



# Agenda

## DEBT AFFORDABILITY ADVISORY COMMITTEE

Tuesday, February 25, 2020  
3:00 P.M.

651 Pine Street, 11<sup>th</sup> Floor - Martinez CA 94553

Hon. Robert R. Campbell, Auditor-Controller  
Hon. Russell V. Watts, Treasurer-Tax Collector  
Lisa Driscoll, County Finance Director  
John Kopchik, Department of Conservation and Development

### Agenda Items:

Items may be taken out of order based on the business of the day  
and preference of the Committee

1. Introductions/Call to Order
2. Public comment on any item under the jurisdiction of the Committee and not on this agenda (speakers may be limited to three minutes).
3. CONSIDER reviewing and approving FY 2019/20 lease purchase transactions in the Department of Information Technology (DoIT). **(Marc Shorr, Chief Information Officer) (Page 3)**

Attachment:

FY 2019/20 DoIT Lease Purchase Memorandum, January 2020

4. CONSIDER reviewing and approving modifications to the County Debt Management Policy. **(Timothy Ewell and, Committee Staff) (Page 6)**

Attachments:

1. Proposed 2020 Debt Policy with Appendices [Clean] **(Page 6)**
2. Appendix 3 "Continuing Disclosure Procedures [Redline] **(Page 71)**
3. Appendix 4 "Community Facilities Districts" [Redline] **(Page 82)**
4. Appendix 5 "Multifamily Mortgage Revenue Bond Program" [Redline] **(Page 103)**

5. CONSIDER reviewing and approving the draft FY 2018/19 Annual Debt Report. **(Timothy Ewell, Committee Staff) (Page 114)**

Attachment:

DRAFT FY 2018/19 Annual Debt Report

6. Adjourn

*The Debt Affordability Advisory Committee will provide reasonable accommodations for persons with disabilities planning to attend Debt Affordability Advisory Committee meetings. Contact the staff person listed below at least 72 hours before the meeting.*

 *Any disclosable public records related to an open session item on a regular meeting agenda and distributed by the County to a majority of members of the Debt Affordability Advisory Committee less than 96 hours prior to that meeting are available for public inspection at 651 Pine Street, 10th floor, during normal business hours.*

 *Public comment may be submitted via electronic mail on agenda items at least one full work day prior to the published meeting time.*

For Additional Information Contact:

Timothy Ewell, Chief Assistant County Administrator  
Phone (925) 335-1036, Fax (925) 646-1353  
Timothy.Ewell@cao.cccounty.us

## Acronyms, Abbreviations, and other Terms (in alphabetical order):

Contra Costa County has a policy of making limited use of acronyms, abbreviations, and industry-specific language in its Board of Supervisors meetings and written materials. Following is a list of commonly used language that may appear in oral presentations and written materials associated with Board meetings:

---

<b>AB</b>	Assembly Bill	HCD	(State Dept of) Housing & Community Development
ABAG	Association of Bay Area Governments	HHS	Department of Health and Human Services
ACA	Assembly Constitutional Amendment	HIPAA	Health Insurance Portability and Accountability Act
ADA	Americans with Disabilities Act of 1990	HIV	Human Immunodeficiency Syndrome
AFSCME	American Federation of State County and Municipal Employees	HOV	High Occupancy Vehicle
AICP	American Institute of Certified Planners	HR	Human Resources
AIDS	Acquired Immunodeficiency Syndrome	HUD	United States Department of Housing and Urban Development
ALUC	Airport Land Use Commission	Inc.	Incorporated
AOD	Alcohol and Other Drugs	IOC	Internal Operations Committee
BAAQMD	Bay Area Air Quality Management District	ISO	Industrial Safety Ordinance
BART	Bay Area Rapid Transit District	JPA	Joint (exercise of) Powers Authority or Agreement
BCDC	Bay Conservation & Development Commission	Lamorinda	Lafayette-Moraga-Orinda Area
BGO	Better Government Ordinance	LAFCo	Local Agency Formation Commission
BOS	Board of Supervisors	LLC	Limited Liability Company
CALTRANS	California Department of Transportation	LLP	Limited Liability Partnership
CalWIN	California Works Information Network	Local 1	Public Employees Union Local 1
CalWORKS	California Work Opportunity and Responsibility to Kids	LVN	Licensed Vocational Nurse
CAER	Community Awareness Emergency Response	MAC	Municipal Advisory Council
CAO	County Administrative Officer or Office	MBE	Minority Business Enterprise
CCHP	Contra Costa Health Plan	M.D.	Medical Doctor
CCTA	Contra Costa Transportation Authority	M.F.T.	Marriage and Family Therapist
CDBG	Community Development Block Grant	MIS	Management Information System
CEQA	California Environmental Quality Act	MOE	Maintenance of Effort
CIO	Chief Information Officer	MOU	Memorandum of Understanding
COLA	Cost of living adjustment	MTC	Metropolitan Transportation Commission
ConFire	Contra Costa Consolidated Fire District	NACo	National Association of Counties
CPA	Certified Public Accountant	OB-GYN	Obstetrics and Gynecology
CPI	Consumer Price Index	O.D.	Doctor of Optometry
CSA	County Service Area	OES-EOC	Office of Emergency Services-Emergency Operations Center
CSAC	California State Association of Counties	OSHA	Occupational Safety and Health Administration
CTC	California Transportation Commission	Psy.D.	Doctor of Psychology
dba	doing business as	RDA	Redevelopment Agency
EBMUD	East Bay Municipal Utility District	RFI	Request For Information
EIR	Environmental Impact Report	RFP	Request For Proposal
EIS	Environmental Impact Statement	RFQ	Request For Qualifications
EMCC	Emergency Medical Care Committee	RN	Registered Nurse
EMS	Emergency Medical Services	SB	Senate Bill
EPSDT	State Early Periodic Screening, Diagnosis and treatment Program (Mental Health)	SBE	Small Business Enterprise
et al.	et ali (and others)	SWAT	Southwest Area Transportation Committee
FAA	Federal Aviation Administration	TRANSPAC	Transportation Partnership & Cooperation (Central)
FEMA	Federal Emergency Management Agency	TRANSPLAN	Transportation Planning Committee (East County)
F&HS	Family and Human Services Committee	TRE or TTE	Trustee
First 5	First Five Children and Families Commission (Proposition 10)	TWIC	Transportation, Water and Infrastructure Committee
FTE	Full Time Equivalent	VA	Department of Veterans Affairs
FY	Fiscal Year	vs.	versus (against)
GHAD	Geologic Hazard Abatement District	WAN	Wide Area Network
GIS	Geographic Information System	WBE	Women Business Enterprise
		WCCTAC	West Contra Costa Transportation Advisory Committee

---



**CONTRA COSTA COUNTY**  
**DEPARTMENT OF INFORMATION TECHNOLOGY**

**MARC L. SHORR**  
CHIEF INFORMATION OFFICER

**JENNIFER S. HOPKINS**  
ASSISTANT CHIEF INFORMATION OFFICER

30 Douglas Drive  
Martinez, CA 94553  
Telephone: (925) 313-1200  
Fax: (925) 313-1332

**TO:** Laura Strobel, SR. Deputy - CAO  
**FROM:** Marc Shorr, CIO *ms*  
**DATE:** January 23, 2020  
**SUBJECT:** DAAC - DoIT Lease/Purchases FY 19/20

---

**3 Year Lease/Purchase Items:**

- 1) Org #1075 – Cisco One – ASR1002-HX, Cisco Catalyst 9130AX Series, Cisco 9300 48 Port UPOE - \$399,805

DoIT has prepared a list of lease purchase items for the 19/20 FY. We have based the lease term, 3 & 5 years, on the minimum product life cycle determined by the manufacturer. Network equipment less than \$30,000 have a 3-year life cycle which is the current industry standard. Network equipment over \$30,000 have a typical life cycle of 5+ years. The life cycle (end of manufacturer supported date) is determined on the manufacturer's ability to support the existing technology and spare parts availability. When a system reaches the end of its life cycle, the system continues to operate but will not receive manufacturer support of the hardware, software, and firmware.

If this network equipment is not replaced with supported units, there is a good possibility that the system cannot be repaired. If the equipment has technical or parts issues or cannot be repaired due to age, the data will need to be restored from a disk backup which would require a minimum of 72 hours to complete. A few examples of the type of data systems are: Domain Controller, DNS server, Backup server, Web Server, Remote access server, Network attach storage and replication server.

**5 Year Lease/Purchase Items:**

- 1) Org #1075 – Cisco Catalyst - \$299,124
- 4) Org #4280 – Cisco Routers for new AT&T phone system (replacing existing switches) - \$934,239



**CONTRA COSTA COUNTY**  
**DEPARTMENT OF INFORMATION TECHNOLOGY**

**MARC L. SHORR**  
CHIEF INFORMATION OFFICER

**JENNIFER S. HOPKINS**  
ASSISTANT CHIEF INFORMATION OFFICER

30 Douglas Drive  
Martinez, CA 94553  
Telephone: (925) 313-1200  
Fax: (925) 313-1332

The 5-year life cycle of the requested Cisco Catalyst is based on the manufacturer support documentation which is summarized below. The purchase of the Cisco Catalyst will add security and stabilization to our existing County Network and will serve as a platform to expand our virtualized server environment to allow workloads to be migrated from older traditional server hardware. Our virtualized environment allows us to improve our critical system's redundancy and more importantly allows us to recover from a server outage much faster than using traditional server hardware. Our server resources provide systems for countywide use.

The Department of Information Technology Telecommunication is in the process of moving to a Cloud Hosted Internet Protocol (IP) Communication system. This will allow for greater service flexibility, disaster recovery options, enhanced use of unified communications and deployment of a911 location service. This will provide greater flexibility and reliable to office telephone service.

The current county telephone system is 100% installed locally within the County buildings, limiting recovery in case of a local building or natural disaster incident. Callers will receive an error tone as the telephone system will be offline during such incident. With a cloud hosted telephone service, we will be able to maintain in and out bound calling during local and region disasters. Critical numbers can be rerouted via web portal use and a work anywhere option is now a standard feature.

As DoIT moves toward this new platform there will be an increased need for the deployment of routers and switches Countywide. Routers will service as primary and secondary service delivery devises assuring always up and online phone system. Requested switching units will power the VoIP phones, key card devises and Wi-Fi access points assuring an uninterrupted connection on network service.

**DoIT is requesting total FY 19/20 Lease Purchase dollars in the amount of \$1,633,168  
SALES TAX IS INCLUDED.**



**CONTRA COSTA COUNTY**  
**DEPARTMENT OF INFORMATION TECHNOLOGY**

**MARC L. SHORR**  
CHIEF INFORMATION OFFICER

**JENNIFER S. HOPKINS**  
ASSISTANT CHIEF INFORMATION OFFICER

30 Douglas Drive  
Martinez, CA 94553  
Telephone: (925) 313-1200  
Fax: (925) 313-1332

**Manufacturer End of Life Policy; Summary**

1) Barracuda Networks

Barracuda does not publish EOL documentation. Current policy is within 4-5 years, if customer is experiencing problems; upgrade outdated hardware via the IR/Energizer Updates program.

2) Cisco Networks

Access to Cisco's Technical Assistance Center (TAC) -5 years from the end-of-sale date for hardware and operating system software issues and for a period of 3 years from the end-of-sale date for application software issues.

Spares or replacement parts for hardware will be available for a period of 5 years from the end-of-sale date. We will provide spares and replacement parts in accordance with our Return Materials Authorization (RMA) process.

After the first year and for Operating System SW -where available- we will provide bug fixes, maintenance releases, workarounds or patches for a period of 4 years for operating system software.

3) Palo ALTO Networks\*

Palo Alto Networks will provide technical assistance for a period of 5 years following the End-of-Sale date, provided a valid service contract is maintained on the product.

Hardware replacement or replacement parts will be available for 5 years following the End-of-Sale date, provided a valid service contract is maintained on the product. At Palo Alto Networks discretion, hardware may be replaced with similar or equivalent product.

4) Net APP

The EOS date for hardware typically occurs 5 years after the End of Availability ("EOA") date and 2 years after the EOS date for software.

# Contra Costa County, California Debt Management Policy

County Administration  
651 Pine Street, 10<sup>th</sup> Floor  
Martinez, California 94553

Lisa Driscoll  
County Finance Director  
925-335-1023  
[lisa.driscoll@cao.cccounty.us](mailto:lisa.driscoll@cao.cccounty.us)

Resolution No. 2020/??  
~~Resolution No. 2019/37~~  
~~Resolution No. 2018/108~~  
~~Resolution No. 2017/110~~  
~~Resolution No. 2016/111~~  
~~Resolution No. 2015/308~~  
~~Resolution No. 2015/245~~  
~~Resolution No. 2015/113~~  
~~Resolution No. 2014/77~~  
~~Resolution No. 2012/333~~  
~~Resolution No. 2006/773~~

**DEBT MANAGEMENT POLICY  
TABLE OF CONTENTS**

I.	Purpose	1
II.	Debt Affordability Advisory Committee	1
III.	Comprehensive Capital Planning	2
IV.	Planning and Structure of County Indebtedness	2
V.	Method of Sale	4
VI.	Refinancing of Outstanding Debt	5
VII.	Credit Ratings	6
VIII.	Management Practices	6
Government Finance Officers Association: Checklist of Debt Policy Considerations		Appendix 1
Post-Issuance Tax Compliance Procedures for Tax Exempt and Tax-Advantaged Bonds		Appendix 2
Continuing Disclosure Procedures		Appendix 3
Community Facilities Districts		Appendix 4
Multifamily Mortgage Revenue Bond Program Policies and Procedures		Appendix 5
Successor Agency to the former Contra Costa County Redevelopment Agency Policies and Procedures		Appendix 6

# Contra Costa County, California Debt Management Policy

**I. PURPOSE:** The County recognizes the foundation of any well-managed debt program is a comprehensive debt policy. A debt policy sets forth the parameters for issuing debt and managing outstanding debt and provides guidance to decision makers regarding the timing and purposes for which debt may be issued, types and amounts of permissible debt, method of sale that may be used and structural features that may be incorporated. The debt policy should recognize a binding commitment to full and timely repayment of all debt as an intrinsic requirement for entry into the capital markets. Adherence to a debt policy helps to ensure that a government maintains a sound debt position and that credit quality is protected. Advantages of a debt policy are as follows:

- enhances the quality of decisions by imposing order and discipline, and promoting consistency and continuity in decision making,
- provides rationality in the decision-making process,
- identifies objectives for staff to implement,
- demonstrates a commitment to long-term financial planning objectives, and
- is regarded positively by the rating agencies in reviewing credit quality.

## **II. DEBT AFFORDABILITY ADVISORY COMMITTEE**

**A. Purpose.** By adoption of this Debt Policy, the Debt Affordability Advisory Committee is established. Its purpose is to annually review and evaluate existing and proposed new County debt and other findings and/or issues the committee considers appropriate.

It is the task of this committee to assess the County's ability to generate and repay debt. The committee will issue an annual report to the County Administrator defining debt capacity of the County. This review will be an important element of the budget process and will include recommendations made by the committee regarding how much new debt can be authorized by the County without overburdening itself with debt service payments.

**B. Members.** The committee shall be composed of the Auditor-Controller, Treasurer-Tax Collector, Director/Conservation and Development Department, and County Finance Director.

**C. Debt Affordability Measures.** The committee shall examine specific statistical measures to determine debt capacity and relative debt position and compare these ratios to other counties, rating agency standards and Contra Costa County's historical ratios to determine debt affordability. From Moody's Investors Service, the committee will evaluate the County against the following debt ratios from the most recent available national medians for counties in the "Aa" rating tier with populations of at least 1 million:

1. Direct net debt as a percentage of Assessed Valuation;
2. Overall net debt as a percentage of Assessed Valuation;
3. Assessed Valuation per-capita;
4. Available general fund balance as a percentage of revenues; and
5. General fund balance as a percentage of revenues.

From Standard and Poor's, the committee will evaluate the County against the following debt ratios from the most recent available national medians for counties in the "AAA" rating tier:

1. Assessed valuation per-capita;
2. Direct debt as percentage of governmental funds revenue;
3. Total government available cash as a percentage of debt service;
4. Total government available cash as a percentage of expenditures; and
5. Total debt service as a percentage of general fund expenditures.

The Advisory Committee also evaluates the County against a group of cohort counties, namely, other large, urban counties in California. The Advisory Committee utilizes each respective cohort county's most recently available CAFR to measure the County's comparative performance on the various debt measures calculated by Moody's and S&P as noted above, and also against the additional ratios below:

1. Direct debt per capita; and
2. Debt payments as a percentage of general fund revenues.

### **III. COMPREHENSIVE CAPITAL PLANNING**

**A. Planning.** The County Administrator's Office shall prepare a multi-year capital program for consideration and adoption by the Board of Supervisors as part of the County's budget process. Annually, the capital budget shall identify revenue sources and expenditures for the coming current year and the next succeeding three fiscal years. The plan shall be updated annually.

**B. Funding of the Capital Improvement Program.** Whenever possible, the County will first attempt to fund capital projects with grants or state/federal funding, as part of its broader capital improvement plan. When such funds are insufficient, the County will use dedicated revenues to fund projects. If these are not available, the County will use excess surplus from the reserve and debt financing, general revenues. The County shall be guided by three principles in selecting a funding source for capital improvements: equity, effectiveness and efficiency.

**1. Equity:** Whenever appropriate, the beneficiaries of a project or service will pay for it. For example, if a project is a general function of government that benefits the entire community, such as an Office of Emergency Services, the project will be paid for with general purpose revenues or financed with debt. If, however, the project benefits specific users, such as a building permit facility, the revenues will be derived through user fees or charges, and assessments.

**2. Effectiveness:** In selecting a source or sources for financing projects, the County will select one or more that effectively funds the total cost of the project. For example, funding a capital project, or the debt service on a project, with a user fee that does not provide sufficient funds to pay for the project is not an effective means of funding the project.

**3. Efficiency:** If grants or current revenues are not available to fund a project, the County will generally select a financing technique that provides for the lowest total cost consistent with acceptable risk factors and principals of equity and effectiveness. These methods currently consist of County issued debt, special funding programs funded by state or federal agencies, or special pool financing. Examples include funding pools like the Association of Bay Area Governments Participation Certificates.

**C. Maintenance, Replacement and Renewal/FLIP.** The County intends to set aside sufficient current revenues to finance ongoing maintenance needs and to provide periodic replacement and renewal consistent with its philosophy of keeping its capital facilities and infrastructure systems in good repair and to maximize a capital asset's useful life.

**D. Debt Authorization.** No County debt issued for the purpose of funding capital projects may be authorized by the Board of Supervisors unless an appropriation has been included in the capital budget (Some forms of debt such as Private Activity Bonds for housing, Mello-Roos for infrastructure, and redevelopment bonds for infrastructure/facilities may not be appropriate for inclusion in the County capital improvement program. The policies for such forms of debt are included as Appendixes 4, 5, and 6).

#### **IV. PLANNING AND STRUCTURE OF COUNTY INDEBTEDNESS**

**A. Overview.** The County shall plan long- and short-term debt issuance to finance its capital program based on its cash flow needs, sources of revenue, capital construction periods, available financing instruments and market conditions. The County Finance Director shall oversee and coordinate the timing, issuance process and marketing of the County's borrowing and capital funding activities required in support of the capital improvement plan. The County shall finance its capital needs on a regular basis dictated by its capital spending pattern. Over the long-term this policy should result in a consistently low average interest rate. When market conditions in any one year result in higher than average interest rates, the County shall seek refinancing opportunities in subsequent years to bring such interest rates closer to the average. The Debt Affordability Advisory Committee shall use the Government Financial Officers Association checklist set forth in Appendix 1 hereto in planning and structuring any debt issuances.

**B. Financing Team.** The County employs outside financial specialists to assist it in developing a debt issuance strategy, preparing bond documents and marketing bonds to investors. The key team members in the County's financing transactions include its financial advisor and outside bond and disclosure counsel, the underwriter and County representatives (the County Auditor-Controller, Treasurer-Tax Collector, and the County Finance Director, among others). Other outside firms, such as those providing paying agent/registrar, trustee, credit enhancement, verification, escrow, auditing, or printing services, are retained as required. The County will issue Requests for Qualifications (RFQs) for financial advisor, bond & tax counsel, disclosure counsel and underwriters every three years, with the option to renew for a maximum of two additional years. The financing team shall meet at least semi-annually to review the overall financing strategy of the County and make recommendations to the County Administrator.

**C. Term of Debt Repayment.** Borrowings by the County shall mature over a term that does not exceed the economic life of the improvements that they finance and usually no longer than 20 years, unless special structuring elements require a specific maximum term to maturity, as is the case with pension obligation bonds. The County shall finance improvements with a probable useful life less than five years using pay-go funding for such needs. Bonds sold for the purchase of equipment with a probable useful life exceeding five years are repaid over a term that does not exceed such useful life.

**D. Legal Borrowing Limitations/Bonds and other indebtedness.** California Government Code Section 29909 limits General Obligation Bond indebtedness to five percent of the total assessed valuation of all taxable real and personal property within the County, excluding Public Financing Authority lease revenue bonds, Private Activity Bond, Mello-Roos special tax, and Assessment District Debt for which no legal limitations are currently in effect.

## **E. Debt Features.**

**1. Original issue discount or premium.** The County's bonds may be sold at a discount or premium, in order to achieve effective marketing, achieve interest cost savings or meet other financing objectives. The maximum permitted discount is stated in the Notice of Sale accompanying the County's preliminary official statement on the Bond Purchase Agreement, as applicable.

**2. Debt service structure/Level Debt Service.** The County shall primarily finance its long-lived municipal improvements over a 20-year term or less, on a level debt service basis. This policy minimizes long-run impact on a funding department's budget. The County will seek to continue this practice, unless general fund revenues are projected to be insufficient to provide adequately for this debt service structure.

**3. Call provisions.** The County shall seek to minimize the protection from optional redemption given to bondholders, consistent with its desire to obtain the lowest possible interest rates on its bonds. The County's tax-exempt bonds are generally subject to optional redemption. The County seeks early calls at low or no premiums because such features will allow it to refinance debt more easily for debt service savings when interest rates drop. The County and its financial advisor shall evaluate optional redemption provisions for each issue to assure that the County does not pay unacceptably higher interest rates to obtain such advantageous calls. The County shall not sell derivative call options.

**4. Interest rates.** The County shall first consider the use of fixed-rate debt to finance its capital needs, except for short-term needs (such as short-lived assets) that will be repaid or refinanced in the near term; and may consider variable rate debt under favorable conditions.

**F. Other Obligations Classified as Debt/Other Post-Employment Benefits (OPEB)/Vested Vacation Benefits.** OPEBs and vacation benefits are earned by County employees based on time in service. The County records these vacation benefits as earned in accordance with generally accepted accounting principles as established by the Governmental Accounting Board (GASB). The liability for the benefit is recorded on the Fund level financial statements. The expense is recorded during the conversion to the Government Wide financial statements in accordance with GASB standards. For Enterprise funds the expense and liability are accrued in the respective funds. In this initial policy, the amount of OPEB and vacation benefits will not be in measures used to evaluate the County's debt affordability. However, the County's net OPEB obligation is posted to the County's balance sheet.

**V. METHOD OF SALE.** The County will select a method of sale that is the most appropriate in light of financial, market, transaction-specific and County-related conditions, and explain the rationale for its decision.

**A. Competitive Sales.** Debt obligations are generally issued through a competitive sale. The County and its financial advisor will set the terms of the sale to encourage as many bidders as possible. By maximizing bidding, the County seeks to obtain the lowest possible interest rates on its bonds. Some of the conditions that generally favor a competitive sale include:

1. the market is familiar with the County;
2. the County is a stable and regular borrower in the public market;
3. there is an active secondary market with a broad investor base for the County's bonds;
4. the issue has a non-enhanced credit rating of A or above or can obtain credit enhancement prior to the competitive sale;
5. the debt structure is backed by the County's full faith and credit or a strong, known or historically performing revenue stream;
6. the issue is neither too large to be easily absorbed by the market nor too small to attract

- investors without a concerted sale effort;
- 7. the issue does not include complex or innovative features or require explanation as to the bonds' security;
- 8. the issue can be sold and closed on a schedule that does not need to be accelerated or shortened for market or policy reasons; and
- 9. interest rates are stable, market demand is strong, and the market is able to absorb a reasonable amount of buying or selling at reasonable price changes.

**B. Negotiated Sales.** When certain conditions favorable for a competitive sale do not exist and when a negotiated sale will provide significant benefits to the County that would not be achieved through a competitive sale, the County may elect to sell its debt obligations through a private placement or negotiated sale, upon approval by the County Board of Supervisors. Such determination shall be made on an issue-by-issue basis, for a series of issues, or for part or all of a specific financing program. The following practices are recommended to be observed in the event of a negotiated sale:

- 1. ensure fairness by using a competitive underwriter selection process through a request for proposals distributed to the established underwriter pool so that multiple proposals are considered;
- 2. remain actively involved in each step of the negotiation and sale processes to uphold the public trust;
- 3. ensure that either an employee of the County and an outside professional other than the issue underwriter, who is familiar with and abreast of the condition of the municipal market, is available to assist in structuring the issue, pricing, and monitoring sales activities;
- 4. require that the financial advisor used for a particular bond issue not act as underwriter of the same bond issue;
- 5. require that financial professionals disclose the name or names of any person or firm, including attorneys, lobbyists and public relations professionals compensated in connection with a specific bond issue;
- 6. request all financial professionals submitting joint proposals or intending to enter into joint accounts or any fee-splitting arrangements in connection with a bond issue to fully disclose to the County any plan or arrangements to share tasks, responsibilities and fees earned, and disclose the financial professionals with whom the sharing is proposed, the method used to calculate the fees to be earned, and any changes thereto; and
- 7. review the "Agreement among Underwriters" and insure that it is filed with the County and that it governs all transactions during the underwriting period.

**VI. REFINANCING OF OUTSTANDING DEBT.** The County may undertake refinancing of outstanding debt under the following circumstances:

**A. Debt Service Savings.** The County may refinance outstanding long-term debt when such refinancing allows the County to realize significant debt service savings (2% minimum by maturity and a minimum 4% savings overall ) without lengthening the term of refinanced debt and without increasing debt service in any subsequent fiscal year. The County may also consider debt refinancing when a primary objective would be the elimination of restrictive covenants that limit County operations.

**B. Defeasance.** The County may refinance outstanding debt, either by advance refunding to the first call or by defeasance to maturity, when the public policy benefits of replacing such debt outweigh the costs associated with new issuance as well as any increase in annual debt service.

**VII. CREDIT RATINGS**

**A. Rating Agency Relationships.** The County Finance Director, or designee, is responsible for maintaining relationships with the rating agencies that assign ratings to the County's various debt

obligations. This effort includes providing periodic updates on the County's general financial condition along with coordinating meetings and presentations in conjunction with a new debt issuance.

**B. Quality of Ratings.** The County shall request ratings prior to the sale of securities from at least two major rating agencies for public issuances of municipal bonds. Currently, there are three major rating agencies providing ratings to municipal issuers, including Moody's Investors Service ("Moody's"), Standard & Poor's Global Ratings (S&P) and Fitch Ratings. The County is currently rated by Moody's and S&P. The County shall provide a written and/or oral presentation to the rating agencies to help each credit analyst make an informed evaluation of the County's financial condition and to present details of the proposed issuance. The County shall make every reasonable effort to maintain its implied general obligation bond credit ratings. The County may, on a case by case basis, decide to obtain one or no ratings prior to a bond issuance if, after consulting with its financial advisor, bond counsel and disclosure counsel, it is determined that this is in the best interest of the County.

**VIII. MANAGEMENT PRACTICES.** The County has instituted sound management practices and will continue to follow practices that will reflect positively on it in the rating process. Among these are the County development of and adherence to long-term financial and capital improvement plans, management of expense growth in line with revenues and maintenance of an adequate level of operating reserves.

**A. Formal Fiscal Policies.** The County shall continue to establish, refine, and follow formal fiscal policies such as: Investment Policy, General Fund Reserve Policy, Budget Policy, and this Debt Management Policy.

