RESOLUTION NO. 19-048

OF BOARD OF DIRECTORS OF ALAMEDA COUNTY WATER DISTRICT
APPROVING UPDATED DEBT MANAGEMENT AND DISCLOSURE POLICY

WHEREAS, the Alameda County Water District has outstanding debt and may issue additional debt in the future; and

WHEREAS, the Alameda County Water District is committed to prudent financial management, systematic capital planning, and long-term financial planning; and

WHEREAS, on August 10, 2017, the Board adopted its Debt Management and Disclosure Policy, which sets forth guidelines for the financing of capital projects and establishes general parameters for the issuance and administration of bonds and other forms of indebtedness; and

WHEREAS, on October 11, 2018, the Board updated the Debt Management and Disclosure Policy to confirm that arbitrage calculations will be done every five years or no less frequently that the maximum period allowed by law and to clarify the District’s continuing disclosure dissemination protocol; and

WHEREAS, the Board desires to update the Debt Management and Disclosure Policy to confirm that the District will evaluate whether or not to capitalize interest during the construction period of a project on a case-by-case basis; confirm that it is the intent of the District to maintain the debt service coverage ratio at 2.00 or higher; and as required for transactions closed after February 2019, the District will disclose any incurrence of a material financial obligation which may affect bondholders or any events under the terms of a financial obligation that may reflect financial difficulties. An example of a financial obligation would include a new debt issuance
while an example of an event that reflects financial difficulties would include failure to make a required debt service payment.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of ALAMEDA COUNTY WATER DISTRICT that the Updated Debt Management and Disclosure Policy as documented in Exhibit A, attached hereto and incorporated herein as though fully set forth, is hereby approved as the debt policy of the ALAMEDA COUNTY WATER DISTRICT.

PASSED AND ADOPTED this 11th day of July, 2019, by the following vote:

AYES: Directors Huang, Akbari, Sethy, Weed, and Gunther

NOES: None

ABSENT: None

/s/ JAMES G. GUNTHER
James G. Gunther, President
Board of Directors
Alameda County Water District

ATTEST:

/s/ GINA MARKOU
Gina Markou, District Secretary
Alameda County Water District
(Seal)

/s/ PATRICK T. MIYAKI
Patrick T. Miyaki, General Counsel
Alameda County Water District
POLICY

The Debt Management and Disclosure Policy (the “Debt Policy”) sets forth guidelines for the financing of capital projects and establishes general parameters for the issuance and administration of bonds and other forms of indebtedness.

The Alameda County Water District (the “District”) is committed to prudent financial management, systematic capital planning, and long-term financial planning. It is the purpose of the Debt Policy to further the District’s mission to provide a reliable supply of high quality water at a reasonable price to customers through the pursuit of the following objectives:

- guide the prudent use of resources
- maintain access to cost-effective borrowing
- minimize debt service and issuance costs
- retain the highest possible credit rating
- maintain full and complete financial disclosure and reporting
- achieve full and timely repayment of debt
- ensure future financial flexibility

All indebtedness shall be integrated with the District’s biennial Operating Budget, 25-Year Capital Improvement Program, and Financial Planning Model. New indebtedness will be evaluated for impact to pledged revenue, debt service coverage, and annual debt service.

CRITERIA FOR DEBT FINANCING/POLICY GOALS

As a guiding policy, debt financing shall only be used to fund the design, construction, or acquisition of capital assets; it will not be used for operating and maintenance or other recurring costs. The District will use the following criteria to evaluate pay-as-you-go versus pay-as-you-use (debt) financing for portions of its capital improvement program from time to time:

Factors Favoring Pay-As-You-Go Financing

- useful life or average life of the asset is less than the term of the financing
- project can be adequately funded with current resources
- additional debt would adversely affect the District’s cash flow position, operating flexibility, or ability to maintain compliance with existing debt covenants
- capital market conditions are unstable or present difficulties in financing
Factors Favoring Pay-As-You-Use (Debt) Financing

