhancements, acquire or lease facilities, leverage State and Federal funds and provide other types of financial assistance for economic development facilities, public development facilities and for other financial purposes that are authorized by law.

IBank current programs include:

- Infrastructure State Revolving Fund Program (“ISRF Program”).
- California Lending for Energy and Environmental Needs Center (“CLEEN Center”)
- Bond Financing Program¹
- Small Business Finance Center (“SBFC”)²

Other programs may be added in the future.

II. PURPOSE OF THE DEBT MANAGEMENT POLICY

The purpose of IBank’s Debt Management Policy (“Debt Policy”) is to establish comprehensive guidelines for the issuance and management of IBank bonds and other obligations for borrowed money, including revenue notes and commercial paper notes (collectively, “Bonds”). This Debt Policy is intended to help ensure that: (i) the IBank Board of Directors (“Board”) and IBank staff adhere to sound debt issuance and management practices; (ii) IBank achieves the most advantageous cost of borrowing while at the same time accepting only prudent levels of risk; and (iii) IBank maintains a sound debt position and preserves the credit quality of its Direct Bonds.

Bonds issued to fund IBank’s programs (such as the ISRF Program) in which bond proceeds are used for its own programs are Direct Bonds. Certain bonds that are issued on behalf of another entity (“Borrower”) that is responsible for repayment of the obligation but for which the IBank participates in the structuring and post-issuance bond administration on behalf of the Borrower (such as the School Bonds Program) are also considered Direct Bonds for purposes of this Debt Policy. Bonds issued on the behalf of, administered and repaid by a Borrower are conduit bonds (“Conduit Bonds”). Conduit

¹ The Bond Financing Program includes 501(c)(3) conduit bonds, Industrial Development Bonds, Exempt Facility Bonds, and Public Agency Revenue Bonds. Included with Public Agency Revenue Bonds are State School Fund Apportionment Bonds.

² The Small Business Finance Center includes the Small Business Loan Guarantee Program, the State Small Business Credit Initiative, Jump Start Program, Farm Loan Program, Surety Bond Guarantee Programs, and the Disaster Loan Guarantee Program.

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Bonds include: Qualified 501(c)(3) Bonds, IDBs, Exempt Facility Bonds, Public Agency Revenue Bonds or other bonds issued on behalf of a Borrower.

This Debt Policy encompasses both Direct Bonds and Conduit Bonds.

IBank intends for this Debt Policy to be applied in conjunction with Board approved Policies and Procedures for Conduit Revenue Bond Financing for Economic Development Facilities, Investment Policy, and Post-Issuance Tax Compliance Policy, and to not supersede any of these policies.

This Debt Policy provides the Board with the discretion to exempt, waive, except, or add to any provision it deems appropriate and may amend the policies set forth herein from time to time, directs IBank's Executive Director and his/her assignees to periodically review the policy and recommend any changes to the Board.

III. GENERAL DEBT POLICY PRINCIPLES

A. BOARD ROLE AND RESPONSIBILITY

The Board shall:

1. Approve the Debt Policy, periodically review the policy and approve any amendments when determined necessary.
2. Approve the terms and conditions for the issuance of Direct Bonds and Conduit Bonds.
3. Approve Direct Bond and Conduit Bond amendment documents not otherwise delegated to and performed by the Executive Director.

B. STATUTORY DEBT LIMITATIONS

IBank will comply with statutory limitations on the level of indebtedness for each of its programs. Pursuant to Government Code Section 63071(b), the maximum amount of bonds outstanding issued to finance public development facilities (defined in Government Code Section 63010(q)) shall not exceed \$5 billion, and the total amount of rate reduction bonds that may be outstanding at any one time shall not exceed \$10 billion dollars.

For programs that are not statutorily limited, the maximum level of indebtedness will be governed by available pledged revenue streams and rate covenants or additional bond tests contained in the legal documents.