**B. Rebate Reporting and Continuing Covenant Compliance.** The County Finance Director, or designee, is responsible for maintaining a system of record keeping and reporting to meet the arbitrage rebate compliance requirements of the federal tax code and/or contracting for such service. This effort includes tracking investment earnings on debt proceeds, calculating rebate payments in compliance with tax law, and remitting any rebatable earnings to the federal government in a timely manner in order to preserve the tax- exempt status of the County's outstanding debt issues. Additionally, general financial reporting and certification requirements embodied in bond covenants are monitored to ensure that all covenants are complied with.

**C. Reporting Practices.** The County will comply with the standards and best practices of the Government Finance Officers Association for financial reporting and budget presentation and the disclosure requirements of federal regulatory agencies including the Securities and Exchange Commission and Internal Revenue Service; state agencies charged with the regulation of municipal securities, including the State Treasurer's Office; and self-regulatory organizations such as the Municipal Standards Rulemaking Board.

**D. Post-Issuance Tax Compliance Procedures for Tax-Exempt and Tax-Advantaged Bonds.** To assure it manages its debt obligations in accordance with all federal tax requirements, the County will comply with the Post-Issuance Tax Compliance Procedures for Tax-Exempt and Tax-Advantaged Bonds, as set forth in Appendix 2 to this Policy.

**E. Continuing Disclosure Procedures.** To assure it manages its debt obligations in accordance with the terms of Continuing Disclosure Agreements included in individual bond issuances and federal and state regulations, the County has adopted policies and procedures set forth in Appendix 3 hereto.

**GOVERNMENT FINANCE OFFICERS ASSOCIATION**

**Checklist of Debt Policy Considerations**

1. How long is the capital planning period?
2. Have all non-debt sources of funds been considered?
3. How are borrowing plans reviewed internally?
4. What level of debt is manageable in order to maintain or improve the government's credit quality?
5. How much "pay-as-you-go" financing should be included in the capital plan?
6. How much short-term borrowing will be undertaken, including both operating and capital borrowings?
7. How much debt will be issued in the form of variable-rate securities?
8. How does the redemption schedule for each proposed issue affect the overall debt service requirements of the government?
9. What types of affordability guidelines will be established to help monitor and preserve credit quality?
10. What provisions have been made to periodically review the capital plan and borrowing practices?
11. What is the overlapping debt burden on the taxpayer?
12. How will the formal debt policies be integrated into the capital planning and funding process?

**County of Contra Costa  
Post-Issuance Tax Compliance Procedures  
for  
Tax-Exempt and Direct Pay Bonds**

**ARTICLE I - PURPOSE ..... 2**

**ARTICLE II - GENERAL PRINCIPLES ..... 2**

**ARTICLE III - POST-ISSUANCE COMPLIANCE REQUIREMENTS ..... 2**

Section 1. Timely Reporting of Final Sale ..... 2

Section 2. California Debt and Investment Advisory Commission (CDIAC) ..... 2

Section 3. Internal Revenue Services (IRS) ..... 2

**ARTICLE IV - EXTERNAL ADVISORY AND DOCUMENTATION ..... 3**

Section 1. General ..... 3

Section 2. Oversight ..... 3

Section 3. External Advisors ..... 3

**ARTICLE V - ROLE OF COUNTY AS BOND ISSUER ..... 3**

Section 1. Custody of Bond Proceeds..... 3

Section 2. Arbitrage Rebate and Yield ..... 3

Section 3. Use of Bond Proceeds ..... 4

**ARTICLE VI - RECORD RETENTION POLICY ..... 4**

Section 1. General Policy ..... 4

Section 2. Electronic Records Retention ..... 5

Section 3. Department Retention Policies Superseded ..... 5

**ARTICLE I**

## PURPOSE

The purpose of these Post-Issuance Tax Compliance Procedures is to establish policies and procedures in connection with tax-exempt bonds and other tax-advantaged bonds (such as direct pay "Build America bonds") (together, the "Bonds") issued by the County of Contra Costa and the County of Contra Costa Public Financing Authority (together, the "County") so as to ensure that the County complies with all applicable post-issuance requirements of federal income tax law needed to preserve the tax-exempt or tax-advantaged status of the Bonds and with certain State law filing requirements.

## ARTICLE II

### GENERAL PRINCIPLES

Ultimate responsibility regarding post-issuance compliance for all matters relating to County financings and refundings, other than Tax and Revenue Anticipation Notes ("TRANS"), rests with the County Administrator (the "Administrator"). The County Treasurer and County Auditor-Controller are responsible for compliance with respect to TRANS.

## ARTICLE III

### POST-ISSUANCE COMPLIANCE FILING REQUIREMENTS

**Section 1. Timely Reporting of Final Sale.** The Administrator and other appropriate County personnel shall file timely any report required by state and federal regulatory agencies notifying those agencies of the final sale of bonds, or receipt of bank loan/private placement proceeds, as required by law.

**Section 2. California Debt and Investment Advisory Commission (CDIAC) Filings**

(A) Report of Proposed Debt Issuance. This report details information about the issuer and the bond issuance. This report requires the issuer to certify that it has adopted debt policies concerning the use of debt and that the proposed debt issuance is consistent with those policies. The report is required to be filed no later than 30 days prior to the sale of any debt issue, pursuant to Government Code § 8855.

(B) Report of Final Sale. This report details information about the issuer and the bond issuance. The report requires attachment of the Official Statement related to the transaction or other bond documents in the case of a bank loan/private placement. The report is required to be filed within 21 days of closing, pursuant to Government Code § 8855.

(C) Special Requirement for Refunding Bonds sold via Negotiated Sale or Private Placement. In addition to the Report of Final Sale identified in Section 2(B) above, if refunding bonds are sold through a negotiated sale or private placement, CDIAC requires submission of a written statement explaining the reasons for not selling those bonds at a public sale or on a competitive basis, as applicable, within 14 days of closing, pursuant to Government Code § 53583(c)(2)(B).

**Section 3. Internal Revenue Service (IRS) Filings**

(A) IRS Form 8038-G "Information Return for Tax-Exempt Governmental Obligations". This filing details information about the issuer and tax-exempt governmental obligations over \$100,000. The report is required to be filed no later than the 15th day of the second calendar month after the close of the calendar quarter in which

the bond was issued, pursuant to Internal Revenue Code § 149(e).

## ARTICLE IV

### EXTERNAL ADVISORY AND DOCUMENTATION

**Section 1. General.** The Administrator and other appropriate County personnel shall consult with bond counsel and other legal counsel and advisors, as needed, throughout the Bond issuance process to identify requirements and to establish procedures necessary or appropriate so that the Bonds will continue to qualify for the appropriate tax status. Those requirements and procedures shall be documented in a County resolution(s), Tax Certificate(s) and/or other documents finalized at or before issuance of the Bonds.

Those requirements and procedures shall include future compliance with applicable arbitrage rebate requirements, private use limitations and all other applicable post-issuance requirements of federal tax law throughout (and in some cases beyond) the term of the Bonds.

**Section 2. Oversight.** The Administrator and other appropriate County personnel also shall consult with bond counsel and other legal counsel and advisors, as needed, following issuance of the Bonds to ensure that all applicable post-issuance requirements in fact are met. This shall include, without limitation, consultation in connection with future contracts with respect to the use of Bond-financed assets and future contracts with respect to the use of output or throughput of Bond-financed assets.

**Section 3. External Advisors.** Whenever necessary or appropriate, the County shall engage expert advisors (each a "Rebate Service Provider") to assist in the calculation of arbitrage rebate payable in respect of the investment of Bond proceeds.

## ARTICLE V

### ROLE OF COUNTY AS BOND ISSUER

**Section 1. Custody of Bond Proceeds.** Unless otherwise provided by County resolutions, unexpended Bond proceeds shall:

(A) be held by the County, and the investment of Bond proceeds shall be managed by the Administrator. The Administrator shall maintain records and shall prepare regular, periodic statements to the County regarding the investments and transactions involving Bond proceeds; or

(B) if a County resolution provides for Bond proceeds to be administered by a trustee, the trustee shall provide regular, periodic (monthly) statements regarding the investments and transactions involving Bond proceeds.

**Section 2. Arbitrage Rebate and Yield.** Unless a Tax Certificate documents that bond counsel has advised that arbitrage rebate will not be applicable to a specific issue of Bonds, the County shall:

(A) the County shall engage the services of a Rebate Service Provider, and the County or Trustee of the Bonds shall deliver periodic statements concerning the investment of Bond proceeds to the Rebate Service Provider on a prompt basis;

(B) upon request, the Administrator and other appropriate County personnel shall provide to the Rebate Service Provider additional documents and information reasonably requested by the Rebate Service Provider to allow

for complete arbitrage rebate and yield restriction analysis;

(C) the Administrator, and other appropriate County personnel, shall monitor efforts of the Rebate Service Provider and assure payment of required rebate amounts, if any, no later than 60 days after each "rebate computation" date of the Bonds (consistent with relevant law and the Tax Certificate for each Bond issue), and no later than 60 days after the last Bond of each issue is redeemed; and

(D) during the construction period of each capital project financed in whole or in part by Bonds, the Administrator and other appropriate County personnel shall monitor the investment and expenditure of Bond proceeds and shall consult with the Rebate Service Provider to determine compliance with any applicable exceptions from the arbitrage rebate requirements during each 6-month spending period up to 6 months, 18 months or 24 months, as applicable, following the issue date of the Bonds.

**Section 3. Use of Bond Proceeds.** The Administrator, and other appropriate County personnel, shall:

(A) monitor the use (for this purpose, use means any arrangement including operating contracts, leases and licenses) of Bond proceeds, the use of Bond-financed assets (e.g., facilities, furnishings or equipment) and the use of output or throughput of Bond-financed assets throughout the term of the Bonds (and in some cases beyond the term of the Bonds) to ensure compliance with covenants and restrictions set forth in applicable County resolutions and Tax Certificates;

(B) maintain records identifying the assets or portion of assets that are financed or refinanced with proceeds of each issue of Bonds;

(C) consult with Bond Counsel and other professional expert advisers in the review of any contracts, leases, licenses or arrangements involving use of Bond-financed facilities to ensure compliance with all covenants and restrictions set forth in applicable County resolutions and Tax Certificates;

(D) maintain records for any contracts, leases, licenses or arrangements involving the use of Bond-financed facilities as might be necessary or appropriate to document compliance with all covenants and restrictions set forth in applicable County resolutions and Tax Certificates;

(E) meet at least annually with personnel responsible for Bond-financed assets to identify and discuss any existing or planned use of Bond-financed, assets or output or throughput of Bond-financed assets, to ensure that those uses are consistent with all covenants and restrictions set forth in applicable County resolutions and Tax Certificates.

## ARTICLE VI

### RECORD RETENTION POLICY

**Section 1. General Policy.** Unless otherwise specified in applicable County resolutions or Tax Certificates, the County shall maintain the following documents for the term of each issue of Bonds (including refunding Bonds, if any) plus five years, or longer if contemplated by a Tax Certificate for a specific issuance:

(A) a copy of the Bond closing transcript(s) and other relevant documentation delivered to the County at or in connection with closing of the issue of Bonds;

(B) a copy of all material documents relating to capital expenditures financed or refinanced by Bond proceeds, including (without limitation) construction contracts, purchase orders, invoices, trustee requisitions and

payment records, as well as documents relating to costs reimbursed with Bond proceeds and records identifying the assets or portion of assets that are financed or refinanced with Bond proceeds;

(C) a copy of all contracts and arrangements involving private use of Bond-financed assets or for the private use of output or throughput of Bond-financed assets; and

(D) copies of all records of investments, investment agreements, arbitrage reports and underlying documents, including trustee statements.

**Section 2. Electronic Records Retention.** The records outlined above may be retained through an electronic database that meets the requirements of section 4.01 of IRS Revenue Procedure 97-22, incorporated herein by reference, including any updates or successor regulations. County Departments responsible for maintaining records outlined above that choose to retain those records electronically shall coordinate with the Chief Information Officer to ensure that the information technology system used to store those documents satisfies the requirements outlined in by section 4.01 of IRS Revenue Procedure 97-22.

**Section 3. Department Retention Policies Superseded.** This countywide record retention policy related to the County's debt management program supersedes any departmental document retention policies that may relate to the records indicated above.

**COUNTY OF CONTRA COSTA  
CONTINUING DISCLOSURE PROCEDURES**

**ARTICLE I - DEFINITIONS ..... 2**

**ARTICLE II - GENERAL PRINCIPLES ..... 4**

**ARTICLE III - DISCLOSURE REPRESENTATIVES AND COORDINATORS ..... 4**

Section 1. Appointment of Disclosure Representative ..... 4

Section 2. Duties of the Disclosure Representative ..... 4

Section 3. Appointment of Disclosure Coordinator ..... 4

Section 4. Duties of the Disclosure Coordinator ..... 5

**ARTICLE IV - LISTED EVENTS REQUIREMENTS ..... 5**

Section 1. General. .... 5

Section 2. Listed Events for Bonds Issued Prior to December 1, 2010. .... 6

Section 3. Listed Events for Bonds Issued on December 1, 2010 through February 26, 2019..... 6

Section 4. Listed Events for Bonds Issued on and after February 27, 2019 .....7

**ARTICLE V - ANNUAL REPORT REQUIREMENTS ..... 9**

Section 1. General..... 9

Section 2. Financial Statements ..... 9

**ARTICLE VI - FILING AND NOTICE REQUIREMENTS ..... 9**

Section 1. Annual Reports and Event Notices. .... 9

Section 2. California Debt and Investment Advisory Commission..... 9

Section 3. Required Notices. .... 9

**ARTICLE VII - VOLUNTARY DISCLOSURES ..... 10**

**ARTICLE VIII - DOCUMENT RETENTION POLICY ..... 10**

Exhibit A: County and Authority Outstanding Debt ..... A-1

Exhibit B: Required Information for Annual Reports for County and Authority..... B-1

**ARTICLE I**  
**DEFINITIONS**

The following capitalized terms shall have the following meanings in these Procedures:

**“Agency”** shall mean the Successor Agency to the former Redevelopment Agency of Contra Costa County.

**“Annual Report”** shall mean any annual report to be filed by the County or the Authority in connection with its obligations under any Continuing Disclosure Certificate executed in accordance with Rule 15c2-12 under the Securities Exchange Act of 1934.

**“Auditor-Controller”** shall mean the Auditor-Controller of the County of Contra Costa.

**“Authority”** shall mean the Contra Costa County Public Financing Authority, a joint exercise of powers authority of which the County of Contra Costa and the Contra Costa County Flood Control and Water Conservation District are members.

**“Board of Supervisors”** shall mean the Board of Supervisors of the County of Contra Costa.

**“Bonds”** shall mean any bonds, certificates of participation, notes or any other evidence of indebtedness issued by or on behalf of the County or the Authority which is subject to Rule 15c2-12.

**“Bond Insurer”** shall mean an issuer of a financial guaranty insurance or municipal bond insurance policy guaranteeing the scheduled payment of principal of and interest on an outstanding issue of Bonds when due.

**“CDIAC”** shall mean the California Debt and Investment Advisory Commission.

**“Continuing Disclosure Certificate”** shall mean each continuing disclosure certificate, undertaking or agreement executed and delivered by the County or the Authority in connection with an issue of Bonds.

**“County”** shall mean the County of Contra Costa, a political subdivision of the State of California.

**“County Counsel”** shall mean an attorney within the Office of the County Counsel of the County of Contra Costa, California.

**“County Finance Director”** shall mean the County Finance Director of the County of Contra Costa in the County Administrator’s Office.

**“Credit Facility Provider”** shall mean a bank providing a direct-pay letter of credit or other security or liquidity instrument in connection with an issue of Bonds which secures the payment of the principal or purchase price, if any, of and interest on an outstanding issue of Bonds when due.

**“Debt Affordability Advisory Committee”** shall mean a committee composed of the Auditor-Controller, Treasurer-Tax Collector, Director of Conservation and Development and the County Finance Director that advise the County Administrator on debt management issues.

**“Director of Conservation and Development”** shall mean the Director of the Department of Conservation and Development of the County of Contra Costa.

**“Disclosure Coordinator”** shall mean the person or persons designated by a Disclosure Representative to assist in taking such action necessary or desirable to comply with the terms of the Continuing Disclosure Certificates, as provided in Article III hereof.

**“Disclosure Counsel”** shall mean a firm of nationally recognized standing in matters pertaining to the disclosure obligations under Rule 15c2-12 of the Securities and Exchange Commission of the United States of America, duly admitted to the practice of law before the highest court of any state of the United States of America.

**“Disclosure Representatives”** shall mean the County Administrator, Director of Conservation and Development and County Finance Director who are collectively responsible for compliance with the terms of the Continuing Disclosure Certificates, as provided in Article III.

**“EMMA”** shall mean the MSRB’s Electronic Municipal Market Access system or any other successor thereto as designated by the SEC or the MSRB.

**“Event Notice”** shall mean any notice of the occurrence of a Listed Event.

**“Listed Event”** shall mean any event described in Article IV hereof.

**“MSRB”** shall mean Municipal Securities Rulemaking Board.

**“Official Statement”** shall mean any Preliminary Official Statement, final Official Statement or any other disclosure document that the County or the Authority prepared in connection with the issuance and sale of any Bonds.

**“Paying Agent”** shall mean any bank, trust company, banking association or financial institution appointed to perform the functions of a paying agent for an issue of Bonds.

**“Procedures”** shall mean these Continuing Disclosure Procedures.

**“Rating Agency”** shall mean each of Moody’s Investor’s Service and Standard & Poor’s Rating Services or any other nationally recognized statistical rating organization registered with the SEC.

**“Rule 15c2-12”** shall mean Rule 15c2-12(b)(5) adopted by the SEC under the Securities Exchange Act of 1934, as the same may be amended from time to time.

**“SEC”** shall mean the United States Securities and Exchange Commission.

**“Treasurer-Tax Collector”** shall mean the Treasurer - Tax Collector of the County of Contra Costa.

**“Trustee”** shall mean the bank, trust company, national banking association or other financial institution appointed as a trustee for an issue of Bonds.

## ARTICLE II

### GENERAL PRINCIPLES

The County is committed to complete and accurate market disclosure in accordance with the disclosure requirements under the federal securities laws, including rules and regulations promulgated by the SEC and the MSRB. In order to achieve this objective and, in accordance therewith, these Procedures are approved by the Board of Supervisors, as recommended by the Debt Affordability Advisory Committee (DAAC), and may be amended and supplemented from time to time as necessary or desirable, as SEC and MSRB rules are amended, as Bonds mature, or are redeemed, and as Bonds that are subject to Rule 15c2-12 are issued.

## ARTICLE III

### DISCLOSURE REPRESENTATIVES AND COORDINATORS

**Section 1. Appointment of Disclosure Representatives.** The County Administrator, Director of Conservation and Development, and County Finance Director are appointed as Disclosure Representatives to fulfill the duties set forth in Section 2 of this Article III.

**Section 2. Duties of the Disclosure Representatives.**

- (A) The Disclosure Representatives shall:
- (i) monitor and maintain compliance by the County with its respective Continuing Disclosure Certificates and these Procedures;
  - (ii) serve as the main contact for each Disclosure Coordinator to communicate issues and information that may be included in an Event Notice or an Annual Report;
  - (iii) maintain the lists attached as Exhibits A and B;
  - (iv) receive and file notification from Disclosure Coordinators that necessary Event Notices, Annual Reports, and other information has been timely filed with the EMMA system and
  - (v) take such other action as may be necessary or useful to achieve the objectives of these Procedures and to comply with all applicable federal securities laws.

**Section 3. Appointment of Disclosure Coordinator.**

The Disclosure Representatives shall appoint one or more Disclosure Coordinators from time to time to fulfill the duties set forth in Section 4 of this Article III. The Disclosure Coordinators may work with employees in various County or Authority offices and departments in order to effectively comply with the objectives of these Procedures.

**Section 4. Duties of the Disclosure Coordinator.**

- (A) The Disclosure Coordinator shall:
  - (i) draft, review and file all proposed Event Notices, Annual Reports, and other information with the EMMA system, in consultation with County Counsel and Disclosure Counsel, as needed, and notify the Disclosure Representative of completed filings.
  - (ii) serve as a contact for County staff to communicate issues and information that may be included in an Event Notice or an Annual Report;
  - (iii) maintain filing records of Event Notices of Listed Events and Annual Reports filed on the EMMA system;
  - (iv) keep informed regarding all of the County's public disclosures, including disclosures to Bond Insurers, Credit Facility Providers, Rating Agencies, Trustees, and CDIAC;
  - (v) document the County's continuing disclosure filings by retaining the documents set forth in Article VIII hereof; and
  - (vi) take such other action as may be necessary or useful to achieve the objectives of these Procedures and to comply with all applicable federal securities laws.

(B) In addition to the duties set forth above in Section (A) above, the Disclosure Coordinator shall review the Listed Events regularly to determine whether an event has occurred that may require a filing of an Event Notice.

## ARTICLE IV

### LISTED EVENTS REQUIREMENTS

#### **Section 1. General.**

- (A) The Continuing Disclosure Certificates entered into by the County or the Authority with respect to Bonds are subject to the following listed events requirements:
  - (i) Continuing Disclosure Certificates entered into prior to December 1, 2010 require Event Notices to be filed upon the occurrence of any event listed in Section 2 of Article IV hereof, if material. Any such Event Notice shall be filed "in a timely manner".
  - (ii) Continuing Disclosure Certificates entered into on or after December 1, 2010 through February 26, 2019 require Event Notices to be filed upon the occurrence of any event listed in Section 3 of Article IV hereof no later than 10 business days after the occurrence of such Listed Event.
  - (iii) Continuing Disclosure Certificates entered into on or after February 27, 2019 require Event Notices to be filed upon the occurrence of any event listed in Section 4 of Article IV hereof no later than 10 business days after the occurrence of such Listed Event.

#### **Section 2. Listed Events for Bonds Issued Prior to December 1, 2010.**

- (A) For Bonds issued prior to December 1, 2010, pursuant to the provisions of the

applicable Continuing Disclosure Certificate, the County or Authority shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the outstanding obligation, if material, in a timely manner:

- (i) principal and interest payment delinquencies;
- (ii) non-payment related defaults;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) unscheduled draws on any credit enhancements reflecting financial difficulties;
- (v) substitution of any credit or liquidity providers, or their failure to perform;
- (vi) adverse tax opinions or events affecting the tax-exempt status of the securities;
- (vii) modifications to the rights of security holders;
- (viii) bond calls;
- (ix) defeasances;
- (x) release, substitution, or sale of property securing repayment of the securities; and
- (xi) rating changes.

**Section 3. Listed Events for Bonds Issued on and after December 1, 2010 through February 26, 2019.**

(A) For Bonds issued on or after to December 1, 2010 through February 26, 2019, pursuant to the provisions of the applicable Continuing Disclosure Certificate, the County or Authority shall give, or cause to be given, notice of the occurrence of any of the following Listed Events within ten (10) business days of the occurrence thereof:

- (i) principal and interest payment delinquencies;
- (ii) non-payment related defaults, if material;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) substitution of credit or liquidity providers, or their failure to perform;
- (vi) 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;
- (vii) modifications to rights of security holders, if material;

- (viii) bond calls, if material, and tender offers;
- (ix) defeasances;
- (x) release, substitution, or sale of property securing repayment of the securities, if material;
- (xi) rating changes;
- (xii) bankruptcy, insolvency, receivership or similar event of the obligated person (Note: For the purposes of this event, the event is considered to occur when any of the following occur: The appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person);
- (xiii) 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;
- (xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material.

**Section 4. Listed Events for Bonds Issued on and after February 27, 2019.**

(A) For Bonds issued on or after to February 27, 2019, pursuant to the provisions of the applicable Continuing Disclosure Certificate, the County or Authority shall give, or cause to be given, notice of the occurrence of any of the following Listed Events within ten (10) business days of the occurrence thereof:

- (i) principal and interest payment delinquencies;
- (ii) non-payment related defaults, if material;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) substitution of credit or liquidity providers, or their failure to perform;
- (vi) 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;

- (vii) modifications to rights of security holders, if material;
- (viii) bond calls, if material, and tender offers;
- (ix) defeasances;
- (x) release, substitution, or sale of property securing repayment of the securities, if material;
- (xi) rating changes;
- (xii) bankruptcy, insolvency, receivership or similar event of the obligated person (Note: For the purposes of this event, the event is considered to occur when any of the following occur: The appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person);
- (xiii) 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;
- (xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material.
- (xv) incurrence of a financial obligation of the issuer or obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the issuer or obligated person, any of which affect security holders, if material.
- (xvii) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the issuer or obligated person, any of which reflect financial difficulties.

## ARTICLE V

### ANNUAL REPORT REQUIREMENTS

#### **Section 1. General**

Pursuant to the various Continuing Disclosure Certificates, the County and the Authority is required to provide its respective Annual Report with respect to an issue of Bonds by the date set forth in Exhibit B attached hereto. The Disclosure Coordinator shall commence collection of information for each Annual Report at such time as determined necessary or useful in order to timely complete and file the Annual Report. The Disclosure Coordinator shall obtain any information necessary to be included in an Annual Report that is not included in the County's audited financial statements and is necessary to make the statements contained in the Annual Report not misleading in any material respect. The Annual Report shall include the financial information and other operating data set forth in the respective Continuing Disclosure Certificate as summarized in Exhibit B attached hereto.

#### **Section 2. Financial Statements**

In accordance with the Continuing Disclosure Certificates, if audited financial statements are not available by the date the Annual Report is required to be filed, unaudited financial statements are to be included in such Annual Reports and audited financial statements shall be filed when such statements become available. In addition, the Continuing Disclosure Certificates require the County to file a notice of any failure to provide its Annual Report, on or before the date specified in a Continuing Disclosure Certificate.

## ARTICLE VI

### FILING AND NOTICE REQUIREMENTS

#### **Section 1. Annual Reports and Event Notices.**

The Disclosure Representative shall file each Annual Report on such dates as provided in Exhibit B attached hereto and shall file each Event Notice as required pursuant to Article III hereof and the related Continuing Disclosure Certificate. The Disclosure Representative shall submit all filings of Annual Reports and Listed Events through EMMA or any other repository so designated by the MSRB or the SEC, unless the County is otherwise advised by a written opinion of Disclosure Counsel.

#### **Section 2. California Debt and Investment Advisory Commission.**

The Disclosure Representative shall file each periodic report required to be prepared and filed with CDIAC as set forth in statute. This includes, but is not limited to, annual Self-Certifications for direct pay bonds allocated to the County by the State and reports required pursuant to Senate Bill 1029 (Chapter 307, Statutes of 2016) and any subsequent or successor legislation.

#### **Section 3. Required Notices.**

The Disclosure Representative shall file any notice required to be given to any Bond Insurer, Credit Facility Provider, Paying Agent, Rating Agency or Trustee as may be required from time to time.

## ARTICLE VII

### VOLUNTARY DISCLOSURES

The Disclosure Representative may determine to file voluntary disclosure or information that is not required under the Continuing Disclosure Certificates. The County shall have no obligation to update any voluntary disclosure or information.

## ARTICLE VIII

### RECORD RETENTION POLICY

#### **Section 1. General**

In accordance with Article III hereof, the Disclosure Coordinator shall maintain the following documents for the term of each issue of Bonds (including refunding Bonds, if any) plus seven years, or longer if contemplated by a Tax Certificate for a specific issuance.

#### **Section 2. Refunded Issuances**

For refunded bonds, documentation relating to the original issuance and all material records related to the refunding issue should be maintained until seven years, or more if required by a Tax Certificate, after the final redemption of both bond issues.

#### **Section 3. Documents to be Retained**

(A) At a minimum, the following documentation shall be retained for the durations identified in Sections 1 and 2 of this Article VIII:

- (i) Continuing Disclosure Certificate;
- (ii) Annual Reports, including any EMMA transmittal letters and filing receipts;
- (iii) Event Notices, including any EMMA transmittal letters and filing receipts;
- (iv) CDIAC transmittal letters and filing receipts, including those related to filing of Annual Debt Transaction Reports (ADTRs), pursuant to Senate Bill 1029 (Chapter 207, Statutes of 2016);
- (v) Rating Agency reports; and
- (vi) Such other information as the Disclosure Representative determines necessary or useful in accordance with the Continuing Disclosure Certificates.