- useful life or average life of the asset or project is equal to or greater than the term of the financing
- proposed pledged revenues for debt service are sufficient and reliable so that long-term financing can be obtained at favorable interest rates
- additional debt would not adversely impact covenants of outstanding debt
- determination that it would be prudent to provide intergenerational equity
- project is mandated by state or federal requirements and other funding options are insufficient or unavailable
- project is immediately required to meet District needs and other funding options are insufficient or unavailable

METHODS OF FINANCING

The District will evaluate all possible project financing alternatives including, but not limited to, bonds (issued either directly by the District or through a joint powers authority), bank loans, lines of credit, commercial paper, state revolving funds, Water Infrastructure Finance and Innovation Act (WIFIA) loans, interfund borrowing, and grants. Financing methods will be evaluated within the framework of the District’s outstanding debt and long-term financial planning model. Financing will be evaluated in combination of all outstanding debt to ensure debt coverage and District creditworthiness is not adversely impacted.

DEBT ISSUANCE

While the District strives to adhere to the Debt Policy, changes in capital markets, unforeseen circumstances, or extraordinary conditions may require exceptions. Exceptions to the Debt Policy will be reviewed with the Board of Directors (the “Board”) for consideration prior to debt issuance.

Method of Sale – Bonds will primarily be sold through competitive sale, but may alternatively be sold through a negotiated sale due to volatile market conditions, complex security features, or policy goals. Private Placements will generally be avoided.

Type – The District will typically issue special revenue bonds secured by a pledge of the District’s water revenue.

Term – Debt terms will not exceed the useful life of the asset. Debt will be structured to have a fair allocation of costs to current and future users.

Lien Level – Senior, Junior, and Subordinated Junior Liens will be evaluated based on cost or capacity of the revenue source securing the debt.
**Coupon** – The District will generally seek to issue fixed rate debt and avoid variable rate debt to minimize interest rate risk.

**Maturity** – Debt issuances will typically be a combination of serial and term bonds. Only under certain market conditions will capital appreciation (zero coupon) bonds be used.

**Structure** – Level debt service, level principal, or “wrap around” option bond structures will be evaluated based on projected cash flow, current annual debt service, and estimated project revenues.

**Tax Exempt** – The District will evaluate tax status of any bond sales with bond counsel and comply with all applicable laws and regulations to ensure the tax-exempt status of its bonds. Taxable debt will generally be avoided to reduce interest expense.

**Capitalized Interest** – The District will evaluate whether or not to capitalize interest during the construction period of a project on a case-by-case basis. Generally, capitalized interest will only be considered for a revenue-producing project and such that debt service expense does not begin until the project is expected to be operational and producing revenues.

**Debt Service Coverage** – The District’s existing bond covenants require a debt service coverage ratio (net revenues to debt service) of at least 1.25. It is the intent of the District to maintain the debt service coverage ratio at 2.00 or higher.

**Redemption Provisions** – For all debt issuances, the District will evaluate the cost benefit of redemption provisions, with and without call premiums, against potential interest savings through refunding. Periodic reviews of all outstanding debt will be undertaken to determine redemption opportunities. Redemption will only be considered if allowable by debt covenants and there are sufficient resources to prepay/retire debt without adverse impact to the District’s financial position.

**Credit Enhancement** – Credit enhancements will be evaluated on a case-by-case basis for each debt issuance.

**Debt Service Reserve** – The size of Debt Service Reserve Funds are generally the lesser:

- 10% of par
- 125% of average annual debt service
- 100% of maximum annual debt service

In consultation with the District’s underwriter and financial advisor, debt service reserve funds will not be utilized unless it is determined that it would have an adverse impact to credit ratings or interest rates.

**Derivatives** – Derivative products carry certain risks that are not associated with standard debt instruments. Derivatives will generally not be utilized by the District.
DEBT ADMINISTRATION/INTERNAL CONTROL PROCEDURES

The District shall maintain compliance with all bond covenants and agreement of each debt issuance on an ongoing basis.

Investment of Proceeds – Bond proceeds and reserve funds shall be invested in accordance with each issue’s indenture or trust agreement. All investments will be made in compliance with the District’s Investment Policy.