C. FEDERAL TAX AND REGULATORY COMPLIANCE

IBank complies with all U.S. Internal Revenue Service ("IRS"), Municipal Securities Rulemaking Board ("MSRB"), and Securities and Exchange Commission ("SEC") rules and regulations applicable to the issuance of Direct Bonds and Conduit Bonds.

DIRECT BONDS

I. EXECUTIVE DIRECTOR ROLE AND RESPONSIBILITY

The primary responsibility for Direct Bonds debt management rests with IBank's Executive Director and those senior members of IBank staff that the Executive Director assigns such responsibilities to (collectively, "the Executive Director"). Pursuant to the IBank Act, and particularly Government Code Section 63024, the Executive Director has statutory authority, including, but not limited to, the ability to engage the services of public finance professionals such as legal counsel, financial advisors and technical advisors to assist IBank in performing its duties. Additionally, Resolution No. 16-07, adopted by the Board on March 22, 2016, authorized the delegation of certain Board powers to the Executive Director.

For Direct Bonds, the role of the Executive Director and his or her assignees typically involves the following:

1. Approve the appointment of financial advisor, bond counsel, and other Direct Bonds service providers.
2. In consultation with financial advisor, bond counsel and IBank staff, determine the most appropriate structure, terms, conditions and method of sale for Direct Bonds and make recommendations to the Board as to such matters.
3. Provide for and participate in the preparation and review of all legal, offering and/or disclosure documents in connection with Direct Bonds.
4. Undertake to implement the issuance of Direct Bonds approved by the Board and do so at the most advantageous interest and other costs consistent with Board approval and prudent levels of risk.
5. Execute and deliver agreements or documents necessary or desirable in connection with the issuance of Direct Bonds.
6. In consultation with IBank legal counsel, ensure IBank compliance with any IRS, SEC, and MSRB rules and regulations applicable to the issuance of Direct Bonds.
7. Provide for the timely payment of principal of and interest on Direct Bonds.
8. Monitor opportunities to refund Direct Bonds and recommend refunding's to the Board, as appropriate.
9. In consultation with IBank legal counsel, ensure IBank compliance with the covenants and disclosures required by the legal documents governing the issuance of the Direct Bonds.
10. Distribute to appropriate repositories information regarding IBank's financial condition and affairs at such times and in the form required by law, regulation and general practice, including Rule 15c2-12 regarding continuing disclosure.
11. Provide for the distribution of pertinent Direct Bonds information to rating agencies, bond insurers, investment providers, and to the extent necessary, investors and other market participants prior to and subsequent to the issuance of Direct Bonds.
12. Ensure that IBank maintains records required to be maintained in connection with the Direct Bond.
13. In accordance with Government Code Section 63071(b), and in consultation with IBank legal counsel, ensure compliance with the statutory limit on the amount of bonds issued to finance public development facilities (as such term is defined in the IBank Act) that can be outstanding at any one time.
14. Apply and promote prudent ongoing IBank and Direct Bonds fiscal and administration practices.

II. PROFESSIONAL SERVICES

IBank shall procure professional services as required to effect the issuance or refunding of Direct Bonds and to advise IBank on other bond-related activities. Professional services may include consultants (financial advisor, special counsel, bond, disclosure and tax counsel) and other service providers (including, but not limited to, trustee, title or escrow agent, verification agent, underwriter, printer, arbitrage rebate service provider and credit enhancement provider).

A. SELECTION PROCESS

Determining the need for and the selection of professional services firms to effect the issuance or refunding of Direct Bonds or for other bond-related activities is at the discretion of the Executive Director.