#### **Section 4. Department Retention Policies Superseded**

This countywide record retention policy related to the County's debt management program supersedes any departmental document retention policies that may relate to the records indicated above.

**EXHIBIT A: COUNTY AND AUTHORITY OUTSTANDING DEBT**

as of February 21, 2020

Name of Issue	Issuing Entity	Principal Amount	Date of Issue	Final Maturity Date	CUSIP for Final Maturity	Trustee or Paying Agent	Annual Report Due Date	Disclosure Representative	Disclosure Coordinator
<b>Lease Revenue Bonds/Obligations:</b>									
Lease Revenue Bonds, <b>2017 Series B</b> (Capital Projects) <b>***Private Placement***</b>	County of Contra Costa Public Financing Authority	\$ 100,285,000	5/26/2017	6/1/2032	N/A	Wells Fargo	N/A	County Finance Director	Chief Asst. CAO
Lease Revenue Bonds, <b>2017 Series A</b> (Refunding and Capital Projects) <b>***Private Placement***</b>	County of Contra Costa Public Financing Authority	\$ 99,810,000	3/3/2017	6/1/2027	21226PNH7	Wells Fargo	N/A	County Finance Director	Chief Asst. CAO
Lease Revenue Bonds, <b>2015 Series A</b> (Capital Projects) and <b>2015 Series B</b> (Refunding)	County of Contra Costa Public Financing Authority	\$ 71,150,000	8/25/2015	6/1/2035 (A) 6/1/2028 (B)	21226PLV8 (A) 21226PMJ4 (B)	Wells Fargo	3/31	County Finance Director	Chief Asst. CAO
Lease Revenue Obligations (Capital Projects Program) <b>2012 Series A</b> , \$13,102,304 <b>***Private Placement***</b>	County of Contra Costa Public Financing Authority	\$ 13,102,304	10/11/2012	6/1/2027	N/A	Wells Fargo	N/A	County Finance Director	Chief Asst. CAO
Lease Revenue Bonds, \$58,055,000 comprised of <b>Capital Project I - Tax Exempt Bonds, Series A-1</b> , \$6,790,000 and <b>Capital Project I - Taxable Build America Bonds, Series A-2</b> , \$13,130,000 and <b>Capital Project I - Taxable Recovery Zone Bonds, Series A-3</b> , \$20,700,000 and 2010 Series B (Refunding), \$17,435,000	County of Contra Costa Public Financing Authority	\$ 58,055,000	11/16/2010	6/1/2020 (A-1) 6/1/2030 (A-2) 6/1/2040 (A-3) 6/1/2025 (B)	21226PJR0 (A-1) 21226PKU1 (A-2) 21226PKE7 (A-3) 21226PKV9 (B)	Wells Fargo	3/31	County Finance Director	Chief Asst. CAO
<b>Pension Obligation Bonds:</b>									
California Taxable Pension Obligation Bonds, <b>Series 2003A</b> , \$322,710,000	Contra Costa County	\$ 322,710,000	5/1/2003	8/1/2022	212257BV0	Wells Fargo	3/31	County Finance Director	Chief Asst. CAO
<b>Tax Allocation Bonds:</b>									
<b>Tax Allocation Refunding Bonds</b> , Series 2017A, \$49,530,000	Successor Agency to the Contra Costa County Redevelopment Agency	\$ 49,530,000	8/16/2017	8/1/2036	212263AM9	US Bank	3/31	DCD Director	Affordable Housing Program Manager
<b>Taxable Tax Allocation Refunding Bonds</b> , Series 2017B, \$23,095,000	Successor Agency to the Contra Costa County Redevelopment Agency	\$ 23,095,000	8/16/2017	8/1/2025	212263AV9	US Bank	3/31	DCD Director	Affordable Housing Program Manager
<b>Special Assessment Districts:</b>									
<b>2013 Special Tax Refunding Bonds</b> (Norris Canyon), \$5,605,000	County of Contra Costa Community Facilities District No. 2001-1	\$ 5,605,000	1/24/2013	9/1/2031	212288CT9	BNY Mellon	3/31	DCD Director	Affordable Housing Program Manager

**EXHIBIT B:  
REQUIRED INFORMATION FOR ANNUAL REPORTS OF COUNTY AND AUTHORITY**

Issue Description	Due Date	Filing Requirements
<b>Lease Revenue Bonds:</b>		
County of Contra Costa Public Financing Authority Lease Revenue Bonds, \$71,115,000 consisting of \$19,055,000 2015 Series A (Capital Projects) and \$52,060,000 2015 Series B (Refunding)	Nine months after FYE 6/30 (3/31)	<p>(a) The audited financial statements of the County for the prior fiscal year, prepared in accordance with generally accepted accounting principles as promulgated to apply to governmental entities from time to time by the Governmental Accounting Standards Board. If the County's audited financial statements are not available by the time the Annual Report is required to be filed pursuant to Section 3(a), the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement, and the audited financial statements shall be filed in the same manner as the Annual Report when they become available.</p> <p>(b) Numerical and tabular information for the immediately preceding Fiscal Year of the type contained in the Official Statement under the following captions:</p> <ol style="list-style-type: none"> <li>1. The status of the construction and installation of the improvement constituting the 2015 Project, until such time as the 2015 Project is completed;</li> <li>2. Report of changes in "DEBT SERVICE SCHEDULE;"</li> <li>3. Table B-1—"County of Contra Costa General Fund Budget Summary;"</li> <li>4. Table B-2—"County of Contra Costa Summary of Secured Assessed Valuations and <i>Ad Valorem</i> Property Taxation;"</li> <li>5. Table B-5—"County of Contra Costa General Fund Statement of Revenues, Expenditures and Changes in Fund Balances;"</li> <li>6. Table B-8—"Contra Costa County Employees' Retirement Association Schedule of Funded Status;"</li> <li>7. Table B-16—"Contra Costa County Other Post Employment Benefit Plan Summary of Contributions;" and</li> <li>8. Table B-19—"Contra Costa County Outstanding Lease Revenue Obligations and Pension Obligation Bonds").</li> </ol>
County of Contra Costa Public Financing Authority Lease Revenue Bonds, \$58,055,000 consisting of \$6,790,000 2010 Series A-1 (Capital Project I – Tax Exempt Bonds); \$13,130,000 2010 Series A-2 (Capital Project I – Taxable Build America bonds); \$20,700,000 2010 Series A-3 (Capital Project I – Taxable Recovery Zone Bonds); and \$17,435,000 2010 Series B (Refunding)	Nine months after FYE 6/30 (3/31)	<p>(a) The audited financial statements of the County for the prior fiscal year, prepared in accordance with generally accepted accounting principles as promulgated to apply to governmental entities from time to time by the Governmental Accounting Standards Board. If the County's audited financial statements are not available by the time the Annual Report is required to be filed pursuant to Section 3(a), the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement, and the audited financial statements shall be filed in the same manner as the Annual Report when they become available.</p> <p>(b) Numerical and tabular information for the immediately preceding Fiscal Year of the type contained in the Official Statement under the following captions:</p> <ol style="list-style-type: none"> <li>1. The status of the construction and installation of the improvement constituting Capital Project I and Capital Project II until such time as each Capital Project has been completed;</li> <li>2. Report of changes in "DEBT SERVICE SCHEDULE;"</li> <li>3. APPENDIX B—"COUNTY FINANCIAL INFORMATION—Recent County General Fund Budgets" (update Table B-1 "COUNTY OF CONTRA COSTA GENERAL FUND BUDGET");</li> <li>4. APPENDIX B—"COUNTY FINANCIAL INFORMATION—Ad Valorem Property Taxes" (update Table B-2 "COUNTY OF CONTRA COSTA SUMMARY OF SECURED ASSESSED VALUATIONS AND AD VALOREM PROPERTY TAXATION");</li> </ol>

<b>EXHIBIT B: REQUIRED INFORMATION FOR ANNUAL REPORTS OF COUNTY AND AUTHORITY</b>		
<b>Issue Description</b>	<b>Due Date</b>	<b>Filing Requirements</b>
		<p>5. APPENDIX B-“COUNTY FINANCIAL INFORMATION–Accounting Policies, Reports and Audits” (update Table B-6 “COUNTY OF CONTRA COSTA GENERAL FUND STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES”);</p> <p>6. APPENDIX B-“COUNTY FINANCIAL INFORMATION–Pension Plan” (update Table B-9 “CONTRA COSTA COUNTY EMPLOYEES’ RETIREMENT ASSOCIATION OF FUNDED STATUS”);</p> <p>7. APPENDIX B-“COUNTY FINANCIAL INFORMATION–Other Post-Employment Healthcare Benefits” (update Table B-16 “CONTRA COSTA COUNTY OTHER POST-EMPLOYMENT HEALTHCARE BENEFIT PLAN SUMMARY OF PARTICIPATING EMPLOYEES AND CONTRIBUTIONS”);</p> <p>8. APPENDIX B-“COUNTY FINANCIAL INFORMATION–Long Term Obligations” (update Table B-22-“CONTRA COSTA COUNTY OUTSTANDING LEASE OBLIGATIONS AND PENSION OBLIGATION BONDS”).</p>

<b>EXHIBIT B: REQUIRED INFORMATION FOR ANNUAL REPORTS OF COUNTY AND AUTHORITY</b>		
<b>Issue Description</b>	<b>Due Date</b>	<b>Filing Requirements</b>
<b>Pension Obligation Bonds:</b>		
County of Contra Costa, California Taxable Pension Obligation Bonds, Series 2003A, \$322,710,000 Dated: May 1, 2003	Nine months after FYE 6/30 (3/31)	<p>1. The audited financial statements of the County for the prior fiscal year, prepared in accordance with generally accepted accounting principles as promulgated to apply to governmental entities from time to time by the Governmental Accounting Standards Board. If the County's audited financial statements are not available by the time the Annual Report is required to be filed pursuant to Section 3(a), the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement, and the audited financial statements shall be filed in the same manner as the Annual Report when they become available</p> <p>2. Numerical and tabular information for the immediately preceding Fiscal Year of the type contained in the Official Statement under the following captions:</p> <p>(a) "APPENDIX A – COUNTY ECONOMIC, DEMOGRAPHIC AND FINANCIAL INFORMATION – Recent County General Fund Budgets" (update table entitled "COUNTY OF CONTRA COSTA GENERAL FUND BUDGET");</p> <p>(b) "APPENDIX A – COUNTY ECONOMIC, DEMOGRAPHIC AND FINANCIAL INFORMATION – Ad Valorem Property taxes" (updated table entitled "COUNTY OF CONTRA COSTA SUMMARY OF ASSESSED VALUATIONS AND AD VALOREM PROPERTY TAXATION");</p> <p>(c) "APPENDIX A – COUNTY ECONOMIC, DEMOGRAPHIC AND FINANCIAL INFORMATION – Accounting Policies, Reports and Audits" (update table entitled "COUNTY OF CONTRA COSTA GENERAL FUND SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES");</p> <p>(d) "APPENDIX A – COUNTY ECONOMIC, DEMOGRAPHIC AND FINANCIAL INFORMATION – Long Term Obligations – General Obligation Debt" and "- Lease Obligations" (update table entitled "COUNTY OF CONTRA COSTA OUTSTANDING MARKETABLE LEASE AND PENSION BOND OBLIGATIONS")</p>
<b>Tax Allocation Bonds:</b>		
Tax Allocation Refunding Bonds, Series 2017A (Tax-Exempt), \$49,530,000, Series 2017B (Taxable), \$23,095,000	Nine months after FYE 6/30 (3/31)	<p>(a) The audited financial statements of the Successor Agency for the prior fiscal year, prepared in accordance with generally accepted accounting principles as promulgated to apply to governmental entities from time to time by the Governmental Accounting Standards Board. If the audited financial statements of the Successor Agency are not available by the time the Annual Report is required to be filed pursuant to Section 3(a), the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement, and the audited financial statements shall be filed in the same manner as the Annual Report when they become available.</p> <p>(b) Numerical and tabular information for the immediately preceding Fiscal Year of the type contained in the Official Statement as follows:</p> <p>(i) Aggregate assessed values, incremental values, and projected Tax Revenues for the Project Areas;</p> <p>(ii) Assessed values for the Ten Largest Property Taxpayers in the Project Areas substantially in the form of Table 8 of the Official Statement;</p> <p>(iii) Information about each resolved and/or open appeal of assessed values in the Project Areas that exceeds 5% of the aggregate assessed value of the Project Areas substantially in the form of Table 9 of the Official Statement;</p>

**EXHIBIT B:  
REQUIRED INFORMATION FOR ANNUAL REPORTS OF COUNTY AND AUTHORITY**

Issue Description	Due Date	Filing Requirements
		<p>(iv) The outstanding principal amount, debt service schedule, and debt service coverage ratios for the Series 2017 Bonds, and any outstanding Parity Debt secured by Tax Revenues; and</p> <p>(v) The balance in the Reserve Account, if a municipal debt service reserve insurance policy is not deposited into the Reserve Account.</p> <p>(c) In addition to any of the information expressly required to be provided under Sections 4(a) and 4(b), the Successor Agency shall provide such other information, if any, necessary to make the required information, in light of the circumstances under which they were made, not misleading.</p> <p>(d) The presentation and format of the Annual Report may be modified from time to time as determined in the sole judgment of the Successor Agency to conform to changes in accounting or disclosure principles or practices and legal requirements followed by or applicable to the Successor Agency to reflect changes in the business, structure, or operations of the Successor Agency; provided that any such modifications shall comply with the requirements of the Rule.</p> <p>(e) Any or all of the items listed in this Section 4 may be included by specific reference to other documents, including official statements of debt issues of the Successor Agency or related public entities, which have been made available to the public on the MSRB website. The Successor Agency shall clearly identify each such other document so included by reference.</p>
<b>Special Assessment Districts:</b>		
2013 Special Tax Refunding Bonds, \$5,605,000	Nine months after FYE 6/30 (3/31)	<p>(a) The audited financial statements of the County for the prior fiscal year prepared in accordance with generally accepted accounting principles in effect from time to time by the Governmental Accounting Standards Board to apply to governmental entities. If the audited financial statements are not available by the time the Annual Disclosure Report is required to be filed pursuant to Section 3(a), the Annual Disclosure Report shall contain unaudited financial statements in a format similar to the financial statements contained in the Official Statement, and the audited financial statements shall be filed in the same manner as the Annual Disclosure Report when they become available.</p> <p>(b) The following information with respect to the 2013 Bonds and the District:</p> <ol style="list-style-type: none"> <li>1. The principal amount of the 2013 Bonds outstanding.</li> <li>2. The balances of all funds and accounts established by the Fiscal Agent Agreement as of the end of the next preceding fiscal year.</li> <li>3. Total assessed value of all parcels subject to the Special Tax.</li> <li>4. Actual Special Tax levy for the most recent fiscal year, Special Tax and property tax delinquency rate for parcels in the District for the most recent year.</li> <li>5. Concerning delinquent parcels:               <ol style="list-style-type: none"> <li>(i) number of parcels delinquent in payment of Special Tax,</li> <li>(ii) amount of total delinquency and as a percentage of total Special Tax levy, and</li> <li>(iii) status of the County’s foreclosure proceedings upon delinquent properties.</li> </ol> </li> <li>6. Identity of any delinquent tax payer obligated for more than 10% of the annual Special Tax levy and:</li> </ol>

**EXHIBIT B:  
REQUIRED INFORMATION FOR ANNUAL REPORTS OF COUNTY AND AUTHORITY**

<b>Issue Description</b>	<b>Due Date</b>	<b>Filing Requirements</b>
		<p>(i) assessed value of applicable properties, and</p> <p>(ii) summary of results of foreclosure sales, if available.</p> <p>7. Significant amendments to land use entitlements for property in the District known to the Director of the Department of Conservation and Development.</p> <p>8. Status of any significant legislative, administrative, and judicial challenges to the construction of the development in the District known to the Director of the Department of Conservation and Development, without independent inquiry, for any year in which construction activity has occurred in the District.</p>



# **CONTRA COSTA COUNTY**

## **FINANCING POLICIES FOR COMMUNITY FACILITIES DISTRICTS**

## TABLE OF CONTENTS

TABLE OF CONTENTS.....	
SECTION I: GENERAL POLICY STATEMENT .....	1
A. Community Facilities District Financings .....	1
B. Eligible Facilities .....	2
C. Eligible Services.....	2
SECTION II: INITIATION OF THE FINANCING .....	2
A. Application .....	2
B. Processing and Formation Fees .....	3
C. Petition for Formation and Waiver of Time Requirements of the Election.....	4
D. Selection of the Financing Team.....	4
SECTION III: DEBT AFFORDABILITY ADVISORY COMMITTEE .....	5
SECTION IV: ECONOMIC VIABILITY OF THE FINANCING.....	6
A. Absorption Study .....	6
B. Appraisal .....	7
C. Financial Information Required of Applicant.....	8
D. Potential Third Party Guarantee of Special Tax Payments During Project Development .....	9
E. Land Use Approvals.....	9
F. Equity Participation by Applicant and Major Participants.....	10
SECTION V: REVENUE SUPPORTING THE FINANCING .....	10
SECTION VI: STRUCTURING THE FINANCING .....	11
A. Limited Obligations of the County .....	12
B. Structuring of Debt Service .....	12
C. Reserve Funds .....	12
D. Capitalized Interest .....	12
E. Foreclosure Covenant .....	12
F. Underwriter and Original Issue Discount.....	13
SECTION VII: AGREEMENTS WITH AFFECTED PUBLIC ENTITIES .....	13
A. County Initiated CFD Financings .....	13
B. CFD Financings Not Initiated by the County .....	14

SECTION VIII: CREDIT ENHANCEMENTS ..... 15

SECTION IX: OFFERING STATEMENTS AND DISCLOSURE ..... 15

SECTION X: ADMINISTRATION ..... 16

    A. Debt Administration..... 16

    B. Notice to Future Property Owners ..... 16

    C. Annual Reporting ..... 17

SECTION XI: REFUNDINGS ..... 17

SECTION XII: AMENDMENTS AND EXCEPTIONS..... 18

## SECTION I: GENERAL POLICY STATEMENT

Contra Costa County (the "County") has created these goals and policies concerning the use of the Mello-Roos Community Facilities Act of 1982 (Government Code sections 53311 and following), as amended (the "Act") in providing adequate public services and public infrastructure improvements (the "Policies"). The Policies will apply to all Community Facilities Districts ("CFDs") and related debt financing. In those cases in which fixed lien special assessment or other types of land based financing is substituted for CFD financing, the County will apply the appropriate provisions of these Policies. These Policies are intended to serve as guidelines to assist all concerned parties in determining the County's approach to CFD financing, provide specific guidance for approval of public financing for provision of public services and public infrastructure improvements and establish the standards and guidelines for the review of proposed development financings. It is the County's intent to support projects which address a public need and provide a public benefit. These Policies are also designed to comply with Section 53312.7(a) of the Government Code.

### A. Community Facilities District Financings

1. The County encourages the development of residential, commercial and industrial property consistent with the adopted General Plan. The Board of Supervisors will consider the use of CFDs to assist these types of projects.
2. The County will consider the funding of services permitted under the Act if such funding does not create an unreasonable economic burden on the land and special taxpayers.
3. The County encourages the formation of CFDs as acquisition districts. In acquisition districts, a developer is reimbursed for projects only when discrete, useable public facilities are deemed by the County to be completed. In construction districts, to the extent permitted under the Act, developers are provided progress payments during the construction of facilities. Acquisition districts provide stronger credit features, and better assure that the public facilities are completed.
4. While recognizing that public facilities proposed to be financed by a CFD are to benefit those properties within the boundaries of the proposed CFD, the Board of Supervisors finds that public benefit can only be "significant" when the benefit is also received by the community at large or are regional in nature but have a benefit to the properties within the proposed CFD.
5. The use of CFDs will be permitted to finance public facilities as described in Paragraph B below, whose useful life will be at least five (5) years and equal to or greater than the term of the bonds. Facilities which are, upon completion, owned, operated or maintained by public agencies will be considered public facilities. Limited exceptions may be made for facilities to be owned, operated or maintained by private utilities, or for facilities which could be owned by public agencies, or utilities.
6. The County is concerned that the proposed project that is to be financed is not premature for the area in which it is to be located. The proposed project must meet the land use approvals listed in subsection E of Section IV below.
7. Extending public financing to a proposed project for identified public improvements cannot be

done without considering the aggregate public service needs for the project. Upon receipt of an application for public financing, the County will notify the other public entities having responsibility to serve the proposed project and request comment on the application. Periodic meetings, on a regional basis, with all affected public entities will be encouraged by the County to address the issues relative to overlapping debt

8. The Debt Affordability Advisory Committee (described in Section III below) may waive all or some of the provisions of these policies if unique and special circumstances apply to specific CFD financings.

## **B. Eligible Facilities**

Facilities eligible to be financed by a CFD, upon completion of the construction or acquisition thereof, are intended to be owned by the County, another public agency or a public utility and must have a useful life of five (5) years or more. The list of public facilities eligible to be financed by a CFD may include, but is not limited to the following: streets, highways, and bridges; water, sewer, and drainage facilities; parks; libraries; police and fire stations; traffic signals and street lighting; recreation facilities; governmental facilities; flood control facilities; environmental mitigation measures; and public rights-of-way landscaping.

Facilities to be financed must be legally eligible under the Act and federal tax law, if applicable, to the satisfaction of bond counsel. The Board of Supervisors will have the final determination as to the eligibility of any facility for financing under these Policies.

## **C. Eligible Services**

Services eligible to be funded through a CFD include: police protection services, fire protection and suppression services, ambulance and paramedic services, maintenance and lighting of parks, parkways, streets, roads and open space, flood and storm protection services, and services with respect to the removal or remedial action for the cleanup of any hazardous substance released or threatened to be released in to the environment. The Board of Supervisors will have the final determination as to the prioritization of funding such services. A CFD may not finance public services already provided by a public agency.

# **SECTION II: INITIATION OF THE FINANCING**

## **A. Application**

The proponent of a project must obtain and submit the required application to the initiating County department. The initiating County department with respect to CFD financings is the Department of Conservation and Development (the “Department”).

Any application for the establishment of a CFD district will contain such information and be submitted in such form as the Department may require. At a minimum each application must contain:

1. Proof of authorization to submit the application on behalf of the owner of the property proposed for new development for which the application is submitted if the applicant is not the owner of such property;
2. Evidence satisfactory to the Department that the applicant represents or has the consent of the owners of not less than 67% by area, of the property proposed to be subject to the levy of the special tax; and
3. For any CFD financing to benefit new development, a business plan for the development of the property within the proposed CFD and such additional information as the Department may deem necessary to adequately review the financial feasibility of the CFD. For any CFD financing to benefit new development, the applicant must demonstrate to the satisfaction of the Department the ability of the owner of the property to be developed to pay the special tax installments for the CFD and any other assessments, special taxes and ad valorem on such property until full build out and sale or lease up of the property.

An application must be completed and the necessary information provided, as determined by the Department, before any action will be taken to process the application and initiate financing for a project.

## **B. Processing and Formation Fees**

Applications are to be accompanied by a processing or formation fee. All costs to the County associated with the proceedings statutorily required to establish a CFD are to be advanced by the applicant and paid prior to the actual sale of any bonds. The applicant will be reimbursed solely from the proceeds of the bonds sold for all monies advanced to the extent allowed by the Act.

An initial deposit in an amount of not less than \$35,000 for a CFD is to be attached to the completed application submitted. The Department, in its discretion, may determine a larger deposit amount is appropriate. The deposit will be placed in a separate trust account held by the County. The deposit may be placed in an interest bearing account so long as it is directed to do so by the Board of Supervisors and is allowable under state law. All costs of the County and/or its consultants retained during the formation process are to be paid from this account.

If, in the judgment of the Department, the costs incurred or projected will cause the balance in this account to fall below \$5,000, a written demand will be made to the applicant to advance monies sufficient to bring the account to a balance that is projected to meet remaining costs required to establish the CFD. Failure to advance the requested monies within ten (10) days of a written demand by the County will result in all processing of the application to cease and no further actions to be taken toward establishing the financing district until the monies have been received.

Monies held in the trust account are to be applied to pay the County and its staff in reviewing and processing the application as well as the costs of the special tax consultant, bond counsel, appraiser, absorption consultant, all publication expenses, and any other costs determined by the County to be necessary to establish the CFD.

Accompanying the application will be an agreement governing the processing or formation fee, its deposit in a trust account, the use of the monies, the return to the applicant of any unused portion of the fee or other

monies advanced, and the possible reimbursement of monies advanced from bond proceeds.

### **C. Petition for Formation and Waiver of Time Requirements of the Election**

The Mello-Roos Community Facilities Act of 1982, as amended, (the "Act") states that one way to request the formation of a proposed community facilities district is through a Petition signed by landowners holding title to ten percent (10%) of the land by area expected to be included within the proposed community facilities district. The Petition must be submitted to the County before formal action can be commenced to form the CFD. The form of the petition will be supplied by bond counsel once a completed application has been received and initial processing has been accomplished.

The Act also provides that the formation can be shortened if one hundred percent (100%) of the property owners within the proposed boundaries of the CFD execute a waiver regarding the timing of and certain procedures associated with a required special election. The applicant should indicate on the application whether this waiver can be secured.

### **D. Selection of the Financing Team**

The County will select the bond counsel, municipal advisor, underwriter or placement agent, and fiscal agent/trustee. It will require the retention of underwriter's counsel or disclosure counsel. Providers of letters of credit, liquidity supports and other types of credit enhancements are also subject to the approval of the County. Bond counsel and underwriter counsel must be different firms.

In addition to the consultants that compose the financing team, as noted above, the County will select a special tax consultant to determine a fair and reasonable method to allocate the special tax required to meet debt service on the bonds and other related expenses of the proposed CFD.

Unless satisfactory and current information regarding land values for property within the proposed CFD and subject to the special tax is available, the County will require that a real estate appraiser of its choice be retained and an appraisal made. Additionally, an economist or real estate appraiser or other qualified independent third party may also be retained for the purpose outlined in Section IV.A.

In addition, the County reserves the right to retain additional professional consultants that it deems appropriate.

### SECTION III: DEBT AFFORDABILITY ADVISORY COMMITTEE

The Board of Supervisors established the Debt Affordability Advisory Committee (the “Committee”) to review issues relevant to capital markets transactions and to make recommendations to the Board of Supervisors when appropriate. The Committee will be comprised of the County Auditor-Controller, the County Treasurer-Tax Collector, Director of the Department of Conservation and Development, and the Senior Deputy County Administrator/Finance Director. The Committee is charged with the task of reviewing and commenting upon all CFD financing as well as other types of financing proposed to be issued by the County or its related districts or agencies. The Committee is to review each proposed debt issue and provide comment on whether the proposed debt issue is consistent with these Policies. It is to comment on the economic viability and credit worthiness of the proposed debt issue. In performing its function the Committee may, in its sole discretion, review a matter more than once and retain additional consultants to assist in its review. The cost of such consultants is to be borne by the proponent of the debt issue. In addition, the Committee has an ongoing responsibility to monitor the status of debt issued by the County or related districts or agencies.

A written summary of the Debt Affordability Advisory Committee's review of the proposed financing is to be prepared and submitted to the Board of Supervisors after it considers the financing. The written summary will state the issues considered by the Committee, whether the financing and the issues considered were consistent with or at variance with these Policies, and its recommendation with regard to each issue and the financing. If the vote of the Committee is not unanimous, the written summary is to so indicate and summarize the position taken by the minority members of the Committee.

The following are those matters which at minimum the Debt Affordability Advisory Committee is to review and comment upon with regard to the CFD financings.