Arbitrage Compliance – The District will diligently monitor its compliance with Internal Revenue Service regulations and the federal Tax Code to ensure adherence to arbitrage and rebate requirements. The District will implement quinquennial arbitrage reviews or reviews no less frequently than the maximum period allowed by law.

Filing Requirements – The District shall file all required notices and reports with the California Debt and Investment Advisory Commission (CDIAC) in compliance with applicable laws.

Refunding – Periodic reviews of all outstanding debt will be undertaken to determine refunding opportunities. Refunding will be considered (within federal tax law constraints) if and when there is a significant economic benefit of the refunding or the refunding is essential in order to modernize covenants essential to operations and management.

Continuing Disclosure – The District shall comply with the requirements of the Continuing Disclosure Certificate(s) entered into at the time of each debt issuance. The District shall be responsible for providing ongoing disclosure information to the Municipal Securities Rulemaking Board’s (MSRB) Electronic Municipal Market Access (EMMA) system. The District shall require that its dissemination agent provide confirmation that all required documents have been properly distributed to the appropriate parties within the legal deadlines.

In addition to annual reports, Securities and Exchange Commission Rule 15c2-12(b)(5)(i)(C) (“Rule”) obligates the District to disclose in a timely manner not in excess of ten business days after the occurrence of the event, notice of any of the following events with respect to the securities being offered:

- Principal and interest payment delinquencies
- Non-payment related defaults, if material
- Unscheduled draws on debt service reserves reflecting financial difficulties
- Unscheduled draws on credit enhancements reflecting financial difficulties
- Substitution of credit or liquidity providers, or their failure to perform
- Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security
- Modifications to rights of securities holders, if material
- Bond calls, if material, or tender offers
- defeasances
• Release, substitution, or sale of property securing repayment of the securities, if material
• Rating changes
• Bankruptcy, insolvency, receivership or similar event of an obligated person
• The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material
• Appointment of a successor or additional trustee or the change of name of a trustee, if material
• (For any transactions closed after February 2019) Incurrence of a Financial Obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the obligated person, any of which affect security holders, if material.
• (For any transactions closed after February 2019) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the obligated person, any of which reflect financial difficulties.

For purposes of the Rule, “Financial Obligation” means a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) guarantee of (i) or (ii). The term Financial Obligation shall not include municipal securities (defined in the Rule) as to which a final official statement (defined in the Rule) has been provided to the MSRB consistent with the Rule.

Use of Proceeds – The District shall prepare monthly bond expenditure and drawdown reports for management review and approval to ensure that debt proceeds are directed to their intended use and spent within a timely manner. The monthly Revenue & Expenditures report tracks year-to-date capital project expenses and the Bond Project Expenses report tracks the inception-to-date bond project expenses. On a quarterly basis, bond drawdowns are requested based on the Bond Expenses report.

The District shall prepare an annual Revenue & Expenditures report to the Board of Directors for review of remaining bond proceeds and annual spending of each capital project. The report shall be prepared by the District for review by the Board of Directors within 90 days after the close of each fiscal year.

Trustee – In compliance with the Installment Purchase Contract for each debt issuance, the District will annually file with the designated Trustee, all required certificates and will furnish a copy of the certificates to any bondholder and any investment banker, securities dealer and other interested parties requesting copies of the certificates.

Retention – A copy of all relevant documents and records will be maintained by the District for the term of the bonds (including refunding bonds, if any) plus ten years. Relevant documents and records will include sufficient documentation to support the requirements relating to the tax-exempt status, including:
- Bond transcripts, official statement and other offering documents.
- Documents relating to capital expenditures financed by bond proceeds.
- Records identifying the assets or portions of assets that are financed with bond proceeds.
- All records of investments, investment agreements, arbitrage reports, return filings with the IRS and underlying documents, trustee statements, rating correspondence, and continuing disclosure.

**POLICY REVIEW**

The provisions of this policy will be reviewed by the Board of Directors on an annual basis and prior to any new debt issuance.