B. FINANCIAL ADVISOR

IBank may appoint a financial advisor or advisors, from time to time, to assist in the issuance of Direct Bonds, and with matters relating to outstanding Direct Bonds. Assistance to be provided by the financial advisor may include, but is not limited to:

- monitor market opportunities for issuance of new money bonds;
- evaluate possible financing options;
- analyze the costs and risks of debt issuance;
- structure debt issuance;
- negotiate and review of bond documents;
- review of official statement;
- work with the State Treasurer's Office on pricing, including, in the case of a negotiated sale, advocacy to ensure the most cost effective transaction under current market conditions including interest rates, compensation and fees;
- monitor opportunities to refund IBank Direct Bonds debt; and,
- other bond-related activities.

C. BOND COUNSEL

IBank shall retain the services of a nationally recognized firm in the area of public finance to act as Bond Counsel for the issuance of Direct Bonds. The firm selected as bond counsel will be expected to provide the full range of legal services required in connection with the successful issuance and delivery of the bond issues, including the provision of a written opinion affirming IBank is authorized to issue the proposed debt, that all constitutional and statutory requirements necessary for issuance have been met, and a determination of the federal income tax status. IBank will select Bond Counsel from the State Treasurer's Office "Bond Counsel Pool" list.

D. DISCLOSURE COUNSEL

In the determination of the Executive Director, in consultation with IBank General Counsel, where warranted, IBank may engage the services of a Disclosure Counsel for the issuance of Direct Bonds. Disclosure Counsel shall be a firm with nationally recognized expertise in the area of public finance with the ability to render a customary "10b-5" negative assurance letter in connection with the issuance of Direct Bonds and with respect to the official statement or other disclosure document. IBank will select Disclosure Counsel from the State Treasurer's Office "Bond Counsel Pool" list.

E. SPECIAL COUNSEL

IBank may retain the services of special counsel to advise IBank with on-going legal issues related to its outstanding Direct Bonds and other bond-related activities.

F. BOND TRUSTEE, TITLE OR ESCROW AGENT, TENDER AGENT, VERIFICATION AGENT, DISSEMINATION AGENT

In the event that Direct Bonds are sold through a public offering, IBank may appoint, as necessary, trustees, title or escrow agents, tender agents, verification agents, dissemination agents and other such parties to accomplish the public offering and sale of Direct Bonds.

G. AGENT FOR SALE

Pursuant to Government Code Section 63074, the State Treasurer's Office is designated as agent for sale of all Direct Bonds, if the Direct Bonds are sold as a negotiated or competitive sale, and for certain limited offerings.

H. UNDERWRITER(S)

The State Treasurer's Office, as agent for sale of all Direct Bonds, is responsible for selecting underwriter(s) if the Direct Bonds are sold in a negotiated sale and for certain limited offerings, or awarding the winning bidder in a competitive sale. The Executive Director and appropriate IBank staff shall coordinate with the State Treasurer's Office regarding underwriter(s) selection.

I. CREDIT ENHANCEMENT PROVIDER

To enhance the marketability of some Direct Bonds, the Executive Director with the assistance of his or her financial advisor will consider and may recommend to the Board the inclusion of credit enhancement instruments offered by credit enhancement providers such as bond insurers, surety policy providers, letter of credit providers, line of credit providers or other liquidity providers for the issuance of Direct Bonds.

J. ARBITRAGE REBATE SERVICE PROVIDER

Refer to the Post-Issuance Tax Compliance Policy for Tax-Exempt Bonds.

K. INVESTMENT SERVICE PROVIDER

Refer to the Investment Policy.

III. COMMUNICATION GUIDELINES

The Executive Director and appropriate IBank staff are tasked with fostering good working relationships with credit rating analysts assigned to IBank Direct Bonds by nationally recognized credit rating agencies ("Credit Rating Agencies"). The Executive Director is also tasked, to the extent feasible, with fostering good relations with Direct Bonds investors and the general public.