1. Prior to the Board of Supervisors considering the resolution of intention to establish a CFD, the Department is to determine that all land use approvals required for the project under Section IV.E. have been fulfilled and that the proposed rate and method of apportionment of the special tax is consistent with Section V.A. of these Policies. Any variation from these Policies is to be noted and a recommendation made to the Board of Supervisors with regard thereto.
2. Prior to the Board of Supervisors considering the resolution authorizing the sale and issuance of bonds, the Debt Affordability Advisory Committee is to determine that:
  - a) A current appraisal and any related absorption study have been prepared consistent with Section IV.A. and IV.B of these Policies and that satisfactory land value to lien ratios exist.
  - b) Each property owner responsible for twenty percent (20%) or more of the debt service on the bonded indebtedness to be incurred has supplied the financial security required by Section IV.C. and IV.D. of these Policies.
  - c) The rate and method of apportionment of the special tax is in compliance with Section V.A. of these Policies.
  - d) The structure of the proposed financing is consistent with the applicable subsections of Section VI of these Policies.

- e) Each property owner responsible for 20% or more of the debt service in connection with any series of bonds must be current with respect to payment of all general property taxes, and any assessments or special taxes levied.

As stated above, any variation from these Policies is to be noted and a recommendation made to the Board of Supervisors with regard thereto. In addition, the Debt Affordability Advisory Committee is to make any comment it deems relevant in determining the economic viability or credit worthiness of the proposed debt issue. The Committee is to make a recommendation to the Board of Supervisors as to whether or not to proceed with the sale and issuance of the bonds.

If the proposed financing contemplates that bonds are to be issued in series, then each series is to be reviewed and commented upon by the Debt Affordability Advisory Committee before that series of bonds is considered by the Board of Supervisors for issuance.

Any proposal for refunding or defeasing a particular CFD financing is to be reviewed for consistency with Section XI of these Policies and commented on by the Debt Affordability Advisory Committee prior to it being submitted to the Board of Supervisors for consideration.

Once issuance of bonds has been approved by the Board of Supervisors and the bonds have been sold, the County department or related district or agency having responsibility for the administration of the bond issue is to annually file with the State and the Auditor Controller of the County a report regarding the status of the bond financing. The occurrence of a technical default, or the likelihood thereof, is to be reported immediately to the Auditor Controller of the County by the administering County department or related district or agency.

## **SECTION IV: ECONOMIC VIABILITY OF THE FINANCING**

In evaluating the application and the proposed debt issue, the County may require any or all of the following to determine the economic viability of the proposed project and the timing of the sale of any bonds or series thereof. The following requirements would apply to a CFD to finance services only to the extent determined by the Department.

### **A. Absorption Study**

Unless waived by the Debt Affordability Advisory Committee, an absorption study of any proposed project for substantially undeveloped property will be required for CFD financings. The absorption study will be used: (1) as a basis to verify proposed base pricing of the finished products (lots or completed buildings or dwelling units) subject to the levy of the special tax; (2) to determine the projected market absorption of such finished products and (3) as a basis for verification that the assumptions supporting the special tax formula are appropriate and sufficient revenues can be collected to support the bonded indebtedness to be incurred.

The absorption study will also be used to evaluate the timing consideration identified by the applicant and the financing team. The absorption study will be provided to the appraiser and the appraisal required below

in Section IV.B. is to reflect consideration of the absorption study.

## B. Appraisal

### 1. Definition of Appraisal

An appraisal is a written self-contained report independently and impartially prepared by a qualified appraiser setting forth an opinion of defined value of an adequately described property to be included in a CFD as of a specific date, supported by the presentation and analysis of relevant market information. A qualified appraiser is a state certified real estate appraiser, as defined in Business and Professions Code Section 11340.

### 2. Standards of Appraisal

A detailed complete appraisal will be prepared to support any CFD financing where the property to be included in the CFD is not substantially built out. A detailed complete appraisal will reflect nationally recognized appraisal standards including, to the extent appropriate, the Uniform Standards of Professional Appraisal Practice (USPAP) of the Appraisal Foundation, the Code of Professional Ethics and the Standards of Professional Appraisal Practice of the Appraisal Institute. An appraisal should also generally conform to the Appraisal Standards for Land - Secured Financings provided by the California Debt and Investment Advisory Commission ("CDIAC"). Appraisals undertaken to establish value-to-lien ratios in CFD's should value the fee simple estate, subject to any existing special assessment and special tax liens. The estimate of Market Value should be refined to reflect the Retail Value of fully improved and occupied properties and the Bulk Sale Value of all vacant properties, including both unimproved properties and improved or partially improved but unoccupied properties. An appraisal must contain sufficient documentation including valuation data and the appraiser's analysis of the data to support his or her opinion of value. At a minimum, the appraisal will contain the following items:

- a) The purpose and/or function of the appraisal, an identification of the property being appraised, the intended use, the identity of the current and intended uses, and a statement of the assumptions and limiting conditions affecting the appraisal.
- b) An adequate description of the physical characteristics of the property being appraised, location, General Plan/zoning, present use, and an analysis of highest and best use.
- c) Relevant and reliable approaches to value consistent with commonly accepted professional appraisal practices. If a discounted cash flow analysis is used, it should be supported with at least one other valuation method, such as a market approach using sales that are at the same stage of land development, when possible. If more than one approach is utilized, there will be an analysis and reconciliation of approaches to value that are sufficient to support the appraiser's opinion of value.
- d) A description of comparable sales, including a description of all relevant physical, legal and economic factors such as parties to the transaction, source and method of financing, and verification by a party involved in the transaction.
- e) A statement of the value of real property.

- f) The effective date of valuation, date of appraisal, signature and certification of the appraiser.
3. Community Facilities District Appraisal Premises. The valuation of proposed special tax districts will be based on all of the following three premises:
- a) Raw Land Value. (Premise #1). The total land within the project will be valued “as is”:
    - (i) Without proposed infrastructure being financed or any future private improvements;
    - (ii) With existing parcel configuration and existing land use entitlements; and
    - (iii) Considering planned densities allowed by the General Plan, specific plan, zoning or other project approvals then in effect

This is a typical type of land valuation.

- b) Project Build-out value. (Premise #2). The total land within the project is valued under projected conditions:
  - (i) With completion of proposed infrastructure being financed;
  - (ii) At the planned densities allowed by the General Plan, specific plan, zoning or other approvals then in effect: and
  - (iii) Land development is at the stage of being marketed to merchant builders or tentative tract maps ready to be filed.

This is a projected value based on project plans predicated on market conditions continuing as projected.

- c) Bulk Land Value. (Premise #3). The total land within the project is valued under projected conditions:
  - (i) With completion of proposed infrastructure being financed;
  - (ii) With existing parcel configuration; and
  - (iii) Considering planned densities allowed by the General Plan, specific plan, zoning or other project approvals then in effect.

This premise should consider a discounted or “quick sale” valuation considering time, costs and the possibility of a pre unit value based on the total size of the project.

- 4. Timeliness of Information. To ensure that the opinion of value is current at the time of any bond sale, the valuation date of the appraisal or an update to the appraisal should be within three months of the bond sale.

### **C. Financial Information Required of Applicant**

At time of application, the applicant for a CFD debt issue and all property owners owning land within the boundaries of the proposed financing district that will be responsible for twenty percent (20%) or more of the debt service on the bonded indebtedness to be incurred will provide financial statements (preferably audited) for the current and prior two fiscal years. The applicant will also provide all other financial information related to the proposed project that may be requested by the County.

Subsequent to the sale and issuance of the bonds, federal and state statutes and/or regulations regarding the financing may require the preparation of periodic reports. The applicant and all major participants in the project will be required to provide that information needed to complete such statutorily required reports. In addition, the County department or related district or agency responsible for the administration of the bonds may require information of the applicant or the major participants in the project to satisfy reporting demands of rating agencies or institutional buyers.

#### **D. Potential Third Party Guarantee of Special Tax Payments During Project Development**

The greatest exposure to default on CFD bonds is the period between the issuance of bonds and project build out. The risk of default is increased when only a single or a few property owners are responsible for the special assessment or special tax payments that support the repayment of the bonds. While the County's credit is not pledged to support the bonds, a default on CFD bonds can negatively impact the investment community's perception of the County.

To minimize the risk of default, the County may require a third party guarantee for the annual special tax payments within a district while the project is being developed and until there is significant absorption of the new development. The need for, nature and duration of any third party guarantees will be evaluated by the County and its financing team on a case by case basis. If required, the commitment letter for the third party guarantee must be provided within five days of the Resolution of Issuance and the third party guarantee must be provided prior to printing the preliminary official statement for the financing.

Third party guarantees may include letters of credit ("LOCs"), surety bonds, or some other mechanism which assures payment of special taxes while the project is being developed. When LOCs are provided, they must be in form and substance acceptable to the County from a bank acceptable to the County.

#### **E. Land Use Approvals**

For CFD financings the County will require, at a minimum that the proposed project must

1. be consistent with the County's General Plan;
2. be reviewed by the Director of the Department or designee, and have satisfied or be able to satisfy, all of the relevant land use requirements specified by the Director; and,
3. have had the service levels for the required public facilities established or the exact public facilities required for the project identified.

A proposed project that requires: (i) a General Plan amendment, (ii) a change of zone that increases the density or intensity of land use, (iii) a specific plan, or (iv) a specific plan amendment that increases the density or intensity of land use will be referred to the Department's Community Development Division for evaluation as to whether the project is premature.

An appropriate environmental review of the proposed project is to have been completed as part of land use entitlement proceedings that will have addressed all of the public facilities that are to be constructed through the proposed financing.

## **F. Equity Participation by Applicant and Major Participants**

In evaluating the proposed debt issue, the Debt Affordability Advisory Committee will consider the equity participation of the applicant and the major participants in the proposed project. At the time the application for the proposed financing is received, an analysis will be made as to the equity interest that the applicant has in the proposed project. It will also be required of the applicant that in addition to the financing, the applicant will fund in-tract public infrastructure and may be expected to contribute to other public improvements related to the proposed project.

## **SECTION V: REVENUE SUPPORTING THE FINANCING**

CFD bonds are termed "limited obligations" whose primary repayment is secured by a special tax levied on property in the CFD. The following are criteria that will be applied in evaluating the revenue stream that will be supporting a proposed CFD bond financing.

- A. The rate and method of apportionment of the special tax must be both reasonable and equitable in apportioning the costs of the public facilities and services to be financed to each of the parcels within the boundaries of the proposed CFD.
- B. The rate and method of apportionment must be structured to produce special taxes sufficient to pay scheduled debt service on all bonds (and provide coverage equal to 10% of debt service - see Section V.F. below), pay annual services or maintenance expenses (if applicable), establish or replenish any reserve fund for a bond issue, and pay reasonable and necessary administrative expenses of the CFD. In addition, the rate and method of apportionment may be structured to produce amounts to pay directly the costs of public facilities authorized to be financed by the CFD, the accumulation of funds reasonably required for future debt service, amounts equal to projected deficiencies in special tax payments, any remarketing, credit enhancement or liquidity fees and any other costs or payments permitted by law.
- C. The rate and method of apportionment of the special tax is to provide for the administrative expenses of the proposed CFD, including, but not limited to, those expenses necessary for the annual enrollment and collection of the special tax and bond administration.
- D. All property not otherwise exempted by the Act from taxation will be subject to the special tax. The rate and method of apportionment may provide for exemptions to be extended to parcels that are publicly-owned, held by property owners associations, used for a public purpose such as permanent open space or wetlands, or affected by public utility easements making impractical their use for other than the purposes specified in the easement
- E. The annual special tax levy on each residential parcel developed to its final land use will not escalate,

except that a variation for services and administrative expenses will be allowed. The County will allow an annual escalation factor, not to exceed two percent (2%) per year, on parcels to be developed for commercial or industrial uses.

- F. The maximum annual special tax, together with *ad valorem* property taxes, County Service Area charges, special assessments or taxes for an overlapping financing district, or any other charges, taxes or fees payable from and secured by the property, including potential charges, taxes, or fees relating to authorized but unissued debt of public entities other than the County, in relation to the expected assessed value of each parcel upon completion of the private improvements to the parcel is of great importance to the County in evaluating the proposed financing.

The objective of the County is to limit the total tax burden, including the *ad valorem* property taxes levied by the County, special taxes levied by any existing district for the payment of bonded indebtedness or ongoing services, assessments levied for any assessment district or maintenance district for the payment of bonded indebtedness or services and the assigned special tax for the proposed CFD, on any parcel to a maximum of two percent (2%) of the expected assessed value of the parcel upon completion of the private improvements. In evaluating whether this objective can be met, the County will consider the aggregate public service needs for the proposed project. It will consider what public improvements the applicant is proposing be financed in relation to these aggregate needs and decide what is an appropriate amount to extend in public financing to the identified public improvements.

- G. The total maximum annual special taxes that can be collected from taxable property in a district, taking into account any potential changes in land use or development density or rate, and less all projected administrative expenses, must be equal to at least one hundred ten percent (110%) of the gross annual debt service on any bonds issued by or on behalf of the CFD in each year that said bonds will remain outstanding.
- H. The rate and method of apportionment of the special tax may include a provision for a back up tax or other assurances to protect against any changes in development that would result in insufficient special tax revenues to meet the debt service requirements of the CFD. Such backup tax or other assurances will be structured in such a manner that it will not violate any provisions of the Act regarding cross-collateralization limitations for residential properties.
- I. A formula to provide for the prepayment of the special tax may be provided; however, neither the County nor the CFD will be obligated to pay for the cost of determining the prepayment amount which is to be paid by the requesting property owner.

## SECTION VI: STRUCTURING THE FINANCING

In structuring a CFD financing, the County and its financing team will insure that the following issues are addressed in connection with the CFD bond issue.

## **A. Limited Obligations of the County**

Both the statutory authority providing for the issuance of CFD bonds as well as the proceedings resulting in the sale and issuance of the bonds must ensure the bonds are limited obligations of the County payable only from the revenue source identified and do not require the expenditure of the general funds or any other revenues of the County to satisfy debt service obligations or to replenish any reserve fund established for the bonds.

## **B. Structuring of Debt Service**

While the County prefers that debt service be structured with approximately level debt service, CFD financings may be structured with level, escalating, or declining debt service. The bonds must mature within forty (40) years of the date of the initial bonds issued. No bonds will be issued with a maturity date greater than the expected useful life of the majority of the facilities being financed.

## **C. Reserve Funds**

The County will require that for CFD financings a reserve fund be established at a required funding level as determined appropriate by the financing team.

## **D. Capitalized Interest**

Interest will be capitalized for a bond issue only as long as necessary to place the special tax installments on the assessment roll; provided, however, that interest may be capitalized for a longer term to be established in the sole discretion of the County on a case by case basis, not to exceed an aggregate of 18 months, taking into consideration the value to lien ratio for such bonds, the expected timing of initial occupancies of residential dwelling units or nonresidential structures within the CFD, expected absorption and buildout of the property within the applicable Community Facilities District, expected construction and completion schedule for the facilities to be funded from the proceeds of the bonds, the size of the bond issue, the development pro forma and the equity position of the applicant and such other factors as the County may consider relevant.

## **E. Foreclosure Covenant**

In collecting delinquent special taxes, the County seeks to balance the bondholders' right to receive timely payment with fairness to property owners within the CFD who, due to extenuating circumstances, may have difficulty paying their special taxes in a timely manner. Because CFD financings generally are repaid from special tax receipts and solely secured by liens against property within the CFD, the investment market expects to see appropriate foreclosure covenants in the CFD bond documents. A foreclosure covenant would compel the County to take action to file a foreclosure action against a parcel with certain delinquency thresholds are reached. For example, a covenant may require the County to institute foreclosure if an

individual delinquency exceeds a certain threshold (e.g., \$5,000) or the total amount of delinquencies for all properties in a CFD exceeds a specified percentage of the total special taxes to be received (e.g., 5%). Those standards may differ if the reserve fund for the issue remains fully funded.

For each bond issue, the County and its financing team will analyze key aspects of the proposed CFD (e.g., number of parcels, special tax rates, and debt service) to structure foreclosure covenants in a manner that satisfies the bondholders' need to reduce the likelihood of a shortfall in special taxes to pay debt service with the desire to provide flexibility in treatment of individual special tax payers.

## **F. Underwriter and Original Issue Discount**

The underwriter's discount will be negotiated and determined solely by the County and will be competitive with and comparable to such discounts on similar financings being issued by the County and other public entities. The County will consider any other compensation the underwriter may be receiving in connection with the bond financing in determining the appropriate amount of the discount.

An original issue discount will be permitted only if it is expected that such discount will result in a lower true interest cost on the bonds and that, for CFD financings, the use of an original issue discount will not adversely affect the ability of the CFD to construct public facilities identified by the bond documents.

## **SECTION VII: AGREEMENTS WITH AFFECTED PUBLIC ENTITIES**

### **A. County Initiated CFD Financings**

1. For CFDs, the joint community facilities agreement(s) required with other public entities which will own, maintain or operate the facilities to be financed must be adopted and approved by all parties at or prior to the adoption of the resolution providing for the issuance of bonds for the CFD.
2. Should a CFD bond issue be for the construction of public facilities required to be sized to exceed the service needs of the properties within the boundaries of the financing district, the County may negotiate the following:
  - a) To the extent that the affected public entity's regulations allow, a credit against connection fees or other fees such that the credit will preclude the affected properties from contributing twice toward the cost of the identified public facilities.
  - b) To the extent that the affected public entity's regulations allow, a reimbursement for oversized facilities that will allow the CFD to balance the bonded indebtedness incurred with the level of benefit the properties are to receive from the public facilities that are to be financed.
  - c) Any reimbursements for oversizing received from the affected public entity are to be paid to the CFD and, depending upon date of receipt, will be used either to augment construction proceeds or to reduce the outstanding bonded indebtedness of the financing district as determined appropriate by the County.

## B. CFD Financings Not Initiated by the County

An administrative review will be made by the Department of all non-County initiated CFD financings that will require a joint community facilities agreement with the County to ensure compliance with the following minimum requirements. Only those financings that do not satisfy these minimum requirements will be referred to the Debt Affordability Advisory Committee for review and comment.

1. For CFDs containing residential projects, the rate and method of apportionment of the special tax will not provide for an annually increasing maximum special tax for any residential classification. However, for commercial and industrial projects within the CFD, the County will accept a maximum special tax for such classifications that escalates at a rate not to exceed two percent (2%) per year.
2. For CFDs, the total projected annual special tax revenues, less estimated annual administrative expenses, must exceed the projected annual gross debt service on the bonds by ten percent (10%). In structuring the rate and method of apportionment of the special tax, projected annual interest earnings may also be included as part of the projected annual revenues to satisfy this coverage requirement. Annual bond reserve fund interest earnings will be calculated at a rate to be determined by the County but, in no event greater than the then current passbook savings rate.
3. Whether the projected *ad valorem* property tax and other direct and overlapping debt for the property within the proposed boundaries of the CFD, including the proposed maximum special tax, does meet the County's objective of not exceeding two percent (2%) of the anticipated assessed value of each improved parcel upon completion of the private improvements as articulated in Section V.E. will be reviewed. This review will include current or estimated County Service Area or Community Service District charges, benefit assessments, levies for authorized but unissued debt and any other anticipated charge which may be included on the property tax bill.
4. With regard to any bonds to be issued, there will be created a reserve fund that will be established for each series of bonds.
5. If the County or its related districts or agencies are to:
  - a) own, operate, or maintain a majority of the facilities to be financed, or,
  - b) be the single largest recipient of the facilities to be financed, or,
  - c) own, operate or maintain facilities having a combined construction cost of \$100,000 or more, including design, engineering, construction contingencies and related costs of the construction project,

then the County will require that all of the appropriate Policies set forth herein will be adhered to before entering into a joint community facilities agreement.

## **SECTION VIII: CREDIT ENHANCEMENTS**

Credit enhancements, if required by the County, are to be utilized either to improve the credit worthiness of the proposed financing or to insure that the debt service requirements of the proposed debt issue are met in a timely manner. It is important to the County to minimize the possibility of a debt issue being placed in default and to insure that sufficient cash flows are available to meet debt service requirements. Section IV. D. contains a potential requirement for credit enhancement related to the ownership of 20% or more of the property within a CFD.

The County will examine carefully the provider of the required credit facility and the form that the credit facility will take. The rating of the provider, as well as the provider's capitalization, are of principal concern, and a reduction in either during the term of the credit facility to a level unacceptable to the County may require that an alternate credit facility be secured from an acceptable provider. The County reserves the right, in its sole discretion, to determine the acceptability of both the credit facility and its provider.

## **SECTION IX: OFFERING STATEMENTS AND DISCLOSURE**

It is the intent of the County to comply with all applicable federal or state requirements regarding disclosure to insure that fair and accurate descriptions of debt issues are provided to the purchasers of the bonds. The County and any owner of property within a CFD that has not reached its entitled development and that will be responsible for the payment of special taxes representing such portion (as determined by bond counsel) of annual debt service on an issue of bonds that would cause such person or entity to be an "obligated person" under federal securities law (each, an "Obligated Person") will use all reasonable means to ensure compliance with applicable federal securities laws in connection with the issuance of debt and the provision of financial information and operating data regarding any CFD established by the County with respect to which bonds have been issued.

The County will retain disclosure counsel for any particular land secured or conduit financing having an aggregate principal value of \$1,000,000 or more. Decisions as to the adequacy of the disclosure will be determined by the County, its counsel, bond counsel and disclosure counsel. No preliminary or final offering statement for a particular land secured or conduit financing will be released for circulation unless it is deemed final by the County on the advice of its counsel, bond counsel or disclosure counsel.

With regard to the initial disclosure, each Obligated Person will be required to provide for inclusion in the official statement or other offering materials distributed in connection with the offering and sale of such bonds, such information as may be required to satisfy any requirements of, or avoid any liability under, any applicable federal or state securities laws.

The proponent(s) of a particular land secured or conduit financing and all principal participants therein are expected to provide the information requested by the County, its counsel, the underwriter, its counsel, disclosure counsel, or bond counsel that is deemed necessary for disclosure purposes. Failure on the part of the proponent and any principal participants to comply with such requests will jeopardize completion of the debt issue.

With regard to continuing disclosure, each Obligated Person will be required to enter into a continuing disclosure agreement pursuant to which such Obligated Person will agree to provide financial information

and operating data, on an ongoing basis, as may be required for the underwriter of such bonds to satisfy the requirements pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934.

The proponent of a particular land secured or conduit financing and all Obligated Persons will be required to execute those certificates and provide those written opinions of their respective counsel that are required by the terms of the bond purchase agreement. Failure to do so will result in the bonds not being sold and issued.

Failure of the proponent of a particular land secured or conduit financing or of any Obligated Person to comply with such proponent's or Obligated Person's initial or continuing disclosure obligations pertaining to bonds previously issued for any other CFD will be grounds for denial of the application for the formation of a CFD. Any such failure should be remedied by the time of providing the preliminary official statement and such failure will be disclosed in the preliminary and final official statements as required by bond counsel and/or disclosure counsel.

## **SECTION X: ADMINISTRATION**

All matters related to administration of issued bonds are to be handled consistent with the terms of the trust indenture or fiscal agent agreement pursuant to which the bonds were sold. Administrative responsibilities with regard to the bonds and the project being financed by bond proceeds will vary depending upon the nature of the project.

### **A. Debt Administration**

CFD bonds are issued pursuant to bond indentures or fiscal agent agreements which identify where relevant the Auditor-Controller of the County to have administrative responsibility for these debt issues. This includes, among other duties, the computation and enrollment of the special tax, payment of principal and interest on the bonds, initiation of foreclosure proceedings with regard to delinquent parcels, and management and investment of monies held in all funds and accounts created by the bond indentures or fiscal agent agreements.

### **B. Notice to Future Property Owners**

The Act requires that certain disclosure certificates regarding the existence of a CFD and the special tax obligation be provided to those individuals purchasing property within the CFD, including to interim purchasers and merchant builders. The County will require that the statutorily prescribed disclosure be made to the initial purchaser of property within a CFD, and the proponent of the CFD and/or developer will make available the information necessary to complete the disclosure certificate required for subsequent property transfers.

## C. Annual Reporting

The County departments or related districts or agencies identified in Section X. of these Policies as having responsibility for bond administration will prepare and timely file with the state and federal agencies all statutorily required reports.

Consistent with Section III of these Policies, County departments or related districts or agencies having responsibility for bond administration are to prepare and submit annually to the Auditor Controller of the County a report on the status of their respective debt issues on forms to be provided by the Debt Affordability Advisory Committee. The occurrence of technical default, or the likelihood thereof, is to be reported immediately to the Auditor Controller of the County by the administering department or related district or agency. For the purposes of these Policies, the term "technical default" will mean the occurrence of an event or omission that may result in the inability to make timely payment of debt service on the financing or would jeopardize the tax exempt status of the financing (e.g., the need to draw on a reserve fund, the insolvency or bankruptcy of a principal property owner, the insolvency of a provider of a credit enhancement, or insufficient funds to make a required rebate payment).

The information contained in these reports will allow the Auditor Controller of the County to prepare an analysis of the outstanding debt of the County and its related districts or agencies.

## SECTION XI: REFUNDINGS

The principal objective of the County in refunding an outstanding debt issue is to secure a public benefit which may include an interest rate savings that will result in both an annual and present value savings to the property owners responsible for paying special taxes that are used to pay the debt service on the bonds. The actual value of the savings must significantly exceed the costs of the refunding and any increase in the principal amount of bonds that will be outstanding as a result of the refunding.

Refunding of a particular CFD financing must at minimum be structured to reflect the following:

1. The refunding bonds will mature on a date not later than the date on which the bonds being refunded (the "prior bonds") mature.
2. Annual debt service savings to be realized from the refunding are to be apportioned over the remaining life of the refunding bonds.
3. The prior bonds (or any portion thereof being refunded) are to be legally defeased in accordance with the indenture or fiscal agent agreement authorizing their issuance. If there is no provision for their defeasance, a defeasance escrow will be established that will contain only cash or direct obligations of the United States.

The County will also consider refunding an outstanding land secured financing to address unacceptable or unworkable bond covenants, debt service schedules or bond maturities.

## **SECTION XII: AMENDMENTS AND EXCEPTIONS**

The County reserves the right to amend or modify these policies at any time and the right to make exceptions or grant waivers for specific financing projects, as facts and circumstances warrant.

**Contra Costa County  
Debt Management Policies  
For  
Multifamily Mortgage Revenue Bond Program**

## I. SUMMARY

This Appendix 5 provides specific policies and procedures for multifamily mortgage revenue bond (MFMRB) issues, which are in addition to those established by the County in the Contra Costa County, California Debt Management Policy (County Policy). The MFMRB program is administered by the County's Department of Conservation and Development (DCD)<sup>1</sup>.

Federal, state and local legislation authorize issuance of mortgage revenue bonds by local governments to finance the acquisition, development, and rehabilitation of multifamily rental housing projects pursuant to Section 52075 of the California Health and Safety Code, and applicable provisions of the Internal Revenue Code. The allocation of private activity bond authority needed for the issuance of tax-exempt bonds is secured through the California Debt Limit Allocation Committee (CDLAC). The interest on the bonds can be exempt from federal and state taxation. As a result, bonds provide below market financing for qualified rental projects located within Contra Costa County (the "County")<sup>2</sup>. In addition, the bonds issued under the program can qualify projects for allocations of federal low-income housing tax credits (LIHTC), that provide a significant portion of the equity funding necessary to develop affordable housing.

There is no direct legal liability to the County in connection with the repayment of bonds; there is no pledge of the County's faith, credit or taxing power and the bonds do not constitute general obligations of the County because the security for repayment of bonds is limited to project revenue and other sources specified under each financing. Project loans are, in most cases, secured by a first deed of trust on the bond-financed property. The program is completely self-supporting; developers must secure funding to pay for costs of issuance of the bonds and all other costs under each financing.

The bonds may be used for construction, rehabilitation and permanent financing. The effective mortgage rate is the aggregate of the applicable bond rate and the add-on fees charged under the program such as lender, trustee, issuer's fee, etc. The bond rate, for fixed rate bonds, is determined at the time of a bond sale, and the resulting mortgage rate typically is approximately 1.5-2 percent below conventional mortgage rates. The project loans generally have a 30-year amortization schedule.

