

RESOLUTION NO. 25-006

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

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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 than the maximum period allowed by law and to clarify the District's continuing disclosure dissemination protocol; and

WHEREAS, on July 11, 2019, the Board updated 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, in compliance with the amended Rule 15c2-12, the District will disclose any incurrence of a material financial obligation or any events under the terms of a financial obligation that may reflect financial difficulties; and

WHEREAS, on July 9, 2020, the Board updated the Debt Management and Disclosure Policy to confirm that the Debt Management and Disclosure Policy is intended to comply with the requirements of Senate Bill 1029 (SB 1029), codified as part of Government Code Section 8855(i), effective on January 1, 2017, and shall govern all debt undertaken by the District; and

WHEREAS, on September 9, 2021, the Board updated the Debt Management and Disclosure Policy to confirm that the use of particular financing methods will also be analyzed as to any impacts to existing bondholder/lender terms and conditions and covenants and impacts to future financial flexibility; and that private placements will generally be avoided, except if implemented through state or federal loan programs offering advantageous interest rates; and

WHEREAS, the Board desires to update the Debt Management and Disclosure Policy to confirm that factors favoring Pay-As-You-Go financing include ongoing renewal or replacement projects or assets, and Pay-As-You-Use (Debt) financing includes major and periodic projects or assets; and private placements will be carefully analyzed as to the terms and conditions of the borrowing versus the competitive or negotiated bond options; and that ratings are an important factor in determining the District's borrowing costs. The number of ratings required for a specific transaction will depend on a number of factors including: i) par size of the contemplated issuance, ii) market conditions, and iii) maturity, among others. Recognizing the costs associated with obtaining ratings, the District will work with its financial advisor and underwriter(s), if any, to determine the appropriate number of ratings for each transaction.

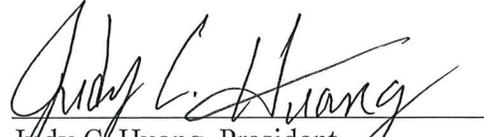
NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of ALAMEDA COUNTY WATER DISTRICT that the Updated Debt Management and Disclosure Policy as documented in Exhibit A, attached hereto and incorporated herein as though fully set forth, is hereby approved as the Debt Management and Disclosure Policy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

PASSED AND ADOPTED this 13<sup>th</sup> day of February 2025, by the following vote:

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

NOES: None

ABSENT: None

  
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Judy C. Huang, President  
Board of Directors  
Alameda County Water District

ATTEST:

  
\_\_\_\_\_  
Marian Hsu, District Secretary  
Alameda County Water District  
(Seal)

APPROVED AS TO FORM:

  
\_\_\_\_\_  
Patrick T. Miyaki, General Counsel  
Alameda County Water District

**ALAMEDA COUNTY WATER DISTRICT  
Debt Management and Disclosure Policy  
February 13, 2025**

**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. This Debt Policy is intended to comply with the requirements of Senate Bill 1029 (SB 1029), codified as part of Government Code Section 8855(i), effective on January 1, 2017, and shall govern all debt undertaken by the District.

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**

- Projects or assets with short useful lives
- Ongoing renewal and replacement projects or assets
- Project can be adequately funded with current resources without impairing the District’s future financial position
- 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

- Projects or assets with long useful lives
- Major and periodic projects or assets
- 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, capital improvement plan and long-term financial planning model. Additionally, the District recognizes that the terms and covenants associated with various financing methods may differ. As such, the use of particular financing methods will also be analyzed as to any impacts to existing bondholder/lender terms and covenants and impacts to future financial flexibility. 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 be carefully analyzed as to the terms and conditions of the borrowing versus the competitive or negotiated bond options.

**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 unless there is a legally required or advantageous reason for utilizing taxable bonds vis-à-vis tax-exempt bonds.

**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 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 is 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 beneficial to the District’s bond issuance or borrowing needs.

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

**Ratings** – Ratings are an important factor in determining the District’s borrowing costs. The

number of ratings required for a specific transaction will depend on a number of factors including: i) par size of the contemplated issuance, ii) market conditions and iii) maturity, among others. Recognizing the costs associated with obtaining ratings, the District will work with its financial advisor and underwriter(s), if any, to determine the appropriate number of ratings for each transaction.

## **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 and State and federal laws.

**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 overseeing the continuing disclosure process and 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.

### **SB 1029 COMPLIANCE**

SB 1029, signed by Governor Brown on September 12, 2016, and enacted as Chapter 307, Statutes of 2016, requires issuers to adopt debt policies addressing each of the five items below, all of which are addressed within this debt policy.

- A. The purposes for which the debt proceeds may be used.
- B. The types of debt that may be issued.
- C. The relationship of the debt to, and integration with, the issuer's capital improvement program or budget, if applicable.
- D. Policy goals related to the issuer's planning goals and objectives.
- E. The internal control procedures that the issuer has implemented, or will implement, to ensure that the proceeds of the proposed debt issuance will be directed to the intended use.

### **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.