Communication with the Credit Rating Agencies, investors and the general public shall include:

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1. Disclosure of the financial condition of IBank, including timely dissemination of IBank's annual financial report, following its acceptance by the Board.
2. When deemed appropriate, a presentation to the Credit Rating Agencies prior to a Direct Bonds issuance covering IBank financial, operational, and other issues important to obtaining a Direct Bonds rating.
3. Distribution of any documents pertaining to the sale of Direct Bonds.
4. Timely dissemination of any information required by the Credit Rating Agencies during periodic Direct Bonds credit rating surveillances.
5. Timely disclosure of any Direct Bonds post-issuance IBank financial or other events that may impact IBank's Direct Bonds credit ratings.
6. To the extent practicable, communicate relevant IBank financial, operational and other information that may be important to potential investors and the general public.

IV. GUIDELINES FOR SALE OF DIRECT BONDS

In accordance with IBank's responsibility to establish the method and manner of sale of Direct Bonds, all Direct Bonds will be issued subject to the following guidelines.

A. METHODS OF SALE

The Executive Director with the assistance of the financial advisor shall determine the method of sale for Direct Bonds. The method of sale utilized shall be one that is reasonably expected to produce an advantageous interest cost, and provides the flexibility necessary or desirable in connection with the structuring, timing, or terms of such sale.

Conditions of Competitive Sale

A Direct Bonds competitive sale may be appropriate under the following circumstances:

1. The bonds do not include any unusual call provisions or other terms.
2. The bonds are expected to be of relatively high credit quality.
3. Demand for the bonds is expected to be stable.
4. Prices in the municipal bond market are relatively stable.
5. Market timing is not critical to the pricing of the bonds.

Competitive sales may be conducted through internet-based or other electronic bidding systems.

Conditions of Negotiated Sale

A. A Direct Bonds negotiated sale may be appropriate under the following circumstances:

1. The bonds include unusual call provisions or other terms.
2. Prices in the municipal bond market are relatively volatile.
3. Market timing is important to the pricing of the bonds.
4. The structure of the financing is complex or unusual.
5. Demand for the bonds is expected to be weak, as a result of credit issues, market perceptions, unusual structures, or other factors.

B. Pricing and Allocation of Negotiated Sales

The Executive Director, with the assistance of one or more financial advisors and the State Treasurer's Office as agent for sale, shall evaluate the proposed pricing and other terms offered by the

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underwriter(s) in relationship to prevailing market prices on the date of sale and prevailing practices in the municipal bond market, in each case with respect to comparable issuances. If there are multiple underwriters, the State Treasurer's Office, with the assistance of IBank's financial advisor, will, among other things, establish appropriate levels of liability and participation among the underwriters, and the priority of orders.

Final Direct Bonds pricing terms and allocations will be consistent with the Direct Bonds terms and conditions approved by the Board, and will be based on prevailing terms and conditions in the marketplace for comparable issues. The Direct Bonds final pricing and outcome of such sale negotiations shall be incorporated in a bond purchase contract and is subject to Executive Director and State Treasurer's Office final approval. The senior managing underwriter and/or the IBank financial advisor in conjunction with the State Treasurer's Office shall also provide IBank with a final pricing analysis promptly following the closing, including without limitation the results of comparable sales in the market at or near the time of IBank's sale.

Conditions of Private Placement

When deemed appropriate to minimize the costs and risks of IBank's Direct Bonds issue, the Executive Director may submit to the Board a recommendation to sell the Direct Bonds through private placement.

B. STRUCTURE OF DIRECT BONDS

Maturity - IBank shall issue Direct Bonds with a final maturity and average life that complies with state and federal laws and in keeping with prudent fiscal practices so that maturity is consistent with the life of the capital assets being financed.

Reserve Fund - IBank may issue Direct Bonds that are secured by amounts on deposit in or credited to a debt service reserve fund or account in order to minimize the net cost of borrowing and/or to provide additional reserves for debt service or other purposes. Debt service reserve funds may secure one or more issues of Direct Bonds, and may be funded by proceeds of the bonds, other available moneys of IBank, and/or by surety policies, letters or lines of credit or other similar instruments.