The goals of the program include:

- Increase and preserve the supply of affordable rental housing;
- Encourage economic diversity within residential communities;
- Maintain a quality living environment for residents of assisted projects and surrounding properties; and
- In the event of provision of public funds towards the project, optimize the effectiveness of those funds by maximizing the leveraging of private sector funds.

---

<sup>1</sup> DCD also manages a single-family mortgage revenue bond (SF MRB) program. It seeks an annual allocation of SFMRB financing authority from the California Debt Limit Allocation Committee and converts the allocation to Mortgage Credit Certificates (MCCs). MCC program information is available on the County website at <http://ca-contracostacounty2.civicplus.com/4768/Mortgage-Credit-Certificate-Program>.

<sup>2</sup> The County receives resolutions (or letters of support) from the cities and towns in which projects are located for each applicable transaction prior to seeking a reimbursement resolution from the Board of Supervisors.

## *II. ELIGIBILITY*

The project must be located within the County and consist of complete rental units, including full kitchens and bathrooms, and cannot be used for transient or student housing, although in certain cases single room occupancy projects may be financed.

There is no limit on the minimum or maximum project size or number of units. However, smaller size projects (fewer than 40 units or less than \$2 million loan) may not find tax exempt financing economically efficient due to the costs of issuance, services of the financial team, rating fees, etc. Proposed combined or pooled projects will be considered on a case by case basis.

Loan funds may be used for costs of property acquisition (no more than 25% of tax-exempt bond proceeds can be used for the acquisition of land), construction, rehabilitation, improvements, architectural and engineering services, construction interest, loan fees and other capital costs of the project incurred after the Bond Reimbursement date (specified in Section VII -Financing Process).

Pursuant to federal requirements, if bonds are used for acquisition and rehabilitation, an amount at least equal to 15 percent of the portion of the acquisition cost of the building and related equipment financed with the proceeds of the bonds must be used for rehabilitation of the project.

No more than two percent of any tax-exempt bond loan can be used to finance costs of issuance, such as the services of the financing team members, rating and printing of bonds, bond allocation, etc.

## *III. COUNTY COMPENSATION*

The County's fees are comprised of (1) a non-refundable application fee due prior to drafting a Reimbursement Resolution, (2) an issuance fee due upon bond closing, and (3) an annual fee due in advance to cover costs of monitoring compliance with State and federal law requirements as contained in a Regulatory Agreement for each bond issue. The annual fees may be negotiated, however the standard fee is 1/8 of 1 percent (or 0.125 percent) of the principal amount of bonds outstanding. Annual fees are charged for the full term of the Regulatory Agreement, generally 55 years. At the County's discretion, annual fees above a \$5,000 minimum may be subordinated to payment of debt service. The County fees are summarized in the table below:

**Issuer Fee Schedule**

<b>Application</b> <sup>(1)</sup>	<b>Issuance Fee</b>		<b>Annual Fee</b> <sup>(2)</sup>	
\$2,500	Rate <sup>(3)</sup>	0.125%	Rate <sup>(3)</sup>	0.125%
	Minimum	\$5,000	Minimum	\$5,000
	Maximum	\$75,000	Maximum	\$25,000
	(1) Payable upon request of a Reimbursement Resolution. Amount is applied to Issuance Fee at closing. DCD may waive this requirement in its sole discretion.			
(2) Amounts above the minimum may be subordinated to bond debt service, at the County's option.				
(3) Percentage applied to the outstanding bond issuance amount.				

**IV. TYPES OF BONDS**

The County may issue either tax-exempt or taxable bonds. Taxable bonds would generally be issued in combination with tax-exempt bonds. Tax-Exempt Private Activity Bonds (non-refunding) require an allocation of bond authority from CDLAC. To obtain the allocation the County must submit an application to CDLAC on behalf of the developer (Project Sponsor). Submittal of the application is at the discretion of the County, not the Project Sponsor. The Project Sponsor must pay all required CDLAC fees when due.

The interest on taxable bonds is not exempt from federal taxation. These bonds are not subject to federal volume “cap” limitations and therefore do not require allocation authority from CDLAC. Taxable bonds can be used in combination with low-income housing tax credits awarded by the Tax Credit Allocation Committee. Taxable bond issues must meet all applicable requirements of this Policy (including rating requirements) and any additional regulations that may be promulgated, from time to time, by the County or as set forth in the County Policy.

The County may issue 501(c)(3) bonds on behalf of qualified nonprofit organizations. 501(c)(3) bonds are tax-exempt and do not require an allocation from CDLAC, but cannot be used with the LIHTC Program.

Refunding Bonds will be allowed if the issuance meets the following conditions:

1. The Project Sponsor agrees to cover all costs of the issuer.
2. Projects originally financed by tax-exempt bonds prior to the 1986 Tax Act will have to make a minimum 10 percent of the units affordable to persons earning 50 percent of the median area income with the rents affordable at the same level.
3. The affordability restrictions of the existing bond regulatory agreement are subject to extension and/or additional restrictions. All specifics of refunding proposals must be approved by the County.
4. Default refunding applications require a default refunding analysis (to determine the eligibility for a default refunding). The County shall choose the firm to conduct the analysis. The Project Sponsor will deposit the cost for the study with the County before the study begins.

## V. *AFFORDABILITY REQUIREMENTS*

### **A. Term**

The project must remain as rental housing and continuously meet the affordability requirements for at least 55 years from the date of 50 percent occupancy of the project (the “Qualified Project Period” or “QPP”). At the conclusion of the regulatory period, rent of “in-place” tenants will continue to be governed by the applicable affordability restriction, so long as those tenants continue to live in the development.

### **B. Income Restrictions**

To be eligible for tax-exempt bond financing, federal and State law require that the project meet one of the following conditions:

1. A minimum of 20 percent of the units in the project must be set aside for occupancy by households whose income does not exceed 50 percent of area median income, as adjusted for family size; or
2. A minimum of 10 percent of the units in the project must be set aside for occupancy by households whose incomes do not exceed 50 percent of area median income, as adjusted for family size AND an additional 40 percent of the units in the project must be set aside for occupancy by households whose incomes do not exceed 60 percent of area median income, as adjusted for family size.

In general, project owners must certify their tenant’s eligibility annually. If at the annual certification it is found that a tenant’s income exceeds 140 percent of the current income limit, the owner must rent the next available unit of comparable size to a new income eligible tenant. The owner may raise the current tenant’s rent to market rent only upon renting the next available unit to a new low-income or very low-income household, as applicable. A unit occupied only by full time students does not count towards the set-aside requirement.

### **C. Rent Restrictions**

The maximum rents for all the affordable units are equal to 30 percent of the applicable monthly maximum income level, assuming one person in a studio, two persons in a one-bedroom, three persons in a two-bedroom and four persons in a three-bedroom unit. These assumptions differ for projects using LIHTC. If applicable, the County may use TCAC rents pursuant to AB 1714. The maximum rents are further reduced by the amount of the utility allowance applicable to those units, based on unit size. Utility allowances are set by the Housing Authority of the County of Contra Costa (HACCC) and are based solely upon the utilities paid by the tenant. The utility allowance does not include phone, cable or internet connections.

The set-aside units must proportionately reflect the mix of all units in the project, be distributed throughout the project, and generally have the same floor area, amenities, and access to project facilities as market-rate units.

### **D. Regulatory Agreement**

The rental and affordability unit requirements will be contained in a regulatory agreement that is recorded against the property and must be complied with by the project owner and any subsequent buyers for the applicable compliance period. The

Regulatory Agreement will be drafted by the County's bond counsel and must be in a form acceptable to and approved by the County. Pursuant to Section 5220(c)(1) of the CDLAC Regulations, the Regulatory Agreement for any tax-exempt financing that received a CDLAC allocation must incorporate by reference and as an attachment the CDLAC resolution allocating private activity bond authority to the County for the project. The requirements are terminated at the later of the end of the applicable compliance period and repayment in full of the bonds, or in the event of total casualty loss or foreclosure.

## *VI. FINANCING TEAM*

Bond counsel and a municipal advisor, if desired, specifically represent the interests and concerns of the County in ensuring the integrity of the bond transaction. The Project Sponsor may, at its own expense, add additional members to the finance team to represent its interests.

### **A. Municipal Advisor**

If deemed necessary, the Municipal Advisor will be designated by DCD. They may be requested to prepare a feasibility study of whether it is economically advisable to proceed with the financing, including: evaluations of the financial strength of the project; assumptions regarding income and expenses; sources of security for bonds in addition to the project; Project Sponsors financial situation and experience in operating and managing rental projects; marketability of the bonds; rights and resources of parties to the transaction in the event of default; and provide financial advice on all relevant financial issues to best protect the interests of the County. The compensation for any municipal advisory services to determine whether it is advisable to proceed with a financing will not be contingent on the sale of the bonds.

### **B. Bond Counsel**

Bond counsel will be designated for each financing by the County Board of Supervisors. Bond counsel will prepare the necessary legal documentation for each financing, including provisions regarding compliance with any applicable continuing disclosure requirements, provide an opinion regarding the validity of the bonds and if applicable their tax exemption, and provide legal advice on all relevant legal issues to best protect the interests of the County. (See also Section IV.B, Financing Team in the County Policy.)

### **C. Additional Parties**

The Bond Underwriter, Private Placement Purchaser, Disclosure Counsel and Bond Trustee, if any is required, will be selected by the County in consultation with the project sponsor. The fees for such services will be paid solely out of bond proceeds or otherwise by the project sponsor.

## *VII. THE FINANCING PROCESS*

- A. Request for Financing (New or Refunding) – A letter of request must be sent to the DCD to review for consistency with County and CDLAC policy. The letter and accompanying information must state the desire to use the County's Multifamily Mortgage Revenue Bond Program. The letter should include:
  1. Name of Development Project,

2. Name of Project Sponsor, including the Project Sponsor's experience with multifamily housing development
  3. Location by street address and assessor's parcel number (if known);
  4. Estimated number units,
  5. Estimated development costs including land (bonds to be issued cannot exceed this amount),
  6. Exact legal name of the ownership entity at the time of bond closing (e.g. name of individual, partnership, corporation, etc.),
  7. If different, name of the operating entity at the time of bond closing,
  8. Proposed management company with a statement of experience in managing income restricted housing, and
  9. Non-refundable application fee of \$2,500 to cover the administrative costs of reviewing the project feasibility, Inducement and TEFRA Hearing processes.
- B. Board of Supervisor Approval of Reimbursement Resolution – The Reimbursement Resolution is a conditional statement of intent on the part of the County to provide tax-exempt financing for the project. The Resolution is non-binding, however it authorizes the submittal of an application to CDLAC by the County (if tax-exempt bonds are to be issued) and it sets the date (which is 60-days earlier than the Reimbursement Date) from which costs related to the project are eligible for tax-exempt financing.
- C. Public Hearing/Section 147(f) Resolution (“TEFRA”) – Tax law requires that a public hearing be held for any proposed tax-exempt financing to take comments on the nature of and location of the facility proposed to be financed with private activity bonds. The hearing must be noticed in a local newspaper of general circulation or to be posted on the County's website, at least 7 days prior to the hearing. After the public hearing, the Board of Supervisors then adopts a resolution approving the issuance of bonds pursuant to Section 147(f) of the Internal Revenue Code. This is not the final approval of the bond issuance. The DCD holds the hearing administratively and the Board of Supervisors approves the Section 147(f) Resolution at a subsequent Board meeting. DCD may opt to schedule the required public hearing with the Board of Supervisors.
- D. Obtaining a CDLAC Allocation –CDLAC allocation of private activity bond authority needed for the issuance of tax-exempt bonds is subject to an application process. The application must be submitted to the County by the project sponsor for review and comment at least 10 days prior to the CDLAC deadline. The final application must include the current application fee for CDLAC and a performance deposit to be held by the County. The deposit is returned according to CDLAC procedures, but is subject to reversion to CDLAC if the financing does not close according to their procedures. The CDLAC process includes approximately 60 days for review of applications prior to allocation.
- E. Bond Sale Resolution – When an allocation is received the County and financing parties will have a limited time in which to complete the financing and sell and close on the issuance of the bonds. All real estate, lender and bond

documents are completed. The Board of Supervisors must approve a Bond Sale Resolution, typically 30 days in advance of the proposed bond closing.

### *VIII. BOND SALE MODES/ISSUING CRITERIA*

Under its tax exempt financing program the County, as a conduit issuer, facilitates loans typically secured by a first deed of trust. A fundamental requirement for financings is that the project have loan underwriting and if applicable, credit enhancement from a third party institution that bears the ultimate risk and responsibility of repayment of the loan. The County may consider unrated bonds on a case-by-case basis. Subordinate financing from other federal, state, or local agencies may be integrated into a plan of finance for the project. Early consultation with County staff is encouraged.

Any bonds issued under the program that are sold to the public should generally be rated "A", or its equivalent, or better from a nationally recognized rating agency. The same rating requirement applies in the case of a substitution of existing credit facility for publicly held bonds that are outstanding.

A preferred way of obtaining the required rating on the bonds is through the provision of additional, outside credit support for the bond issue provided by rated, financially strong private institutions, such as bond insurance companies; domestic and foreign banks and insurance companies; FHA mortgage insurance or co-insurance, etc. The rating on the bonds is based on the credit worthiness of the participating credit enhancement provider. The applicant is required to identify and obtain credit enhancement for each bond issuance to be publicly held. As the primary source of security for the repayment of bonds, the credit enhancement provider reviews and approves the borrower and the project and its feasibility, including the size of the loan and the terms of repayment using their own underwriting criteria.

Fixed rate bonds, or their portion, can be issued without credit enhancement if the proposed financing structure results in the required minimum rating on the bonds by a nationally recognized rating agency. Bonds issued without credit enhancement will be sold to institutional investors in minimum \$100,000 denominations.

#### **Private Placement Bonds**

Private Placement Bonds are allowed under the following conditions:

- The bonds are privately placed with "qualified institutional buyers" under Rule 144A of the Securities Act of 1933, or "accredited investors," as generally defined under Regulation D of the Securities Act of 1933.
- The bonds must be sold in minimum \$100,000 denominations.
- All initial and subsequent purchasers (unrelated to the initial purchaser) must be willing to sign a sophisticated investor letter in a form approved by the County. While the bonds remain unrated, their transferability will be restricted to qualified institutional buyers or accredited investors who sign an Investor Letter, unless the transferee is related to the initial purchaser.
- The County may limit the number of investors.
- The owner must indemnify the County against any costs incurred by the County related to the financing, including any lawsuit initiated by the bondholder or any other party, regardless of whether the developer is negligent.

## *IX. OTHER*

**Underwriter criteria:** See Section V. Method of Sale in the County Policy for underwriter selection criteria.

## *X. OTHER ISSUERS*

Projects financed with subordinate financing from the County (CDBG, HOME, etc.) will be financed by bonds issued by the County. The County may consent to the use of statewide issuers for private activity bonds (including 501c3 bonds) to finance projects located within the unincorporated County when such projects are part of a common plan of finance with one or more projects located within the County. DCD may waive the limitations on the use of statewide issuers.

## *XII POST-ISSUANCE*

See County Policy, Post-issuance Tax Compliance Procedures (Appendix 2) and Continuing Disclosure Procedures (Appendix 3). The following policies and procedures are in addition to those procedures and are specific to multifamily mortgage revenue bond issues. Project sponsors that received tax-exempt financing with an allocation from CDLAC are also required to maintain compliance with the CDLAC resolution associated with each such bond issuance.

### **A. Change of Ownership**

The County reserves the right to approve any voluntary change in ownership (i) that results in a transfer of 50% or more of the total equity interests in a developer or (ii) that results in a transfer of any general partner or managing member interest in the developer. Such approval to transfer ownership shall be at the discretion of the County. Transfers made by a limited partner tax credit investor to its affiliates may, at the County's discretion, be exempted from this requirement. The County shall review proposed owner management practices on current and previously owned properties, inspections, financial statements and credit histories.

### **B. Compliance**

Post-issuance compliance activities are carried out by DCD staff, including its Redevelopment Housing Specialist, under the supervision of the County's Assistant Deputy Director. The County currently has a license agreement with Compliance Services for its FOCUS program. Project Sponsors access information and submit reports through FOCUS at <http://www.housingcompliance.org/>. (The County reserves the right to change vendors at any time.)

1. Issuance Report: Following bond issuance, Bond Counsel submits the Report of Final Sale pursuant to CDLAC regulations.
2. Qualified Project Period: The QPP begins when the development has achieved 50 percent occupancy. Project Sponsors of new construction projects are required to submit a recorded Certificate of Commencement of Qualified Project Period. For acquisition/rehabilitation projects, the QPP begins upon bond issuance.

3. Quarterly Reports: Upon commencement of the QPP, reports are due 15 days following the end of each quarter based on a calendar year using the form embedded in FOCUS.
4. Annual Reports: Annual reports for projects that received a CDLAC allocation must provide annual reports using the CDLAC Self-Certification Compliance forms are due to the County 45 days prior to the CDLAC report deadline. The County submits its comprehensive reports on all applicable developments prior to the CDLAC deadline.
5. Compliance Verification:
  - a. Rent and income limits are calculated annually and are available to the Project Sponsors through FOCUS. The HACCC utility allowance schedule is uploaded in FOCUS. The Project Sponsor supplies the tenant-paid utility costs to the County and to FOCUS. The FOCUS program automatically compares the project rent and income information with the current limits and flags any non-compliance issues.
  - b. Service amenities are included in any applicable CDLAC resolution and are verified by County staff at project completion, through annual reports, and during periodic site visits.
  - c. Site visits are conducted at least once every three years during the compliance period. Staff reviews tenant files to confirm rent and incomes are appropriate and consistent with the on-line reports. Staff also confirms that amenities included in any applicable CDLAC resolution are being provided. Any findings or discrepancies are included in any applicable annual compliance report submitted by the County to CDLAC.
  - d. Non-compliance is reported to CDLAC with any annual required reports. Any such report will include the nature of the non-compliance and County staff's efforts to remedy the non-compliance. The County requires that the Regulatory Agreement for each development include identification of default and enforcement actions.
6. Record Retention: Any CDLAC application, County resolutions (TEFRA, reimbursement, and intent to issue), the bond legal documents, and compliance reports are retained for five years following the later of bond defeasance or expiration of the applicable project regulatory agreement.
7. Site-based Record Retention: Tenant income certification information for all initial tenants is retained for five years following the later of bond defeasance or expiration of the applicable regulatory agreement. Tenant files for future tenants are retained for five years following tenant move-out.

**Contra Costa County  
Debt Management Policies  
For  
Successor Agency to the former Contra Costa County Redevelopment Agency**

This Appendix 6 provides specific policies and procedures for tax allocation bond (TAB) issues, which are in addition to those established by the County in the Contra Costa County, California Debt Management Policy (County Policy). The TABs are administered by the County's Department of Conservation and Development (DCD).

## **I. Purpose**

The purpose of this Successor Agency to the former Redevelopment Agency of Contra Costa County ("Agency") Debt Management Policy is to organize and formalize the Agency's debt-related policies and practices and establish a framework for administering and potentially refinancing the Agency's debt.

The primary objectives of the policy are to:

- Promote sound financial management
- Assist the Agency in evaluating debt refinancing options
- Ensure full and timely repayment of debt
- Maintain full and complete financial disclosure and good investor relations
- Ensure compliance with applicable state and federal laws

## **II. Responsibility/Approval Process**

The Director of the Department of Conservation and Development, or designee, shall be responsible for managing and coordinating all activities related to the administration and potential refinancing of the Agency's debt, including investment of bond proceeds, compliance with bond covenants, continuing disclosure, and arbitrage compliance.

## **III. Debt Issuance**

**Refinancing** The Agency may refinance all or a portion of an outstanding debt issue when such refinancing enables the Agency to realize significant debt service savings or other policy goals. In general, refinancing that produces a net present value savings of at least three percent of the refinanced debt, without extending the term of the refinanced debt, will be considered economically viable. Refinancing that produce a net present value savings of less than three percent will be considered on a case-by-case basis if there is a compelling public policy objective that is accomplished by retiring the debt. For example, the Agency may pursue a non-economic refinancing to eliminate undesirable legal covenants in outstanding bond documents, to restructure the debt service profile, or to change the tax status of the debt.

## **IV. Debt Structure**

**Debt Service Reserve Fund** The Agency may finance a debt service reserve fund from bond proceeds or other funds, consistent with federal tax law, to enhance the marketability of the bonds and/or to satisfy requirements of outstanding debt covenants. The Agency may purchase a reserve fund equivalent (such as a reserve fund surety) when such purchase is considered to be advantageous to the economics of the debt issuance.

**Bond Insurance** The Agency may purchase bond insurance (or secure a letter of credit) for any proposed financing if the economic benefit of the insurance realized through lower interest costs exceeds the cost of the insurance. The Director of the Department of Conservation and Development, or designee will solicit quotes from providers, and shall have the authority to select a provider whose bid is most cost effective, and whose terms and conditions are satisfactory to the County.

**Call Provisions** In general the bonds will include a call feature that is no longer than 10 years from the date of delivery of the bonds. The Agency will seek to avoid the sale of non-callable bonds absent careful evaluation by the Agency of the value of the call option.

**Original Issue Discount** An original issue discount will be permitted only if the Agency determines that such discount results in a lower true interest cost on the bonds and that the use will not adversely affect the projects to be financed.

**Interest Rate Mode** The Agency shall use only fixed-rate debt to refinance its bonds.

## **VI. Financing Team**

Bond counsel and a municipal advisor, if applicable, specifically represent the interests and concerns of the Agency in ensuring the integrity of the bond transaction.

### **A. Municipal Advisor**

If deemed necessary, the Municipal Advisor will be designated by DCD. They will prepare a feasibility study of whether it is economically advisable to proceed with the financing, including: evaluations of the financial strength of the project; assumptions regarding income and expenses; sources of security for bonds in addition to the project. The compensation for municipal advisory services to determine whether it is advisable to proceed with a financing will not be contingent on the sale of the bonds.

### **B. Bond Counsel**

Bond counsel will be designated for each financing by the County Board of Supervisors. Bond counsel will prepare the necessary legal documentation, including provisions regarding compliance with any applicable continuing disclosure requirements, provide an opinion regarding the validity of the bonds and their tax exemption, and provide legal advice on all relevant issues to best protect the interests of the Agency.

### **C. Additional Parties**

The Bond Underwriter, Remarketing Agent, Private Placement Purchaser, Disclosure Counsel, if any, and Bond Trustee, if required, will be selected by the Agency in consultation with the municipal advisor. The fees for such services will be paid solely out of bond proceeds or otherwise by the project sponsor.

(See also Section IV.B. – Financing Team in the County Policy)

## **VII. Method of Sale**

The Agency may select a method of sale that is most appropriate for a particular financing or debt program in light of the financial, market, transaction-specific, and Agency-related conditions. The Director of the Department of Conservation and Development, or designee shall be responsible for determining the appropriate manner in which to offer any securities to investors, and may consider negotiated sale, competitive bid or private placement, as appropriate. The Agency's bonds have traditionally been sold via negotiated sale. This has been reflective of a complex structure which has required significant up-front work by the bond underwriter, and a strong pre-marketing effort at sale. The Agency may elect to privately place its debt if it is demonstrated to result in a cost savings to the Agency relative to other methods of debt issuance.

## **VIII. Debt Administration**

**Investment of Bond Proceeds** Investments of bond proceeds shall be consistent with federal tax requirements, the County's adopted Investment Policy as modified from time to time, and with requirements contained in the governing bond documents.

**Continuing Disclosure** The Agency is committed to full and complete primary and secondary market financial disclosure in accordance with disclosure requirements established by the Securities and Exchange Commission and Municipal Securities Rulemaking Board, as may be amended from time to time. The Agency is also committed to cooperating fully with rating agencies, institutional and individual investors, other levels of government, and the general public to share clear, timely, and accurate financial information.

**Arbitrage Compliance** The Agency shall maintain a system of record keeping and reporting to meet the arbitrage compliance requirements of federal tax law or procure an outside contractor for such service.

**COUNTY OF CONTRA COSTA  
CONTINUING DISCLOSURE PROCEDURES**

**ARTICLE I - DEFINITIONS ..... 2**

**ARTICLE II - GENERAL PRINCIPLES ..... 4**

**ARTICLE III - DISCLOSURE REPRESENTATIVES AND COORDINATORS ..... 4**

Section 1. Appointment of Disclosure Representative ..... 4

Section 2. Duties of the Disclosure Representative ..... 4

Section 3. Appointment of Disclosure Coordinator ..... 4

Section 4. Duties of the Disclosure Coordinator ..... 5

**ARTICLE IV - LISTED EVENTS REQUIREMENTS ..... 5**

Section 1. General. .... 5

Section 2. Listed Events for Bonds Issued Prior to December 1, 2010. .... 6

Section 3. Listed Events for Bonds Issued on December 1, 2010 through February 26, 2019..... 6

Section 4. Listed Events for Bonds Issued on and after February 27, 2019 .....7

**ARTICLE V - ANNUAL REPORT REQUIREMENTS ..... 9**

Section 1. General..... 9

Section 2. Financial Statements ..... 9

**ARTICLE VI - FILING AND NOTICE REQUIREMENTS ..... 9**

Section 1. Annual Reports and Event Notices. .... 9

Section 2. California Debt and Investment Advisory Commission..... 9

Section 3. Required Notices. .... 9

**ARTICLE VII - VOLUNTARY DISCLOSURES ..... 10**

**ARTICLE VIII - DOCUMENT RETENTION POLICY ..... 10**

Exhibit A: County and Authority Outstanding Debt ..... A-1

Exhibit B: Required Information for Annual Reports for County and Authority..... B-1

**ARTICLE I**  
**DEFINITIONS**

The following capitalized terms shall have the following meanings in these Procedures:

**“Agency”** shall mean the Successor Agency to the former Redevelopment Agency of Contra Costa County.

**“Annual Report”** shall mean any annual report to be filed by the County or the Authority in connection with its obligations under any Continuing Disclosure Certificate executed in accordance with Rule 15c2-12 under the Securities Exchange Act of 1934.

**“Auditor-Controller”** shall mean the Auditor-Controller of the County of Contra Costa.

**“Authority”** shall mean the Contra Costa County Public Financing Authority, a joint exercise of powers authority of which the County of Contra Costa and the Contra Costa County Flood Control and Water Conservation District are members.

**“Board of Supervisors”** shall mean the Board of Supervisors of the County of Contra Costa.

**“Bonds”** shall mean any bonds, certificates of participation, notes or any other evidence of indebtedness issued by or on behalf of the County or the Authority which is subject to Rule 15c2-12.

**“Bond Insurer”** shall mean an issuer of a financial guaranty insurance or municipal bond insurance policy guaranteeing the scheduled payment of principal of and interest on an outstanding issue of Bonds when due.

**“CDIAC”** shall mean the California Debt and Investment Advisory Commission.

**“Continuing Disclosure Certificate”** shall mean each continuing disclosure certificate, undertaking or agreement executed and delivered by the County or the Authority in connection with an issue of Bonds.

**“County”** shall mean the County of Contra Costa, a political subdivision of the State of California.

**“County Counsel”** shall mean an attorney within the Office of the County Counsel of the County of Contra Costa, California.

**“County Finance Director”** shall mean the County Finance Director of the County of Contra Costa in the County Administrator’s Office.

**“Credit Facility Provider”** shall mean a bank providing a direct-pay letter of credit or other security or liquidity instrument in connection with an issue of Bonds which secures the payment of the principal or purchase price, if any, of and interest on an outstanding issue of Bonds when due.

**“Debt Affordability Advisory Committee”** shall mean a committee composed of the Auditor-Controller, Treasurer-Tax Collector, Director of Conservation and Development and the County Finance Director that advise the County Administrator on debt management issues.

**“Director of Conservation and Development”** shall mean the Director of the Department of Conservation and Development of the County of Contra Costa.

**“Disclosure Coordinator”** shall mean the person or persons designated by a Disclosure Representative to assist in taking such action necessary or desirable to comply with the terms of the Continuing Disclosure Certificates, as provided in Article III hereof.

**“Disclosure Counsel”** shall mean a firm of nationally recognized standing in matters pertaining to the disclosure obligations under Rule 15c2-12 of the Securities and Exchange Commission of the United States of America, duly admitted to the practice of law before the highest court of any state of the United States of America.

**“Disclosure Representatives”** shall mean the County Administrator, Director of Conservation and Development and County Finance Director who are collectively responsible for compliance with the terms of the Continuing Disclosure Certificates, as provided in Article III.

**“EMMA”** shall mean the MSRB’s Electronic Municipal Market Access system or any other successor thereto as designated by the SEC or the MSRB.

**“Event Notice”** shall mean any notice of the occurrence of a Listed Event.

**“Listed Event”** shall mean any event described in Article IV hereof.

**“MSRB”** shall mean Municipal Securities Rulemaking Board.

**“Official Statement”** shall mean any Preliminary Official Statement, final Official Statement or any other disclosure document that the County or the Authority prepared in connection with the issuance and sale of any Bonds.

**“Paying Agent”** shall mean any bank, trust company, banking association or financial institution appointed to perform the functions of a paying agent for an issue of Bonds.

**“Procedures”** shall mean these Continuing Disclosure Procedures.

**“Rating Agency”** shall mean each of Moody’s Investor’s Service and Standard & Poor’s Rating Services or any other nationally recognized statistical rating organization registered with the SEC.

**“Rule 15c2-12”** shall mean Rule 15c2-12(b)(5) adopted by the SEC under the Securities Exchange Act of 1934, as the same may be amended from time to time.

**“SEC”** shall mean the United States Securities and Exchange Commission.

**“Treasurer-Tax Collector”** shall mean the Treasurer - Tax Collector of the County of Contra Costa.

**“Trustee”** shall mean the bank, trust company, national banking association or other financial institution appointed as a trustee for an issue of Bonds.

## ARTICLE II

### GENERAL PRINCIPLES

The County is committed to complete and accurate market disclosure in accordance with the disclosure requirements under the federal securities laws, including rules and regulations promulgated by the SEC and the MSRB. In order to achieve this objective and, in accordance therewith, these Procedures are approved by the Board of Supervisors, as recommended by the Debt Affordability Advisory Committee (DAAC), and may be amended and supplemented from time to time as necessary or desirable, as SEC and MSRB rules are amended, as Bonds mature, or are redeemed, and as Bonds that are subject to Rule 15c2-12 are issued.

## ARTICLE III

### DISCLOSURE REPRESENTATIVES AND COORDINATORS

**Section 1. Appointment of Disclosure Representatives.** The County Administrator, Director of Conservation and Development, and County Finance Director are appointed as Disclosure Representatives to fulfill the duties set forth in Section 2 of this Article III.

**Section 2. Duties of the Disclosure Representatives.**

- (A) The Disclosure Representatives shall:
- (i) monitor and maintain compliance by the County with its respective Continuing Disclosure Certificates and these Procedures;
  - (ii) serve as the main contact for each Disclosure Coordinator to communicate issues and information that may be included in an Event Notice or an Annual Report;
  - ~~(iii) review and approve all proposed Event Notices, Annual Reports, and other information prepared by any Disclosure Coordinator prior to filing with the EMMA system, and all data, reports, responses, and information prepared by a Disclosure Coordinator prior to filing or submittal to Bond Insurers, Credit Facility Providers, Paying Agents, Rating Agencies, Trustees and CDIAC;~~
  - ~~(iv) confer with County Counsel and Disclosure Counsel regarding the County's continuing disclosure undertakings and procedures;~~
  - ~~(iii)~~ maintain the lists attached as Exhibits A and B;
  - ~~(iv)~~ receive and file notification from direct the Disclosure Coordinators that necessary Event Notices, Annual Reports, and other information has been timely filed with the EMMA system to file any required documents; and
  - ~~(vii)~~ take such other action as may be necessary or useful to achieve the objectives of these Procedures and to comply with all applicable federal securities laws.

**Section 3. Appointment of Disclosure Coordinator.**

The Disclosure Representatives shall appoint one or more Disclosure Coordinators from time to time to fulfill the duties set forth in Section 4 of this Article III. The Disclosure Coordinators may work with employees in various County or Authority offices and departments in order to effectively comply with the objectives of these Procedures.

**Section 4. Duties of the Disclosure Coordinator.**

- (A) The Disclosure Coordinator shall:
  - (i) ~~draft, review and file all proposed Event Notices, Annual Reports, and other information with the EMMA system, in consultation with County Counsel and Disclosure Counsel, as needed, and notify the Disclosure Representative of completed filings. file any documents as directed by the Disclosure Representative;~~
  - (ii) serve as a contact for County staff to communicate issues and information that may be included in an Event Notice or an Annual Report;
  - (iii) maintain ~~filing records of correspondence regarding possible Event Notices of Listed Events~~ and Annual Reports filed on the EMMA system;
  - (iv) keep informed regarding all of the County’s public disclosures, including disclosures to Bond Insurers, Credit Facility Providers, Rating Agencies, Trustees, and CDIAC;
  - (v) document the County’s continuing disclosure filings by retaining the documents set forth in Article VIII hereof; and
  - (vi) take such other action as may be necessary or useful to achieve the objectives of these Procedures and to comply with all applicable federal securities laws.

(B) In addition to the duties set forth above in ~~Section~~ clause (A) ~~above~~, the Disclosure Coordinator shall review the Listed Events regularly to determine whether an event has occurred that may require a filing of an Event Notice. ~~The Disclosure Coordinator shall regularly check the websites of and subscribe to communications (e.g., news alerts, press releases, etc.) from each Rating Agency, Bond Insurer, or Credit Facility Provider in order to be aware of any Rating Change as described in the Continuing Disclosure Certificates. The Disclosure Coordinator shall regularly contact relevant County staff to ascertain whether any events have occurred which would constitute Listed Events under the Continuing Disclosure Certificates.~~

**ARTICLE IV**

**LISTED EVENTS REQUIREMENTS**

**Section 1. General.**

- (A) The Continuing Disclosure Certificates entered into by the County or the Authority with respect to Bonds are subject to the following listed events requirements:
  - (i) Continuing Disclosure Certificates entered into prior to December 1, 2010 require Event Notices to be filed upon the occurrence of any event listed in Section 2 of Article IV hereof, if material. Any such Event Notice shall be filed “in a timely manner”.

- (ii) Continuing Disclosure Certificates entered into on or after December 1, 2010 through February 26, 2019 require Event Notices to be filed upon the occurrence of any event listed in Section 3 of Article IV hereof no later than 10 business days after the occurrence of such Listed Event.
- (iii) Continuing Disclosure Certificates entered into on or after February 27, 2019 require Event Notices to be filed upon the occurrence of any event listed in Section 4 of Article IV hereof no later than 10 business days after the occurrence of such Listed Event.

**Section 2. Listed Events for Bonds Issued Prior to December 1, 2010.**

(A) For Bonds issued prior to December 1, 2010, pursuant to the provisions of the applicable Continuing Disclosure Certificate, the County or Authority shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the outstanding obligation, if material, in a timely manner:

- (i) principal and interest payment delinquencies;
- (ii) non-payment related defaults;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) unscheduled draws on any credit enhancements reflecting financial difficulties;
- (v) substitution of any credit or liquidity providers, or their failure to perform;
- (vi) adverse tax opinions or events affecting the tax-exempt status of the securities;
- (vii) modifications to the rights of security holders;
- (viii) bond calls;
- (ix) defeasances;
- (x) release, substitution, or sale of property securing repayment of the securities; and
- (xi) rating changes.

**Section 3. Listed Events for Bonds Issued on and after December 1, 2010 through February 26, 2019.**

(A) For Bonds issued on or after to December 1, 2010 through February 26, 2019, pursuant to the provisions of the applicable Continuing Disclosure Certificate, the County or Authority shall give, or cause to be given, notice of the occurrence of any of the following Listed Events within ten (10) business days of the occurrence thereof:

- (i) principal and interest payment delinquencies;
- (ii) non-payment related defaults, if material;

- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) substitution of credit or liquidity providers, or their failure to perform;
- (vi) 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;
- (vii) modifications to rights of security holders, if material;
- (viii) bond calls, if material, and tender offers;
- (ix) defeasances;
- (x) release, substitution, or sale of property securing repayment of the securities, if material;
- (xi) rating changes;
- (xii) bankruptcy, insolvency, receivership or similar event of the obligated person (Note: For the purposes of this event, the event is considered to occur when any of the following occur: The appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person);
- (xiii) 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;
- (xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material.

**Section 4. Listed Events for Bonds Issued on and after February 27, 2019.**

(A) For Bonds issued on or after to February 27, 2019, pursuant to the provisions of the applicable Continuing Disclosure Certificate, the County or Authority shall give, or cause to be given, notice of the occurrence of any of the following Listed Events within ten (10) business days of the occurrence thereof:

- (i) principal and interest payment delinquencies;

- (ii) non-payment related defaults, if material;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) substitution of credit or liquidity providers, or their failure to perform;
- (vi) 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;
- (vii) modifications to rights of security holders, if material;
- (viii) bond calls, if material, and tender offers;
- (ix) defeasances;
- (x) release, substitution, or sale of property securing repayment of the securities, if material;
- (xi) rating changes;
- (xii) bankruptcy, insolvency, receivership or similar event of the obligated person (Note: For the purposes of this event, the event is considered to occur when any of the following occur: The appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person);
- (xiii) 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;
- (xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material.
- (xv) incurrence of a financial obligation of the issuer or obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the issuer or obligated person, any of which affect security holders, if material.
- (xvii) default, event of acceleration, termination event, modification of terms, or other similar

events under the terms of the financial obligation of the issuer or obligated person, any of which reflect financial difficulties.

## ARTICLE V

### ANNUAL REPORT REQUIREMENTS

#### Section 1. General

Pursuant to the various Continuing Disclosure Certificates, the County and the Authority is required to provide its respective Annual Report with respect to an issue of Bonds by the date set forth in Exhibit B attached hereto. The Disclosure Coordinator shall commence collection of information for each Annual Report at such time as determined necessary or useful in order to timely complete and file the Annual Report. The Disclosure Coordinator shall obtain any information necessary to be included in an Annual Report that is not included in the County's audited financial statements and is necessary to make the statements contained in the Annual Report not misleading in any material respect. The Annual Report shall include the financial information and other operating data set forth in the respective Continuing Disclosure Certificate as summarized in Exhibit B attached hereto.

#### Section 2. Financial Statements

In accordance with the Continuing Disclosure Certificates, if audited financial statements are not available by the date the Annual Report is required to be filed, unaudited financial statements are to be included in such Annual Reports and audited financial statements shall be filed when such statements become available. In addition, the Continuing Disclosure Certificates require the County to file a notice of any failure to provide its Annual Report, on or before the date specified in a Continuing Disclosure Certificate.

## ARTICLE VI

### FILING AND NOTICE REQUIREMENTS

#### Section 1. Annual Reports and Event Notices.

The Disclosure Representative shall file each Annual Report on such dates as provided in Exhibit B attached hereto and shall file each Event Notice as required pursuant to Article III hereof and the related Continuing Disclosure Certificate. The Disclosure Representative shall submit all filings of Annual Reports and Listed Events through EMMA or any other repository so designated by the MSRB or the SEC, unless the County is otherwise advised by a written opinion of Disclosure Counsel.

#### Section 2. California Debt and Investment Advisory Commission.

The Disclosure Representative shall file each periodic report required to be prepared and filed with CDIAC as set forth in statute. This includes, but is not limited to, annual Self-Certifications for direct pay bonds allocated to the County by the State and reports required pursuant to Senate Bill 1029 (Chapter 307, Statutes of 2016) and any subsequent or successor legislation.

#### Section 3. Required Notices.

The Disclosure Representative shall file any notice required to be given to any Bond Insurer, Credit Facility Provider, Paying Agent, Rating Agency or Trustee as may be required from time to time.

## ARTICLE VII

### VOLUNTARY DISCLOSURES

The Disclosure Representative may determine to file voluntary disclosure or information that is not required under the Continuing Disclosure Certificates. The County shall have no obligation to update any voluntary disclosure or information.

## ARTICLE VIII

### RECORD RETENTION POLICY

#### **Section 1. General**

In accordance with Article III hereof, the Disclosure Coordinator shall maintain the following documents for the term of each issue of Bonds (including refunding Bonds, if any) plus ~~seven~~five years, or longer if contemplated by a Tax Certificate for a specific issuance.

#### **Section 2. Refunded Issuances**

For refunded bonds, documentation relating to the original issuance and all material records related to the refunding issue should be maintained until ~~seven~~five years, or more if required by a Tax Certificate, after the final redemption of both bond issues.

#### **Section 3. Documents to be Retained**

(A) At a minimum, the following documentation shall be retained for the durations identified in Sections 1 and 2 of this Article VIII:

- (i) Continuing Disclosure Certificate;
- (ii) Annual Reports, including any EMMA transmittal letters and filing receipts;
- (iii) Event Notices, including any EMMA transmittal letters and filing receipts;
- (iv) CDIAC transmittal letters and filing receipts, including those related to filing of Annual Debt Transaction Reports (ADTRs), pursuant to Senate Bill 1029 (Chapter 207, Statutes of 2016);
- (v) Rating Agency reports; and
- (vi) Such other information as the Disclosure Representative determines necessary or useful in accordance with the Continuing Disclosure Certificates.

#### **Section 4. Department Retention Policies Superseded**

This countywide record retention policy related to the County's debt management program supersedes any departmental document retention policies that may relate to the records indicated above.



## **CONTRA COSTA COUNTY**

# **FINANCING POLICIES FOR COMMUNITY FACILITIES DISTRICTS**

## TABLE OF CONTENTS

TABLE OF CONTENTS.....	.....
SECTION I: GENERAL POLICY STATEMENT .....	1
A. Community Facilities District Financings .....	1
B. Eligible Facilities .....	2
C. Eligible Services.....	2
SECTION II: INITIATION OF THE FINANCING .....	2
A. Application .....	2
B. Processing and Formation Fees .....	3
C. Petition for Formation and Waiver of Time Requirements of the Election.....	4
D. Selection of the Financing Team .....	4
SECTION III: DEBT AFFORDABILITY ADVISORY COMMITTEE .....	5
SECTION IV: ECONOMIC VIABILITY OF THE FINANCING.....	6
A. Absorption Study .....	6
B. Appraisal .....	7
C. Financial Information Required of Applicant.....	8
D. Potential Third Party Guarantee of Special Tax Payments During Project Development .....	9
E. Land Use Approvals.....	9
F. Equity Participation by Applicant and Major Participants.....	10
SECTION V: REVENUE SUPPORTING THE FINANCING .....	10
SECTION VI: STRUCTURING THE FINANCING .....	<a href="#">1112</a>
A. Limited Obligations of the County .....	12
B. Structuring of Debt Service .....	12
C. Reserve Funds .....	12
D. Capitalized Interest .....	12
E. Foreclosure Covenant .....	12
F. Underwriter and Original Issue Discount.....	13
SECTION VII: AGREEMENTS WITH AFFECTED PUBLIC ENTITIES.....	13
A. County Initiated CFD Financings .....	13
B. CFD Financings Not Initiated by the County .....	14

SECTION VIII: CREDIT ENHANCEMENTS ..... 15

SECTION IX: OFFERING STATEMENTS AND DISCLOSURE ..... 15

SECTION X: ADMINISTRATION ..... 16

    A. Debt Administration..... 16

    B. Notice to Future Property Owners ..... 16

    C. Annual Reporting ..... 17

SECTION XI: REFUNDINGS ..... 17

SECTION XII: AMENDMENTS AND EXCEPTIONS ..... 18

## SECTION I: GENERAL POLICY STATEMENT

Contra Costa County (the "County") has created these goals and policies concerning the use of the Mello-Roos Community Facilities Act of 1982 (Government Code sections 53311 and following), as amended (the "Act") in providing adequate public services and public infrastructure improvements (the "Policies"). The Policies will apply to all Community Facilities Districts ("CFDs") and related debt financing. In those cases in which fixed lien special assessment or other types of land based financing is substituted for CFD financing, the County will apply the appropriate provisions of these Policies. These Policies are intended to serve as guidelines to assist all concerned parties in determining the County's approach to CFD financing, provide specific guidance for approval of public financing for provision of public services and public infrastructure improvements and establish the standards and guidelines for the review of proposed development financings. It is the County's intent to support projects which address a public need and provide a public benefit. These Policies are also designed to comply with Section 53312.7(a) of the Government Code.

### A. Community Facilities District Financings

1. The County encourages the development of residential, commercial and industrial property consistent with the adopted General Plan. The Board of Supervisors will consider the use of CFDs to assist these types of projects.
2. The County will consider the funding of services permitted under the Act if such funding does not create an unreasonable economic burden on the land and special taxpayers.
3. The County encourages the formation of CFDs as acquisition districts. In acquisition districts, a developer is reimbursed for projects only when discrete, useable [public](#) facilities are deemed by the County to be completed. In construction districts, [to the extent permitted under the Act](#), developers are provided progress payments during the construction of facilities. Acquisition districts provide stronger credit features, and better assure that the public facilities are completed.
4. While recognizing that public facilities proposed to be financed by a CFD are to benefit those properties within the boundaries of the proposed CFD, the Board of Supervisors finds that public benefit can only be "significant" when the benefit is also received by the community at large or are regional in nature but have a benefit to the properties within the proposed CFD.
5. The use of CFDs will be permitted to finance public facilities as described in Paragraph B below, whose useful life will be at least five (5) years and equal to or greater than the term of the bonds. Facilities which are, upon completion, owned, operated or maintained by public agencies will be considered public facilities. Limited exceptions may be made for facilities to be owned, operated or maintained by private utilities, or for facilities which could be owned by public agencies, or utilities.
6. The County is concerned that the proposed project that is to be financed is not premature for the area in which it is to be located. The proposed project must meet the land use approvals listed in [Subsection DE of Section IV below](#).

G:\CDBG-REDEV\Finance (Bonds and CFD)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx C:\Documents and Settings\kcalcaraz\Local Settings\Temporary Internet Files\Content.Outlook\5JFPHIXU\Contra-Costa-CFD Policies-DRAFT.docx

7. Extending public financing to a proposed project for identified public improvements cannot be done without considering the aggregate public service needs for the project. Upon receipt of an application for public financing, the County will notify the other public entities having responsibility to serve the proposed project and request comment on the application. Periodic meetings, on a regional basis, with all affected public entities will be encouraged by the County to address the issues relative to overlapping debt
8. The Debt Affordability Advisory Committee (described in Section III below) may waive all or some of the provisions of these policies if unique and special circumstances apply to specific CFD financings.

## B. Eligible Facilities

Facilities eligible to be financed by a CFD, upon completion of the construction or acquisition thereof, are intended to be owned by the County, another public agency or a public utility and must have a useful life of five (5) years or more. The list of public facilities eligible to be financed by a CFD may include, but is not limited to the following: streets, highways, and bridges; water, sewer, and drainage facilities; parks; libraries; police and fire stations; traffic signals and street lighting; recreation facilities; governmental facilities; flood control facilities; environmental mitigation measures; and public rights-of-way landscaping.

Facilities to be financed must be legally eligible under the Act and federal tax law, if applicable, to the satisfaction of bond counsel. The Board of Supervisors will have the final determination as to the eligibility of any facility for financing under these Policies.

## C. Eligible Services

Services eligible to be funded through a CFD include: police protection services, fire protection and suppression services, ambulance and paramedic services, maintenance and lighting of parks, parkways, streets, roads and open space, flood and storm protection services, and services with respect to the removal or remedial action for the cleanup of any hazardous substance released or threatened to be released in to the environment. The Board of Supervisors will have the final determination as to the prioritization of funding such services. A CFD may not finance public services already provided by ~~any other~~ public agency.

# SECTION II: INITIATION OF THE FINANCING

## A. Application

The proponent of a project must obtain and submit the required application to the initiating County department ~~or related district or agency~~. The initiating County department with respect to CFD financings is the Department of Conservation and Development (the “Department”).

Any application for the establishment of a CFD district will contain such information and be submitted in [G:\CDBG-REDEV\Finance \(Bonds and CFD\)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx](G:\CDBG-REDEV\Finance (Bonds and CFD)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx) <C:\Documents and Settings\kalcara\Local Settings\Temporary Internet Files\Content.Outlook\5JFPHIXU\Contra-Costa CFD Policies-DRAFT.docx>

such form as the Department may require. At a minimum each application must contain:

1. Proof of authorization to submit the application on behalf of the owner of the property proposed for new development for which the application is submitted if the applicant is not the owner of such property;
2. Evidence satisfactory to the Department that the applicant represents or has the consent of the owners of not less than 67% by area, of the property proposed to be subject to the levy of the special tax; and
3. For any CFD financing to benefit new development, a business plan for the development of the property within the proposed CFD and such additional information as the Department may deem necessary to adequately review the financial feasibility of the CFD. For any CFD financing to benefit new development, the applicant must demonstrate to the satisfaction of the Department the ability of the owner of the property to be developed to pay the special tax installments for the CFD and any other assessments, special taxes and ad valorem on such property until full build out and sale or lease up of the property.

An application must be completed and the necessary information provided, as determined by the ~~initiating County d~~Department ~~or related district or agency~~, before any action will be taken to process the application and initiate financing for a project.

## B. Processing and Formation Fees

Applications are to be accompanied by a processing or formation fee. All costs to the County associated with the proceedings statutorily required to establish a CFD are to be advanced by the applicant and paid prior to the actual sale of any bonds. The applicant will be reimbursed solely from the proceeds of the bonds sold for all monies advanced to the extent allowed by the Act.

An initial deposit in an amount of not less than \$35,000 for a CFD is to be attached to the completed application submitted. The ~~initiating County d~~Department ~~or related district or agency~~, in its discretion, may determine a larger deposit amount is appropriate. The deposit will be placed in a separate trust account held by the County. The deposit may be placed in an interest bearing account so long as it is directed to do so by the Board of Supervisors and is allowable under state law. All costs of the County and/or its consultants retained during the formation process are to be paid from this account.

Formatted: Font: Not Bold

If, in the judgment of the ~~initiating County d~~Department ~~or related district or agency~~, the costs incurred or projected will cause the balance in this account to fall below \$5,000, a written demand will be made to the applicant to advance monies sufficient to bring the account to a balance that is projected to meet remaining costs required to establish the CFD. Failure to advance the requested monies within ten (10) days of a written demand by the County will result in all processing of the application to cease and no further actions to be taken toward establishing the financing district until the monies have been received. ~~Waiver of this requirement can be made only by formal action of the Board of Supervisors.~~

Monies held in the trust account are to be applied to pay the County and its staff in reviewing and processing the application as well as the costs of the special tax consultant, bond counsel, appraiser, absorption

[G:\CDBG-REDEV\Finance \(Bonds and CFD\)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx](G:\CDBG-REDEV\Finance (Bonds and CFD)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx)  
<C:\Documents and Settings\kcalcaraz\Local Settings\Temporary Internet Files\Content.Outlook\5JFPHIXU\Contra-Costa CFD Policies-DRAFT.docx>

consultant, all publication expenses, and any other costs determined by the County to be necessary to establish the CFD.

Accompanying the application will be an agreement governing the processing or formation fee, its deposit in a trust account, the use of the monies, the return to the applicant of any unused portion of the fee or other monies advanced, and the possible reimbursement of ~~all~~ monies advanced from bond proceeds.

### C. Petition for Formation and Waiver of Time Requirements of the Election

The Mello-Roos Community Facilities Act of 1982, as amended, (the "Act") states that one way to request the formation of a proposed community facilities district is through a Petition signed by landowners holding title to ten percent (10%) of the land by area expected to be included within the proposed community facilities district. The Petition must be submitted to the County before formal action can be commenced to form the CFD. The form of the petition will be supplied by bond counsel once ~~the~~ completed application has been received and initial processing has been accomplished~~completed~~.

The Act also provides that the formation can be shortened if one hundred percent (100%) of the property owners within the proposed boundaries of the CFD execute a waiver regarding the timing of and certain procedures associated with ~~the~~ required special election. The applicant should indicate on the application whether this waiver can be secured.

### D. Selection of the Financing Team

The County will select the bond counsel, finance~~municipal~~ advisor, underwriter or placement agent ~~or remarketing agent~~, and fiscal agent/trustee. It will require the retention of underwriter's counsel or disclosure counsel. Providers of letters of credit, liquidity supports and other types of credit enhancements are also subject to the approval of the County. Bond counsel and underwriter ~~or disclosure~~ counsel must be different firms.

In addition to the consultants that compose the financing team, as noted above, the County will select a special tax consultant to determine a fair and reasonable method to allocate the special tax required to meet debt service on the bonds and other related expenses of the proposed CFD.

Unless satisfactory and current information regarding land values for property within the proposed CFD and subject to the special tax is available, the County will require that a real estate appraiser of its choice be retained and an appraisal made. Additionally, an economist or real estate appraiser or other qualified independent third party may also be retained for the purpose outlined in Section IV.A.

In addition, the County reserves the right to retain additional professional consultants that it deems appropriate.

### SECTION III: DEBT AFFORDABILITY ADVISORY COMMITTEE

The Board of Supervisors established the Debt Affordability Advisory Committee (the “Committee”) to review issues relevant to capital markets transactions and to make recommendations to the Board of Supervisors when appropriate. The Committee will be comprised of the County Auditor-Controller, the County Treasurer-Tax Collector, Director of the Department of Conservation and Development, and the Senior Deputy County Administrator/Finance Director. The Committee is charged with the task of reviewing and commenting upon all CFD financing as well as other types of financing proposed to be issued by the County or its related districts or agencies. The Committee is to review each proposed debt issue and provide comment on whether the proposed debt issue is consistent with these Policies. It is to comment on the economic viability and credit worthiness of the proposed debt issue. In performing its function the Committee may, in its sole discretion, review a matter more than once and retain additional consultants to assist in its review. The cost of such consultants is to be borne by the proponent of the debt issue. In addition, the Committee has an ongoing responsibility to monitor the status of debt issued by the County or related districts or agencies.

A written summary of the Debt Affordability Advisory Committee's review of the proposed financing is to be prepared and submitted to the Board of Supervisors after it considers the financing. The written summary will state the issues considered by the Committee, whether the financing and the issues considered were consistent with or at variance with these Policies, and its recommendation with regard to each issue and the financing. If the vote of the Committee is not unanimous, the written summary is to so indicate and summarize the position taken by the minority members of the Committee.

The following are those matters which at minimum the Debt Affordability Advisory Committee is to review and comment upon with regard to the CFD financings.

1. Prior to the Board of Supervisors considering the resolution of intention to establish a CFD, the Department is to determine that all land use approvals required for the project under Section IV.E. have been fulfilled and that the proposed rate and method of apportionment of the special tax is consistent with Section V.A. of these Policies. Any variation from these Policies is to be noted and a recommendation made to the Board of Supervisors with regard thereto.
2. Prior to the Board of Supervisors considering the resolution authorizing the sale and issuance of bonds, the Debt Affordability Advisory Committee is to determine that:
  - a) A current appraisal and any related absorption study have been prepared consistent with Section IV.A. and IV.B of these Policies and that satisfactory land value to lien ratios exist.
  - b) Each property owner responsible for twenty percent (20%) or more of the debt service on the bonded indebtedness to be incurred has supplied the financial security required by Section IV.C. and IV.D. of these Policies.
  - c) The rate and method of apportionment of the special tax is in compliance with Section V.A. of these Policies.
  - d) The structure of the proposed financing is consistent with the applicable subsections of Section

VI of these Policies.

- e) Each property owner responsible for 20% or more of the debt service in connection with any series of bonds must be current with respect to payment of all general property taxes, and any assessments or special taxes levied.

As stated above, any variation from these Policies is to be noted and a recommendation made to the Board of Supervisors with regard thereto. In addition, the Debt Affordability Advisory Committee is to make any comment it deems relevant in determining the economic viability or credit worthiness of the proposed debt issue. The Committee is to make a recommendation to the Board of Supervisors as to whether or not to proceed with the sale and issuance of the bonds.