Capitalized Interest Fund - Direct Bonds capitalized interest is permitted when deemed appropriate.

Tax Status - Unless otherwise justified and deemed necessary, IBank shall issue Direct Bonds on a tax-exempt basis.

Credit Ratings - The Executive Director with the assistance of one or more financial advisors will determine if and how many credit ratings are recommended in association with a particular transaction.

C. REFUNDING SAVINGS THRESHOLDS

IBank may issue Direct Bonds or use available cash to defease or refund the principal of and interest on outstanding Direct Bonds in order to achieve any of the following: (i) achieve debt service savings; (ii) restructure scheduled debt service; (iii) convert from or to a variable or fixed interest rate structure; (iv) change or modify the source or sources of payment and security for the refunded Direct Bonds; (v) modify covenants otherwise binding upon IBank or (vi) restructure Direct Bonds that are in a state of distress due to market conditions, credit quality issues related to the credit enhancement provider or IBank, or other issues. Refunding of Direct Bonds may be issued either on a current or advance basis, as permitted by applicable Federal tax laws. Refunded Direct Bonds may be cancelled or purchased and held in a trust, escrow or other manner.

An “advance refunding” Direct Bonds transaction will require a net present value savings of a minimum three percent (3%) of the principal amount of the debt being refunded, unless otherwise approved by the Board.

A “current refunding” transaction for Direct Bonds will not be subject to a minimum savings threshold.

V. TYPES OF DEBT

Fixed Rate Bonds - Fixed-rate Direct Bonds shall be the preferred type of Direct Bonds issued by IBank. This preference reflects a desire to fix future interest costs and to insulate Direct Bonds from interest rate risk whenever possible.

Variable Rate Bonds - Variable rate Direct Bonds may be another type of Direct Bonds issued by IBank, when appropriate.

Long-Term Bonds - IBank may issue Direct Bonds with longer-term maturities to amortize capital costs or other costs over a period commensurate with the expected life, use or benefit provided by the project, program or facilities financed from such Direct Bonds. Long-term Direct Bonds shall consist of Direct Bonds of an issue with a final maturity of 5 years or more.

Short-Term Bonds - IBank may issue Direct Bonds with shorter-term maturities, including but not limited to, commercial paper and grant and revenue anticipation notes to provide (i) interim financing for capital projects in anticipation of the issuance of longer-term Direct Bonds and/or the receipt of grant or other moneys or (ii) to purchase, refund or otherwise amend Direct Bonds in the event that long-term markets are inaccessible, or for other purposes. Short-term Direct Bonds shall consist of Direct Bonds of an issue with a final maturity of less than 5 years.

VI. DERIVATIVES

Overview

A derivative is defined as a financial arrangement the returns of which are dependent upon, or derived from, some underlying published index, interest rate, or rate of exchange; bond; or other asset, and includes (1) Interest Rate Swap Agreements, (2) Cap and Collar Agreements, and (3) Swap Options.

Interest Rate Swaps - An interest rate swap agreement provides that the issuer will pay the contracting party based upon a fixed or floating rate and will receive payments based upon a fixed or floating rate. The floating rate will be reset at regular dates and is usually based on London Interbank Offering Rate

(LIBOR) or other published index rates. The settlement is payment or receipt of the net amount or "spread" as provided under the terms of the swap agreement.

Caps and Collars - In addition to swap agreements, it may be necessary to reduce risk and exposure by limiting the yield, or spread, of the swap agreement. These limits, called collars, consist of a "cap" or maximum rate, and the "floor" or minimum rate that are agreed upon between the issuer and the contracting party.

Swap Options - The current sale of an option (future right) to enter into an interest rate swap on the call date. If the swap has value to the counterparty, it would exercise its right to enter into a swap. If the swap has no value to the counterparty, it will allow the swap to expire unexercised and the issuer retains the swap option premium and call option on underlying bonds. The swap option premium paid by the counterparty to the issuer represents the intrinsic value of the swap.