If the proposed financing contemplates that bonds are to be issued in series, then each series is to be reviewed and commented upon by the Debt Affordability Advisory Committee before that series of bonds is considered by the Board of Supervisors for issuance.

Any proposal for refunding or defeasing a particular CFD financing is to be reviewed for consistency with Section XI of these Policies and commented on by the Debt Affordability Advisory Committee prior to it being submitted to the Board of Supervisors for consideration.

Once issuance of bonds has been approved by the Board of Supervisors and the bonds have been sold, the County department or related district or agency having responsibility for the administration of the bond issue is to annually file with the [State and the](#) Auditor Controller of the County a report regarding the status of the bond financing. The occurrence of a technical default, or the likelihood thereof, is to be reported immediately to the Auditor Controller of the County by the administering County department or related district or agency.

## SECTION IV: ECONOMIC VIABILITY OF THE FINANCING

In evaluating the application and the proposed debt issue, the County may require any or all of the following to determine the economic viability of the proposed project and the timing of the sale of any bonds or series thereof. The following requirements would apply to a ~~Services~~ CFD [to finance services](#) only to the extent determined by the Department.

### A. Absorption Study

Unless waived by the Debt Affordability Advisory Committee, an absorption study of ~~any~~ the proposed project [for substantially undeveloped property](#) will be required for CFD financings. The absorption study will be used: (1) as a basis to verify proposed base pricing of the finished products (lots or completed buildings or dwelling units) subject to the levy of the special tax; (2) to determine the projected market absorption of such finished products and (3) as a basis for verification that the assumptions supporting the special tax formula are appropriate and sufficient revenues can be collected to support the bonded indebtedness to be incurred.

[G:\CDBG-REDEV\Finance \(Bonds and CFD\)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx](#)  
[C:\Documents and Settings\kcalcaraz\Local Settings\Temporary Internet Files\Content.Outlook\5JFPHIXU\Contra-Costa CFD Policies-DRAFT.docx](#)

The absorption study will also be used to evaluate the timing consideration identified by the applicant and the financing team. The absorption study will be provided to the appraiser and the appraisal required below in Section IV.B. is to reflect consideration of the absorption study.

## B. Appraisal

### 1. Definition of Appraisal

An appraisal is a written self-contained report independently and impartially prepared by a qualified appraiser setting forth an opinion of defined value of an adequately described property to be included in a CFD as of a specific date, supported by the presentation and analysis of relevant market information. A qualified appraiser is a state certified real estate appraiser, as defined in Business and Professions Code Section 11340.

### 2. Standards of Appraisal

A detailed complete appraisal will be prepared to support any CFD financing where the property to be included in the CFD is not substantially built out. ~~A~~ detailed complete appraisal will reflect nationally recognized appraisal standards including, to the extent appropriate, the Uniform Standards of Professional Appraisal Practice (USPAP) of the Appraisal Foundation, the Code of Professional Ethics and the Standards of Professional Appraisal Practice of the Appraisal Institute. An appraisal should also generally conform to the Appraisal Standards for Land - Secured Financings provided by the California Debt and Investment Advisory Commission ("CDIAC"). Appraisals undertaken to establish value-to-lien ratios in CFD's should value the fee simple estate, subject to any existing special assessment and special tax liens. The estimate of Market Value should be refined to reflect the Retail Value of fully improved and occupied properties and the Bulk Sale Value of all vacant properties, including both unimproved properties and improved or partially improved but unoccupied properties. An appraisal must contain sufficient documentation including valuation data and the appraiser's analysis of the data to support his or her opinion of value. At a minimum, the appraisal will contain the following items:

- a) The purpose and/or function of the appraisal, an identification of the property being appraised, the intended use, the identity of the current and intended uses, and a statement of the assumptions and limiting conditions affecting the appraisal.
- b) An adequate description of the physical characteristics of the property being appraised, location, General Plan/zoning, present use, and an analysis of highest and best use.
- c) Relevant and reliable approaches to value consistent with commonly accepted professional appraisal practices. If a discounted cash flow analysis is used, it should be supported with at least one other valuation method, such as a market approach using sales that are at the same stage of land development, when possible. If more than one approach is utilized, there will be an analysis and reconciliation of approaches to value that are sufficient to support the appraiser's opinion of value.
- d) A description of comparable sales, including a description of all relevant physical, legal and economic factors such as parties to the transaction, source and method of financing, and verification by a party involved in the transaction.

- e) A statement of the value of real property.
  - f) The effective date of valuation, date of appraisal, signature and certification of the appraiser.
3. Community Facilities District Appraisal Premises. The valuation of proposed special tax districts will be based on all of the following three premises:
- a) Raw Land Value. (Premise #1). The total land within the project will be valued “as is”:

- (i) Without proposed infrastructure being financed or any future private improvements;
- (ii) With existing parcel configuration and existing land use entitlements; and
- (iii) Considering planned densities allowed by the General Plan, specific plan, zoning or other project approvals then in effect

This is a typical type of land valuation.

- b) Project Build-out value. (Premise #2). The total land within the project is valued under projected conditions:
- (i) With completion of proposed infrastructure being financed;
  - (ii) At the planned densities allowed by the General Plan, specific plan, zoning or other approvals then in effect; and
  - (iii) Land development is at the stage of being marketed to merchant builders or tentative tract maps ready to be filed.

This is a projected value based on project plans predicated on market conditions continuing as projected.

- c) Bulk Land Value. (Premise #3). The total land within the project is valued under projected conditions:
- (i) With completion of proposed infrastructure being financed;
  - (ii) With existing parcel configuration; and
  - (iii) Considering planned densities allowed by the General Plan, specific plan, zoning or other project approvals then in effect.

This premise should consider a discounted or “quick sale” valuation considering time, costs and the possibility of a pre unit value based on the total size of the project.

- 4. Timeliness of Information. To ensure that the opinion of value is current at the time of any bond sale, the valuation date of the appraisal or an update to the appraisal should be within three months of the bond sale.

### C. Financial Information Required of Applicant

~~Both a~~ At time of application ~~and prior to the sale and issuance of any bonds~~, the applicant for a CFD debt issue and all property owners owning land within the boundaries of the proposed financing district that will be responsible for twenty percent (20%) or more of the debt service on the bonded indebtedness to be

[G:\CDBG-REDEV\Finance \(Bonds and CFD\)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx](G:\CDBG-REDEV\Finance (Bonds and CFD)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx)  
<C:\Documents and Settings\kcalcaraz\Local Settings\Temporary Internet Files\Content.Outlook\5JFPHIXU\Contra-Costa CFD Policies-DRAFT.docx>

incurred will provide financial statements (preferably audited) for the current and prior two fiscal years. The applicant will also provide all other financial information related to the proposed project that may be requested by the County.

Subsequent to the sale and issuance of the bonds, federal and state statutes and/or regulations regarding the financing may require the preparation of periodic reports. The applicant and all major participants in the project will be required to provide that information needed to complete such statutorily required reports. In addition, the County department or related district or agency responsible for the administration of the bonds may require information of the applicant or the major participants in the project to satisfy reporting demands of rating agencies or institutional buyers.

#### **D. Potential Third Party Guarantee of Special Tax Payments During Project Development**

The greatest exposure to default on CFD bonds is the period between the issuance of bonds and project ~~stabilization~~build out. The risk of default is increased when only a single or a few property owners are responsible for the special assessment or special tax payments that support the repayment of the bonds. While the County's credit is not pledged to support the bonds, a default on CFD bonds can negatively impact the investment community's perception of the County.

To minimize the risk of default, the County may require a third party guarantee for the annual special tax payments within a district while the project is being developed and until there is significant absorption of the new development. The need for, nature and duration of any third party guarantees will be evaluated by the County and its financing team on a case by case basis. ~~However, a third party guarantee would be specifically required of a developer in each year in which the developer owns or leases property within the district which is responsible for 20% or more of the special taxes levied; the guarantee would provide for 100% of the special tax levy due in each applicable fiscal year for property owned or leased by such developer.~~ If required, the commitment letter for the third party guarantee must be provided within five days of the Resolution of Issuance and the third party guarantee must be provided prior to printing the preliminary official statement for the financing.

Third party guarantees may include letters of credit ("LOCs"), surety bonds, or some other mechanism which assures payment of special taxes while the project is being developed. When LOCs are provided, they must be in form and substance acceptable to the County from a bank acceptable to the County.

#### **E. Land Use Approvals**

For CFD financings the County will require, at a minimum that the proposed project must

1. be consistent with the County's General Plan;
2. be reviewed by the Director of the Department or designee, and have satisfied or be able to satisfy, all of the relevant land use requirements specified by the Director; and,

G:\CDBG-REDEV\Finance (Bonds and CFD)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx C:\Documents and Settings\kcalcaraz\Local Settings\Temporary Internet Files\Content.Outlook\5JFPHXU\Contra-Costa CFD Policies-DRAFT.docx

3. have had the service levels for the required public facilities established or the exact public facilities required for the project identified.

A proposed project that requires: (i) a General Plan amendment, (ii) a change of zone that increases the density or intensity of land use, (iii) a specific plan, or (iv) a specific plan amendment that increases the density or intensity of land use will be referred to the Department's Community Development Division for evaluation as to whether the project is premature.

An appropriate environmental review of the proposed project is to have been completed as part of land use entitlement proceedings that will have addressed all of the public facilities that are to be constructed through the proposed financing.

#### **F. Equity Participation by Applicant and Major Participants**

In evaluating the proposed debt issue, the Debt Affordability Advisory Committee will consider the equity participation of the applicant and the major participants in the proposed project. At the time the application for the proposed financing is received, an analysis will be made as to the equity interest that the applicant has in the proposed project. It will also be required of the applicant that in addition to the financing, the applicant will fund in-tract public infrastructure and may be expected to contribute to other public improvements related to the proposed project.

### **SECTION V: REVENUE SUPPORTING THE FINANCING**

CFD bonds are termed "limited obligations" whose primary repayment is secured by a special tax [levied on property in the CFD](#). The following are criteria that will be applied in evaluating the revenue stream that will be supporting a proposed CFD bond financing.

- A. The rate and method of apportionment of the special tax must be both reasonable and equitable in apportioning the costs of the public facilities and services to be financed to each of the parcels within the boundaries of the proposed CFD.
- B. The rate and method of apportionment must be structured to produce special taxes sufficient to pay scheduled debt service on all bonds (and provide coverage equal to 10% of debt service - see Section V.F. below), pay annual services or maintenance expenses (if applicable), establish or replenish any reserve fund for a bond issue, and pay reasonable and necessary administrative expenses of the CFD. In addition, the rate and method of apportionment may be structured to produce amounts to pay directly the costs of public facilities authorized to be financed by the CFD, the accumulation of funds reasonably required for future debt service, amounts equal to projected deficiencies in special tax payments, any remarketing, credit enhancement or liquidity fees and any other costs or payments permitted by law.
- C. The rate and method of apportionment of the special tax is to provide for the administrative expenses of the proposed CFD, including, but not limited to, those expenses necessary for the [annual](#) enrollment

[G:\CDBG-REDEV\Finance \(Bonds and CFD\)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx](#)C:\Documents and Settings\kcalcaraz\Local Settings\Temporary Internet Files\Content.Outlook\5JFPHIXU\Contra-Costa-CFD Policies-DRAFT.docx

and collection of the special tax and bond administration.

- D. All property not otherwise exempted by the Act from taxation will be subject to the special tax. The rate and method of apportionment may provide for exemptions to be extended to parcels that are publicly-owned, held by property owners associations, used for a public purpose such as permanent open space or wetlands, or affected by public utility easements making impractical their use for other than the purposes specified in the easement
- E. The annual special tax levy on each residential parcel developed to its final land use will not escalate, except that a variation for services and administrative expenses will be allowed. The County will allow an annual escalation factor, not to exceed two percent (2%) per year, on parcels to be developed for commercial or industrial uses.
- F. The maximum annual special tax, together with *ad valorem* property taxes, County Service Area charges, special assessments or taxes for an overlapping financing district, or any other charges, taxes or fees payable from and secured by the property, including potential charges, taxes, or fees relating to authorized but unissued debt of public entities other than the County, in relation to the expected assessed value of each parcel upon completion of the private improvements to the parcel is of great importance to the County in evaluating the proposed financing.

The objective of the County is to limit the total tax burden, including the *ad valorem* property taxes levied by the County, special taxes levied by any existing district for the payment of bonded indebtedness or ongoing services, assessments levied for any assessment district or maintenance district for the payment of bonded indebtedness or services and the assigned special tax for the proposed CFD, on any parcel to a maximum of two percent (2%) of the expected assessed value of the parcel upon completion of the private improvements. In evaluating whether this objective can be met, the County will consider the aggregate public service needs for the proposed project. It will consider what public improvements the applicant is proposing be financed in relation to these aggregate needs and decide what is an appropriate amount to extend in public financing to the identified public improvements.

- G. The total maximum annual special taxes that can be collected from taxable property in a district, taking into account any potential changes in land use or development density or rate, and less all projected administrative expenses, must be equal to at least one hundred ten percent (110%) of the gross annual debt service on any bonds issued by or on behalf of the CFD in each year that said bonds will remain outstanding.
- H. The rate and method of apportionment of the special tax ~~may will~~ include a provision for a back up tax or other assurances to protect against any changes in development that would result in insufficient special tax revenues to meet the debt service requirements of the CFD. Such backup tax or other assurances will be structured in such a manner that it will not violate any provisions of the Act regarding cross-collateralization limitations for residential properties.
- I. A formula to provide for the prepayment of the special tax may be provided; however, neither the County nor the CFD will be obligated to pay for the cost of determining the prepayment amount which is to be paid by the requesting property owner.

[G:\CDBG-REDEV\Finance \(Bonds and CFD\)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx](#)  
[C:\Documents and Settings\kcalcaraz\Local Settings\Temporary Internet Files\Content.Outlook\5JFPHIXU\Contra-Costa-CFD Policies-DRAFT.docx](#)

## SECTION VI: STRUCTURING THE FINANCING

In structuring a CFD financing, the County and its financing team will insure that the following issues are addressed in connection with the CFD bond issue.

### A. Limited Obligations of the County

Both the statutory authority providing for the issuance of CFD bonds as well as the proceedings resulting in the sale and issuance of the bonds must ensure the bonds are limited obligations of the County payable only from the revenue source identified and do not require the expenditure of the general funds or any other revenues of the County to satisfy debt service obligations or to replenish any reserve fund established for the bonds.

### B. Structuring of Debt Service

While the County prefers that debt service be structured with approximately level debt service, CFD financings may be structured with level, escalating, or declining debt service. The bonds must mature within forty (40) years of the date of the initial bonds issued. No bonds will be issued with a maturity date greater than the expected useful life of the [majority of the](#) facilities being financed.

### C. Reserve Funds

The County will require that for CFD financings a reserve fund be established at a required funding level as determined appropriate by the financing team.

### D. Capitalized Interest

Interest will be capitalized for a bond issue only as long as necessary to place the special tax installments on the assessment roll; provided, however, that interest may be capitalized for a longer term to be established in the sole discretion of the County on a case by case basis, not to exceed an aggregate of 18 months, taking into consideration the value to lien ratio for such bonds, the expected timing of initial occupancies of residential dwelling units or nonresidential structures within the CFD, expected absorption and buildout of the property within the applicable Community Facilities District, expected construction and completion schedule for the facilities to be funded from the proceeds of the bonds, the size of the bond issue, the development pro forma and the equity position of the applicant and such other factors as the County may consider relevant.

[G:\CDBG-REDEV\Finance \(Bonds and CFD\)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx](G:\CDBG-REDEV\Finance (Bonds and CFD)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx)  
<C:\Documents and Settings\kcalcaraz\Local Settings\Temporary Internet Files\Content.Outlook\5JFPHIXU\Contra-Costa-CFD Policies-DRAFT.docx>

## E. Foreclosure Covenant

In collecting delinquent special taxes, the County seeks to balance the bondholders' right to receive timely payment with fairness to property owners within the CFD who, due to extenuating circumstances, may have difficulty paying their special taxes in a timely manner. Because CFD financings generally are repaid from special tax receipts and solely secured by liens against property within the CFD, the investment market expects to see appropriate foreclosure covenants [in the CFD bond documents](#). ~~A foreclosure covenant~~ would compel the County to take action to file a foreclosure action against a parcel with certain delinquency thresholds are reached. For example, a covenant may require the County to institute foreclosure if an individual delinquency exceeds a certain threshold (e.g., \$5,000) or the total amount of delinquencies [for all properties in a CFD](#) exceeds a specified percentage of the total special taxes to be received (e.g., 5%). Those standards may differ if the reserve fund for the issue remains fully funded.

For each bond issue, the County and its financing team will analyze key aspects of the ~~district~~[proposed CFD](#) (e.g., number of parcels, special tax rates, and debt service) to structure foreclosure covenants in a manner that satisfies the bondholders' need to reduce the likelihood of a shortfall in special taxes to pay debt service with the desire to provide flexibility in treatment of individual special tax payers.

## F. Underwriter and Original Issue Discount

The underwriter's discount will be negotiated and determined solely by the County and will be competitive with and comparable to such discounts on similar financings being issued by the County and other public entities. The County will consider any other compensation the underwriter may be receiving in connection with the bond financing in determining the appropriate amount of the discount.

An original issue discount will be permitted only if [it is expected the County determines](#) that such discount [will result](#) in a lower true interest cost on the bonds and that, for CFD financings, the use of an original issue discount will not adversely affect the ability of the CFD to construct public facilities identified by the bond documents.

## SECTION VII: AGREEMENTS WITH AFFECTED PUBLIC ENTITIES

### A. County Initiated CFD Financings

1. For CFDs, the joint community facilities agreement(s) required with other public entities which will own, maintain or operate the facilities to be financed must be adopted and approved by all parties at or prior to the adoption of the resolution [providing for the issuance of bonds for the establishing the](#) CFD.
2. Should a CFD bond issue be for the construction of public facilities required to be sized to exceed the service needs of the properties within the boundaries of the financing district, the County ~~may~~[will](#) negotiate the following:

[G:\CDBG-REDEV\Finance \(Bonds and CFD\)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx](#)  
[C:\Documents and Settings\kcalcaraz\Local Settings\Temporary Internet Files\Content.Outlook\5JFPHIXU\Contra-Costa CFD Policies-DRAFT.docx](#)

- a) To the extent that the affected public entity's regulations allow, a credit against connection fees or other fees such that the credit will preclude the affected properties from contributing twice toward the cost of the identified public facilities.
- b) To the extent that the affected public entity's regulations allow, a reimbursement for oversized facilities that will allow the CFD to balance the bonded indebtedness incurred with the level of benefit the properties are to receive from the public facilities that are to be financed.
- c) Any reimbursements for oversized received from the affected public entity are to be paid to the CFD and, depending upon date of receipt, will be used either to augment construction proceeds or to reduce the outstanding bonded indebtedness of the financing district as determined appropriate by the County.

## B. CFD Financings Not Initiated by the County

An administrative review will be made by the Department of all non-County initiated CFD financings that will require a joint community facilities agreement with the County to ensure compliance with the following minimum requirements. Only those financings that do not satisfy these minimum requirements will be referred to the Debt Affordability Advisory Committee for review and comment.

1. For CFDs containing residential projects, the rate and method of apportionment of the special tax will not provide for an annually increasing maximum special tax for any residential classification. However, for commercial and industrial projects within the CFD, the County will accept a maximum special tax for such classifications that escalates at a rate not to exceed two percent (2%) per year.
2. For CFDs, the total projected annual special tax revenues, less estimated annual administrative expenses, must exceed the projected annual gross debt service on the bonds by ten percent (10%). In structuring the rate and method of apportionment of the special tax, projected annual interest earnings may also be included as part of the projected annual revenues to satisfy this coverage requirement. Annual bond reserve fund interest earnings will be calculated at a rate to be determined by the County but, in no event greater than the then current passbook savings rate.
3. Whether the projected *ad valorem* property tax and other direct and overlapping debt for the property within the proposed boundaries of the CFD, including the proposed maximum special tax, does meet the County's objective of not exceeding two percent (2%) of the anticipated assessed value of each improved parcel upon completion of the private improvements as articulated in Section V.E. will be reviewed. This review will include current or estimated County Service Area or Community Service District charges, benefit assessments, levies for authorized but unissued debt and any other anticipated charge which may be included on the property tax bill.
4. With regard to any bonds to be issued, there will be created a reserve fund that will be established for each series of bonds.

5. If the County or its related districts or agencies are to:
- a) own, operate, or maintain a majority of the facilities to be financed, or,
  - b) be the single largest recipient of the facilities to be financed, or,
  - c) own, operate or maintain facilities having a combined construction cost of \$100,000 or more, including design, engineering, construction contingencies and related costs of the construction project,

then the County will require that all of the appropriate Policies set forth herein will be adhered to before entering into a joint community facilities agreement.

### **SECTION VIII: CREDIT ENHANCEMENTS**

Credit enhancements, if required by the County, are to be utilized either to improve the credit worthiness of the proposed financing or to insure that the debt service requirements of the proposed debt issue are met in a timely manner. It is important to the County to minimize the possibility of a debt issue being placed in default and to insure that sufficient cash flows are available to meet debt service requirements. Section IV. D. contains a potential requirement for credit enhancement related to the ownership of 20% or more of the property within a CFD.

The County will examine carefully the provider of the required credit facility and the form that the credit facility will take. The rating of the provider, as well as the provider's capitalization, are of principal concern, and a reduction in either during the term of the credit facility to a level unacceptable to the County may require that an alternate credit facility be secured from an acceptable provider. The County reserves the right, in its sole discretion, to determine the acceptability of both the credit facility and its provider.

### **SECTION IX: OFFERING STATEMENTS AND DISCLOSURE**

It is the intent of the County to comply with all applicable federal or state requirements regarding disclosure to insure that fair and accurate descriptions of debt issues are provided to the purchasers of the bonds. The County and any owner of property within a CFD that has not reached its entitled development and that will be responsible for the payment of special taxes representing such portion (as determined by bond counsel) of annual debt service on an issue of bonds that would cause such person or entity to be an "obligated person" under federal securities law (each, an "Obligated Person") will use all reasonable means to ensure compliance with applicable federal securities laws in connection with the issuance of debt and the provision of financial information and operating data regarding any CFD established by the County with respect to which bonds have been issued.

The County will retain disclosure counsel for any particular land secured or conduit financing having an aggregate principal value of \$1,000,000 or more. Decisions as to the adequacy of the disclosure will be determined by the County, its counsel, bond counsel and disclosure counsel. No preliminary or final offering statement for a particular land secured or conduit financing will be released for circulation unless it is deemed final by the County on the advice of its counsel, bond counsel or disclosure counsel.

[G:\CDBG-REDEV\Finance \(Bonds and CFD\)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020\\_REDLINE.docx](#)  
[C:\Documents and Settings\kcalcaraz\Local Settings\Temporary Internet Files\Content.Outlook\5JFPHIXU\Contra-Costa-CFD Policies-DRAFT.docx](#)

With regard to the initial disclosure, each Obligated Person will be required to provide for inclusion in the official statement or other offering materials distributed in connection with the offering and sale of such bonds, such information as may be required to satisfy any requirements of, or avoid any liability under, any applicable federal or state securities laws.

The proponent(s) of a particular land secured or conduit financing and all principal participants therein are expected to provide the information requested by the County, its counsel, the underwriter, its counsel, disclosure counsel, or bond counsel that is deemed necessary for disclosure purposes. Failure on the part of the proponent and any principal participants to comply with such requests will jeopardize completion of the debt issue.

With regard to continuing disclosure, each Obligated Person will be required to enter into a [continuing disclosure Agreement](#) pursuant to which such Obligated Person will agree to provide financial information and operating data, on an ongoing basis, as may be required for the underwriter of such bonds to satisfy the requirements ~~imposed on such Obligated Person~~ pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934.

The proponent of a particular land secured or conduit financing and all Obligated Persons will be required to execute those certificates and provide those written opinions of their respective counsel that are required by the terms of the bond purchase agreement. Failure to do so will result in the bonds not being sold and issued.

Failure of the proponent of a particular land secured or conduit financing or of any Obligated Person to comply with such proponent's or Obligated Person's initial or continuing disclosure obligations pertaining to bonds previously issued for any other CFD will be grounds for denial of the application for the formation of a CFD. Any such failure should be remedied by the time of providing the preliminary official statement and such failure will be disclosed in the preliminary and final official statements as required by bond counsel and/or disclosure counsel.

## SECTION X: ADMINISTRATION

All matters related to administration of issued bonds are to be handled consistent with the terms of the trust indenture or fiscal agent agreement pursuant to which the bonds were sold. Administrative responsibilities with regard to the bonds and the project being financed by bond proceeds will vary depending upon the nature of the project.

### A. Debt Administration

CFD bonds are issued pursuant to bond indentures or fiscal agent agreements which identify [where relevant](#) the Auditor-Controller of the County to have administrative responsibility for these debt issues. This includes, among other duties, the computation and enrollment of the special tax, payment of principal and interest on the bonds, initiation of foreclosure proceedings with regard to delinquent parcels, and

[G:\CDBG-REDEV\Finance \(Bonds and CFD\)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx](#)  
[C:\Documents and Settings\kcalcaraz\Local Settings\Temporary Internet Files\Content.Outlook\5JFPHIXU\Contra-Costa CFD Policies-DRAFT.docx](#)

management and investment of monies held in all funds and accounts created by the bond indentures or fiscal agent agreements.

## B. Notice to Future Property Owners

The Act requires that certain disclosure certificates regarding the existence of a CFD and the special tax obligation be provided to those individuals purchasing property within the CFD, including to interim purchasers and merchant builders. The County will require that the statutorily prescribed disclosure be made to the initial purchaser of property within a CFD, and the proponent of the CFD and/or developer will make available the information necessary to complete the disclosure certificate required for [secondary subsequent property](#) transfers. ~~In its sole discretion, the County may require additional disclosure if such disclosure will aid subsequent purchasers to be made aware of the existence of the CFD and the lien obligations created by the special tax.~~

## C. Annual Reporting

The County departments or related districts or agencies identified in Section X. of these Policies as having responsibility for bond administration will prepare and timely file with the state and federal agencies all statutorily required reports.

Consistent with Section III of these Policies, County departments or related districts or agencies having responsibility for bond administration are to prepare and submit annually to the Auditor Controller of the County a report on the status of their respective debt issues on forms to be provided by the Debt Affordability Advisory Committee. The occurrence of technical default, or the likelihood thereof, is to be reported immediately to the Auditor Controller of the County by the administering department or related district or agency. For the purposes of these Policies, the term "technical default" will mean the occurrence of an event or omission that may result in the inability to make timely payment of debt service on the financing or would jeopardize the tax exempt status of the financing (e.g., the need to draw on a reserve fund, the insolvency or bankruptcy of a principal property owner, the insolvency of a provider of a credit enhancement, or insufficient funds to make a required rebate payment).

The information contained in these reports will allow the Auditor Controller of the County to prepare an analysis of the outstanding debt of the County and its related districts or agencies.

## SECTION XI: REFUNDINGS

The principal objective of the County in refunding an outstanding debt issue is to secure a public benefit which may include an interest rate savings that will result in both an annual and present value savings to the property owners responsible for paying [special taxes that are used to pay the](#) debt service on the bonds. The actual value of the savings must significantly exceed the costs of the refunding and any increase in the principal amount of bonds that will be outstanding as a result of the refunding.

[G:\CDBG-REDEV\Finance \(Bonds and CFD\)\MelloRoosCFD\MelloRoos CFD Policies\Community Facilities Districts Debt Policies 2020.REDLINE.docx](#)  
[C:\Documents and Settings\kalaraz\Local Settings\Temporary Internet Files\Content.Outlook\5JFPHIXU\Contra-Costa-CFD Policies-DRAFT.docx](#)

Refunding of a particular CFD financing must at minimum be structured to reflect the following:

1. The refunding bonds will mature on a date not later than the date on which the bonds being refunded (the "prior bonds") mature.
2. Annual debt service savings to be realized from the refunding are to be apportioned over the remaining life of the refunding bonds.
3. The prior bonds (or any portion thereof being refunded) are to be legally defeased in accordance with the indenture or fiscal agent agreement authorizing their issuance. If there is no provision for their defeasance, a defeasance escrow will be established that will contain only cash or direct obligations of the United States.