IBank Use of Derivatives

Unless otherwise approved by the Board, derivative products will not be utilized for Direct Bonds.

VII. OVERSIGHT AND COMPLIANCE

Disclosure and Continuing Disclosure

The Executive Director, in consultation with legal counsel and the financial advisor(s) for the Direct Bonds shall make every effort to ensure that all IBank information provided for use in an official statement or other disclosure document is complete and accurate as of its date in accordance with the standards of securities and disclosure laws applicable to IBank.

In connection with each Direct Bonds issuance and sale, the Executive Director shall also enter into a continuing disclosure agreement or otherwise provide undertakings for continuing disclosure sufficient to satisfy the requirement of SEC Rule 15c2-12, if applicable. IBank recognizes the need to provide investors with timely access, on an ongoing basis, to information relating to IBank or another Direct Bonds entity's financial condition and affairs. In accordance with the aforementioned continuing disclosure undertaking, the Executive Director will, cause IBank and any other entity (such as a school district) on whose behalf IBank has issued Direct Bonds to make such information available to the public at large and to the appropriate repositories in the form required by applicable law.

CONDUIT BONDS

In the case of Conduit Bonds, IBank acts as an issuer on behalf of another entity that is seeking to borrow the proceeds of IBank bonds ("Conduit Borrower"). For Conduit Bonds, the Conduit Borrower has the sole obligation for payment of debt service on such bonds and primary, if not sole, obligations for compliance with any post issuance tax requirements applicable to the Conduit Bonds. IBank has no financial obligations for such Conduit Bonds.

In addition, for Conduit Bonds, the underwriter who initially purchases the Conduit Bonds (for resale to investors who are to become bondholders) is the party that evaluates the creditworthiness of the Conduit Borrower and the security offered, unless the bonds are sold as a private placement, in which case the bond purchaser evaluates the creditworthiness of the Conduit Borrower and the security offered. Similarly for Conduit Bonds, a financial advisor selected by the Conduit Borrower is the entity

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that advises the Conduit Borrower on bond structuring matters such as debt service reserve funds, the use of derivatives, optional redemptions and other debt structuring matters.

IBank does not assume responsibility for the administration or repayment of Conduit Bonds, it plays a very limited role in determining debt structuring practices, such as bond sizing, security and method of sale, that are the subject matter of this Debt Policy. As such, this portion of the Debt Policy confines itself to broad statements of IBank's intent to ensure IBank's adherence to its legal authority as set forth in the Bergeson-Peace Infrastructure and Economic Development Bank Act contained in the California Government Code Sections 63000 *et seq.* ("IBank Act").

Further, for Conduit Bonds, it is IBank's intent to provide guidance as to its willingness to serve as a conduit issuer by setting forth its terms, conditions and practices in IBank Policies and Procedures for Conduit Revenue Bond Financing for Economic Development Facilities that are in effect as of the date that such Conduit Bonds are proposed to be issued.

Moreover, for Conduit Bonds, it is IBank's intent to outline its post-issuance tax compliance practices in its IBank Post-Issuance Tax Compliance Policy for Tax Exempt Bonds that is in effect as of the date that such Conduit Bonds are issued.

DEBT POLICY REVIEW

The Executive Director shall periodically, but no less than annually and in connection with the issuance of Direct Bonds, review the Debt Policy. Further, the Executive Director shall consult with professionals, as the Executive Director deems necessary and appropriate, in connection with such periodic Debt Policy review. In the event the Executive Director determines changes to this Debt Policy are necessary or advisable, the Executive Director shall present to the Board for its review and approval a revised Debt Policy incorporating such revisions. The Debt Policy, together with any proposed revisions thereto, shall be presented to the Board for its review and approval at least once every five years after the Board approves the issuance of any Direct Bonds or the Debt Policy is otherwise amended.