~~4. A refunding that results in an increase in the principal amount of bonds outstanding must consider prepayments that have been received prior to the refunding.~~

The County will also consider refunding an outstanding land secured financing to address unacceptable or unworkable bond covenants, debt service schedules or bond maturities.

## SECTION XII: AMENDMENTS AND EXCEPTIONS

The County reserves the right to amend or modify these policies at any time and the right to make exceptions or grant waivers for specific financing projects, as facts and circumstances warrant.

**Contra Costa County  
Debt Management Policies  
For  
Multifamily Mortgage Revenue Bond Program**

## I. SUMMARY

This Appendix 5 provides specific policies and procedures for multifamily mortgage revenue bond (MFMRB) issues, which are in addition to those established by the County in the Contra Costa County, California Debt Management Policy (County Policy). The MFMRB [program](#) is administered by the County's Department of Conservation and Development (DCD)<sup>1</sup>.

Federal, state and local legislation authorize issuance of mortgage revenue bonds by local governments to finance the ~~development~~, acquisition, [development](#), and rehabilitation of multifamily rental housing projects pursuant to Section 52075 of the California Health and Safety Code, and applicable provisions of the Internal Revenue Code. The allocation of private activity bond authority [needed for the issuance of tax-exempt bonds](#) is secured through the California Debt Limit Allocation Committee (CDLAC). The interest on the bonds can be exempt from federal and state taxation. As a result, bonds provide below market financing for qualified rental projects located within Contra Costa County (the "County")<sup>2</sup>. In addition, the bonds issued under the program can qualify projects for allocations of federal low-income housing tax credits (LIHTC), that provide a significant portion of the [equity](#) funding necessary to develop affordable housing.

There is no direct legal liability to the County in connection with the repayment of bonds; there is no pledge of the County's faith, credit or taxing power and the bonds do not constitute general obligations of the ~~issuer~~ [County](#) because the security for repayment of bonds is limited to project revenue and other sources specified under each financing. Project loans are, in most cases, secured by a first deed of trust on the bond-financed property. The program is completely self-supporting; developers must secure funding to pay for costs of issuance of the bonds and all other costs under each financing.

The bonds may be used for construction, rehabilitation and permanent financing. The effective mortgage rate is the aggregate of the applicable bond rate and the add-on fees charged under the program such as lender, trustee, issuer's fee, etc. The bond rate, for fixed rate bonds, is determined at the time of a bond sale, and the resulting mortgage rate [typically](#) is approximately 1.5-2 percent below conventional mortgage rates. The project loans generally have a 30-year amortization schedule.

The goals of the program include:

- Increase and preserve the supply of affordable rental housing;
- Encourage economic diversity within residential communities;
- Maintain a quality living environment for residents of assisted projects and surrounding properties; and
- In the event of provision of public funds towards the project, optimize the effectiveness of those funds by maximizing the leveraging of private sector funds.

---

<sup>1</sup> DCD also manages a single-family mortgage revenue bond (SF MRB) program. It seeks an annual allocation of SFMRB ~~fund~~ [financing authority from the California Debt Limit Allocation Committee](#) and converts the allocation to Mortgage Credit Certificates (MCCs). MCC program information is available on the County website at <http://ca-contracostacounty2.civicplus.com/4768/Mortgage-Credit-Certificate-Program>.

<sup>2</sup> The County receives resolutions ([or letters of support](#)) from the cities and towns [in which projects are located](#) for each [applicable](#) transaction prior to seeking a reimbursement resolution from the Board of Supervisors.

## II. ELIGIBILITY

The project must be located within the County and consist of complete rental units, including full kitchens and bathrooms, and cannot be used for transient or student housing, [although in certain cases single room occupancy projects may be financed](#).

There is no limit on the minimum or maximum project size or number of units. However, smaller size projects (fewer than 40 units or less than \$2 million loan) may not find tax exempt financing economically efficient due to the costs of issuance, services of the financial team, rating fees, etc. Proposed combined or pooled projects will be considered on a case by case basis. ~~For projects requiring bond financing greater than \$50 million, it will be necessary to obtain a waiver from CDLAC in order to receive an allocation.~~

Loan funds may be used for costs of property acquisition (no more than 25% of [tax-exempt](#) bond proceeds can be used for the acquisition of land), construction, rehabilitation, improvements, architectural and engineering services, construction interest, loan fees and other capital costs of the project incurred after the Bond Reimbursement date (specified in Section VII -Financing Process).

Pursuant to federal requirements, if bonds are used for acquisition and rehabilitation, [an amount](#) at least [equal to](#) 15 percent of the portion of the acquisition cost of the building and related equipment financed with the proceeds of the bonds must be used for rehabilitation of the project.

No more than two percent of any tax-exempt bond loan can be used to finance costs of issuance, such as the services of the financing team members, rating and printing of bonds, bond allocation, etc.

## III. COUNTY COMPENSATION

The County's fees are comprised of (1) a non-refundable application fee due prior to drafting a Reimbursement Resolution, (2) an issuance fee due upon bond closing, and (3) an annual fee due in advance to cover costs of monitoring compliance with State and federal law requirements as contained in a Regulatory Agreement [for each bond issue](#). The annual fees may be negotiated, however the standard fee is 1/8 of 1 percent (or 0.125 percent) of the principal amount of bonds outstanding. Annual fees are charged for the full term of the Regulatory Agreement, generally 55 years. At the County's discretion, annual fees above a \$5,000 minimum may be subordinated to payment of debt service. The County fees are summarized in the table below:

**Issuer Fee Schedule**

<b>Application</b> <sup>(1)</sup>	<b>Issuance Fee</b>		<b>Annual Fee</b> <sup>(2)</sup>	
\$2,500	Rate <sup>(3)</sup>	0.125%	Rate <sup>(3)</sup>	0.125%
	Minimum	\$5,000	Minimum	\$5,000
	Maximum	\$75,000	Maximum	\$25,000
	(1) Payable upon request of a Reimbursement Resolution. Amount is applied to Issuance Fee at closing. DCD may waive this requirement in its sole discretion.			
(2) Amounts above the minimum may be subordinated to bond debt service, at the County's option.				
(3) Percentage applied to the <u>outstanding initial</u> bond issuance amount.				

**IV. TYPES OF BONDS**

The County may issue either tax-exempt or taxable bonds. Taxable bonds would generally be issued in combination with tax-exempt bonds. Tax-Exempt Private Activity Bonds (non-refunding) require an allocation of bond authority from CDLAC. To obtain the allocation the County must submit an application to CDLAC on behalf of the developer (Project Sponsor). Submittal of the application is at the discretion of the County, not the Project Sponsor. The Project Sponsor must pay all required CDLAC fees when due.

The interest on taxable bonds is not exempt from federal taxation. These bonds are not subject to federal volume "cap" limitations and therefore do not require allocation authority from CDLAC. Taxable bonds can be used in combination with low-income housing tax credits awarded by the Tax Credit Allocation Committee. Taxable bond issues must meet all applicable requirements of this Policy (including rating requirements) and any additional regulations that may be promulgated, from time to time, by the County or as set forth in the County Policy.

The County may issue 501(c)(3) bonds on behalf of qualified nonprofit organizations. 501(c)(3) bonds are tax-exempt and do not require an allocation from CDLAC, but cannot be used with the LIHTC Program.

Refunding Bonds will be allowed if the issuance meets the following conditions:

1. The Project Sponsor agrees to cover all costs of the issuer.
2. Projects originally financed by tax-exempt bonds prior to the 1986 Tax Act will have to make a minimum 10 percent of the units affordable to persons earning 50 percent of the median area income with the rents affordable at the same level.
3. The affordability restrictions of the existing bond regulatory agreement are subject to extension and/or additional restrictions. All specifics of refunding proposals must be approved by the County.
4. Default refunding applications require a default refunding analysis (to determine the eligibility for a default refunding). The County shall choose the firm to conduct the analysis. The Project Sponsor will deposit the cost for the study with the County before the study begins.

## V. AFFORDABILITY REQUIREMENTS

### A. Term

The project must remain as rental housing and continuously meet the affordability requirements for at least 55 years from the date of 50 percent occupancy of the project (the “Qualified Project Period” or “QPP”). At the conclusion of the regulatory period, rent of “in-place” tenants will continue to be governed by the applicable affordability restriction, so long as those tenants continue to live in the development.

### B. Income Restrictions

To be eligible for tax-exempt bond financing, federal and State law require that the project meet one of the following conditions:

1. A minimum of 20 percent of the units in the project must be set aside for occupancy by households whose income does not exceed 50 percent of area median income, as adjusted for family size; or
2. A minimum of 10 percent of the units in the project must be set aside for occupancy by households whose incomes do not exceed 50 percent of area median income, as adjusted for family size AND an additional 40 percent of the units in the project must be set aside for occupancy by households whose incomes do not exceed 60 percent of area median income, as adjusted for family size.

In general, pProject owners must certify their tenant’s eligibility annually. If at the annual certification it is found that a tenant’s income exceeds 140 percent of the current income limit, the owner must rent the next available unit of comparable size to a new income eligible tenant. The owner may raise the current tenant’s rent to market rent only upon renting the next available unit to a new low-income or very low-income household, as applicable. A unit occupied only by full time students does not count towards the set-aside requirement.

### C. Rent Restrictions

The maximum rents for all the affordable units are equal to 30 percent of the applicable monthly maximum income level, assuming one person in a studio, two persons in a one-bedroom, three persons in a two-bedroom and four persons in a three-bedroom unit. These assumptions differ for projects using LIHTC. ~~In the event that both are used, the more restrictive rents apply.~~ (If applicable, the County may use TCAC rents pursuant to AB 1714.) The maximum rents are further reduced by the amount of the utility allowance applicable to those units, based on unit size. Utility allowances are set by the Housing Authority of the County of Contra Costa (HACCC) and are based solely upon the utilities paid by the tenant. The utility allowance does not include phone, cable or internet connections.

The set-aside units must proportionately reflect the mix of all units in the project, be distributed throughout the project, and generally have the same floor area, amenities, and access to project facilities as market-rate units.

### D. Regulatory Agreement

The rental and affordability unit requirements will be contained in a regulatory agreement that is recorded against the property and must be complied with by the

[project owner and any](#) subsequent buyers for the applicable compliance period. The Regulatory Agreement will be drafted by the County's bond counsel and must be in a form acceptable to and approved by the County. Pursuant to Section 5220(c)(1) of the CDLAC Regulations, the Regulatory Agreement [for any tax-exempt financing that received a CDLAC allocation](#) must incorporate by reference and as an attachment the CDLAC resolution allocating private activity bond authority to the County for the project. The requirements are terminated at the later of the end of the applicable compliance period and repayment in full of the bonds, or in the event of total casualty loss or foreclosure.

## VI. FINANCING TEAM

Bond counsel and a municipal advisor, if [applicable desired](#), specifically represent the interests and concerns of the County in ensuring the integrity of the bond transaction. The Project Sponsor may, at its own expense, add additional members to the finance team to represent its interests.

### A. Municipal Advisor

If deemed necessary, the Municipal Advisor will be designated by DCD. They [may be requested to will](#) prepare a feasibility study of whether it is economically advisable to proceed with the financing, including: evaluations of the financial strength of the project; assumptions regarding income and expenses; sources of security for bonds in addition to the project; Project Sponsors financial situation and experience in operating and managing rental projects; marketability of the bonds; rights and resources of parties to the transaction in the event of default; and provide financial advice on all relevant [financial](#) issues to best protect the interests of the County. The compensation for [any](#) municipal advisory services to determine whether it is advisable to proceed with a financing will not be contingent on the sale of the bonds.

### B. Bond Counsel

Bond counsel will be designated for each financing by the County Board of Supervisors. Bond counsel will prepare the necessary legal documentation [for each financing](#), including provisions regarding compliance with any applicable continuing disclosure requirements, provide an opinion regarding the validity of the bonds and [if applicable](#) their tax exemption, and provide legal advice on all relevant [legal](#) issues to best protect the interests of the County. (See also Section IV.B, Financing Team in the County Policy.)

### C. Additional Parties

The Bond Underwriter, [Remarketing Agent](#), Private Placement Purchaser, Disclosure Counsel, [if any](#), and Bond Trustee, [if any if s](#) required, will be selected by the County in consultation with the project sponsor. The fees for such services will be paid solely out of bond proceeds or otherwise by the project sponsor.

## VII. THE FINANCING PROCESS

- A. Request for Financing (New or Refunding) – A letter of request must be sent to the DCD to review for consistency with County and CDLAC policy. The letter and accompanying information must state the desire to use the County's Multifamily Mortgage Revenue Bond Program. The letter should include:

1. Name of Development Project,
  2. Name of Project Sponsor, including the Project Sponsor's experience with multifamily housing development
  3. Location by street address and assessor's parcel number (if known);
  4. Estimated number units,
  5. Estimated development costs including land (bonds to be issued cannot exceed this amount),
  6. Exact legal name of the ownership entity at the time of bond closing (e.g. name of individual, partnership, corporation, etc.),
  7. If different, name of the operating entity at the time of bond closing,
  8. Proposed management company with a statement of experience in managing income restricted housing, [and](#)
  9. Non-refundable application fee of \$2,500 to cover the administrative costs of reviewing the project feasibility, Inducement and TEFRA Hearing processes.
- B. Board of Supervisor Approval of Reimbursement Resolution – The Reimbursement Resolution is a conditional statement of intent on the part of the County to provide tax-exempt financing for the project. The Resolution is non-binding, however it authorizes the submittal of [anthe](#) application to CDLAC by the County [\(if tax-exempt bonds are to be issued\)](#) and it sets the date (which is 60-days earlier than the Reimbursement Date) from which costs related to the project are eligible for [tax-exempt](#) financing.
- C. Public Hearing/Section 147(f) Resolution (“TEFRA”) – Tax law requires that a public hearing be held [for any proposed tax-exempt financing](#) to take [comments](#) on the nature of and location of the facility proposed to be financed with private activity bonds ~~(Multifamily Mortgage Revenue Bonds included)~~. The hearing must be noticed in a local newspaper of general circulation [or to be posted on the County's website](#), at least [147](#) days prior to the hearing. [After the public hearing, the Board of Supervisors then](#) ~~The legislative body then~~ adopts a resolution approving the issuance of bonds pursuant to Section 147(f) of the [Tax Internal Revenue](#) Code ~~after the hearing is held~~. This is not the final approval of the bond issuance. The DCD holds the hearing administratively and the Board of Supervisors approves the Section 147(f) Resolution at a subsequent Board meeting. DCD may opt to schedule the required public hearing with the Board of Supervisors.
- D. ~~Securement Obtaining aof~~ CDLAC Allocation –CDLAC allocation of private activity bond authority [needed for the issuance of tax-exempt bonds](#) is subject to an application process. The application must be submitted to the County [by the project sponsor](#) for review and comment at least 10 days prior to the CDLAC deadline. The final application must include the current application fee for CDLAC and a performance deposit [in the amount of 0.5 percent of the requested allocation amount](#) to be held by the County. The deposit is returned according to CDLAC procedures, but is subject to reversion to CDLAC if the financing does not close according to their procedures. The CDLAC process includes approximately 60 days for review of applications prior to allocation.

- E. Bond Sale Resolution – When an allocation is received the County and financing parties will have a limited time~~90 days~~ in which to complete the financing and sell and close on the issuance of the bonds. All real estate, lender and bond documents are completed. The Board of Supervisors must approve a Bond Sale Resolution, typically 30 days in advance of the proposed bond closing.

### VIII. BOND SALE MODES/ISSUING CRITERIA

Under its tax exempt financing program the County, as a conduit issuer, facilitates loans typically secured by a first deed of trust. A fundamental requirement for financings is that the project have loan underwriting and if applicable, credit enhancement from a third party institution that bears the ultimate risk and responsibility of repayment of the loan. The County may consider unrated bonds on a case-by-case basis. Subordinate financing from other federal, state, or local agencies may be integrated into a plan of finance for the project. Early consultation with County staff is encouraged.

Any bonds issued under the program that are sold to the public should generally be rated “A”, or its equivalent, or better from a nationally recognized rating agency. The same rating requirement applies in the case of a substitution of existing credit facility for publicly held bonds that are outstanding.

A preferred way of obtaining the required rating on the bonds is through the provision of additional, outside credit support for the bond issue provided by rated, financially strong private institutions, such as bond insurance companies; domestic and foreign banks and insurance companies; FHA mortgage insurance or co-insurance, etc. The rating on the bonds is based on the credit worthiness of the participating credit enhancement provider. The applicant is required to identify and obtain credit enhancement for each bond issuance to be publicly held. As the primary source of security for the repayment of bonds, the credit enhancement provider reviews and approves the borrower and the project and its feasibility, including the size of the loan and the terms of repayment using their own underwriting criteria.

Fixed rate bonds, or their portion, can be issued without credit enhancement if the proposed financing structure results in the required minimum rating on the bonds by a nationally recognized rating agency. Bonds issued without credit enhancement will be sold to institutional investors in minimum \$100,000 denominations.

#### **Private Placement Bonds**

Private Placement Bonds are allowed under the following conditions:

- The bonds are privately placed with “qualified institutional buyers” under Rule 144A of the Securities Act of 1933, or “accredited investors,” as generally defined under Regulation D of the Securities Act of 1933.
- The bonds must be sold in minimum \$100,000 denominations.
- All initial and subsequent purchasers (unrelated to the initial purchaser) must be willing to sign a sophisticated investor letter in a form approved by the County. While the bonds remain unrated, their transferability will be restricted to qualified institutional buyers or accredited investors or who sign an Investor Letter, unless the transferee is related to the initial purchaser.
- The County may limit the number of investors.

- The owner must indemnify the County against any costs incurred by the County [related to the financing](#), including any lawsuit initiated by the bondholder or any other party, regardless of whether the developer is negligent, ~~and if requested by the County, post a surety bond guaranteeing the same.~~

## IX. OTHER

**Underwriter criteria:** See Section V. Method of Sale in the County Policy for underwriter selection criteria.

## X. OTHER ISSUERS

Projects financed with subordinate financing from the County (CDBG, HOME, etc.) will be financed by bonds issued by the County. The County may consent to the use of statewide issuers for private activity bonds (including 501c3 bonds) to finance projects located within the unincorporated County when such projects are part of a common plan of finance with one or more projects located within the County. DCD may waive the limitations on the use of statewide issuers.

## XII POST-ISSUANCE

See County Policy, Post-issuance Tax Compliance Procedures (Appendix 2) and Continuing Disclosure Procedures (Appendix 3). The following policies and procedures are in addition to those procedures and are specific to multifamily mortgage revenue bond issues. Project sponsors [that received tax-exempt financing with an allocation from CDLAC](#) are also required to maintain compliance with the CDLAC resolution associated with each [such](#) bond issuance.

### A. Change of Ownership

The County reserves the right to approve any voluntary change in ownership (i) that results in a transfer of 50% or more of the total equity interests in a developer or (ii) that results in a transfer of any general partner or managing member interest in the developer. Such approval to transfer ownership shall be at the discretion of the County. Transfers made by a limited partner tax credit investor to its affiliates may, at the County's discretion, be exempted from this requirement. The County shall review proposed owner management practices on current and previously owned properties, inspections, financial statements and credit histories.

### B. Compliance

Post-issuance compliance activities are carried out by DCD staff, including its Redevelopment Housing Specialist, under the supervision of the County's Assistant Deputy Director. The County currently has a license agreement with Compliance Services for its FOCUS program. Project Sponsors access information and submit reports through FOCUS at <http://www.housingcompliance.org/>. (The County reserves the right to change vendors at any time.)

1. Issuance Report: Following bond issuance, Bond Counsel submits the Report of Final Sale pursuant to CDIA regulations.
2. Qualified Project Period: The QPP begins when the development has achieved 50 percent occupancy. Project Sponsors [of](#) new construction projects [are](#)

- required to submit a recorded Certificate of Commencement of Qualified Project Period. For acquisition/rehabilitation projects ~~which are at least 50 percent occupied at issuance~~, the QPP begins upon bond issuance.
3. Quarterly Reports: Upon commencement of the QPP, reports are due 15 days following the end of each quarter based on a calendar year using the form embedded in FOCUS.
  4. Annual Reports: Annual reports for projects that received a CDLAC allocation must provide annual reports using the CDLAC Self-Certification Compliance forms are due to the County 45 days prior to the CDLAC report deadline. The County submits its comprehensive reports on all applicable developments prior to the CDLAC deadline.
  5. Compliance Verification:
    - a. Rent and income limits are calculated annually and are available to the Project Sponsors through FOCUS. The HACCC utility allowance schedule is uploaded in FOCUS. The Project Sponsors supplies the tenant-paid utility ~~costs~~ies to the County and to FOCUS. The FOCUS program automatically compares the project rent and income information with the current limits and flags any non-compliance issues.
    - b. Service amenities are included in any applicable the CDLAC resolution and are verified by County staff at project completion, through annual reports, and during periodic site visits.
    - c. Site visits are conducted at least once every three years during the compliance period. Staff reviews tenant files to confirm rent and incomes are appropriate and consistent with the on-line reports. Staff also confirms that amenities included in any applicable the CDLAC resolution are being provided. Any findings or discrepancies are included in any applicable the annual compliance report submitted by the County to CDLAC.
    - d. Non-compliance is reported to CDLAC with ~~the~~any-annual required reports. Any such The report will include the nature of the non-compliance and County staff's efforts to remedy the non-compliance. The County requires that the Regulatory Agreement for each development ~~to~~include identification causes of default and enforcement actions.
  6. Record Retention: Any The CDLAC application, County resolutions (TEFRA, reimbursement, and intent to issue), the bond legal documents, and compliance reports are retained for five years following the later of bond defeasance or expiration of the applicable project regulatory agreement.
  7. Site-based Record Retention: Tenant income certification information for all initial tenants is retained for five years following the later of bond defeasance or expiration of the applicable regulatory agreement. Tenant files for future tenants a retained for five years following tenant move-out.

|

County of Contra Costa  
Debt Report  
Fiscal Year 2018-19



Debt Affordability Advisory Committee  
[March x, 2020]

## County Administrator

County Administration Building  
651 Pine Street, 10<sup>th</sup> Floor  
Martinez, California 94553-4068  
V-925-335-1080  
F-925-335-1098

**David Twa**  
County Administrator

## Contra Costa County



## Board of Supervisors

**JOHN M. GIOIA**  
1<sup>st</sup> District

**CANDACE ANDERSEN**  
2<sup>nd</sup> District

**DIANE BURGIS**  
3<sup>rd</sup> District

**KAREN MITCHOFF**  
4<sup>th</sup> District

**FEDERAL D. GLOVER**  
5<sup>th</sup> District

Date: [March x,] 2020

To: David Twa  
County Administrator

FR: Debt Affordability Advisory Committee

RE: **Debt Report for Fiscal Year 2018-19**

We present to you the report of the County of Contra Costa's debt (the "Debt Report") as required pursuant to Section II.A of the County's Debt Management Policy (the "Policy"). The Policy requires the Debt Affordability Advisory Committee (the "Committee") to report on the General Fund financings of the County, which is the focus of this Debt Report.

**Highlights.** One of the most important tasks assigned to the Committee is the comparison of the County's performance on a variety of debt factors to (a) published benchmarks for counties nationwide and, (b) the cohort of urban counties in California (Section V(B)). Of the eight debt ratio factors reviewed by the Committee that have published national medians, the County performed better on seven factors. When compared to its California cohort counties on the twelve debt ratio factors, the County performed better or the same on eight factors and worse on four factors. These outcomes relative to national and California cohort medians are generally consistent with the outcomes we saw in the Fiscal Year 2017-18 Debt Report.

Further, we note comparative information on pension Unfunded Actuarial Accrued Liabilities (Pension UAAL) and net other post-employment benefits' liabilities (Net OPEB Liabilities) which are also included in the Debt Report. These liabilities have become significant credit factors in rating agencies' financial review of local and state governments. Contra Costa County Employees' Retirement Association (CCCERA), an independent special district of the County, has a healthy funded ratio of 89.3%<sup>1</sup> the highest among California cohort counties. While the County still has a significant Net OPEB liability, it has improved over the last year.

The County's credit rating is at the highest possible level of AAA by Standard & Poor's. Further, Moody's Investors Service has maintained the County's high investment grade rating of Aa2. These

---

<sup>1</sup> Source: Contra Costa County Employees' Retirement Association Actuarial Valuation and Review As of December 31, 2018.



achievements are due to the County's adherence to its financial management policies, to the underlying long-term strength of the County's wealth, assessed valuation, and to the County's recent track record of maintaining structurally balanced budgets during difficult economic cycles. In addition, the County's conservative fixed-rate debt portfolio shielded it from the serious and costly disruptions in the variable rate market that occurred during the last financial crisis.

**Recommendations.** The Committee recommends that the County continue its efforts that have contributed to its improved performance in recent years in order to further reduce the gap between the County and its higher performing cohort counties. Important elements under the County's control that would reduce the gap include:

1. Continuing to issue debt prudently and structuring debt issues conservatively to achieve low borrowing costs and maximum Federal and State reimbursements, as required under the Policy.
2. Maximizing the County's opportunity to earn allowable arbitrage interest earnings on all indentured funds (such as reserve funds), a practice the County Finance Director has implemented with the assistance of an Independent Registered Municipal Advisor.
3. Monitoring the market for refunding or refinancing opportunities to reduce debt service costs for capital projects and pension costs.
4. Assessing alternative funding sources in order to reduce reliance on Lease Revenue Bonds ("LRBs"), such as when available reserves were appropriated to fund the County's portion of the purchase of East Bay Regional Communication System's emergency equipment.]

We hope the information in this Debt Report can be used to support the development of sound capital plans and adherence to the County's policies. Such capital plans provide critical guidance for the protection of the County's infrastructure and assets. Together with sound capital planning, adherence to the County's debt and finance policies, this committee's recommendations will lead to greater fiscal strength in the years ahead.

If you have any questions or comments regarding this Debt Report, please contact Lisa Driscoll at (925) 335-1023. Your input is important to us and would be greatly appreciated.

Sincerely,

Members of the Debt Affordability Advisory Committee:

Robert Campbell, County Auditor-Controller  
Russell Watts, County Treasurer-Tax Collector  
Lisa Driscoll, County Finance Director  
John Kopchik, Department of Conservation and Development Director



## TABLE OF CONTENTS

	<u>Page</u>
<b>TRANSMITTAL LETTER</b> .....	Overleaf
<b>PREFACE</b> .....	v
<b>SECTION I: GENERAL DEBT PROFILE</b> .....	1
A. County’s Assessed Valuation and Bonded Debt Limitation .....	1
B. Bonds Outstanding .....	3
C. Intended Issuances of Bonds.....	4
D. Refundings .....	4
<b>SECTION II: LEASE REVENUE BOND AND LEASE REVENUE OBLIGATION DEBT</b> .....	6
<b>SECTION III: PENSION OBLIGATION BOND DEBT</b> .....	8
<b>SECTION IV: THE COUNTY’S CREDIT RATINGS</b> .....	9
A. Long-Term Credit Ratings on Implied General Obligation Bonds, Pension Obligation Bonds and Lease Revenue Bonds .....	9
B. Debt of the Successor Agency to the Contra Costa County Redevelopment Agency .....	12
C. Short-Term Credit Ratings on Tax and Revenue Anticipation Notes .....	12
<b>SECTION V: DEBT RATIOS</b> .....	12
A. Use of Debt Ratios .....	12
B. County’s Compliance with Debt Management Policy; Debt Levels Compared to Other Counties .....	14
<b>SECTION VI: UNFUNDED PENSION OBLIGATIONS AND OTHER POST- EMPLOYMENT BENEFITS (OPEB)</b> .....	30
<b>SECTION VII: DERIVATIVES</b> .....	31
<b>SECTION VIII: OUTSIDE MEMBERS OF THE FINANCING TEAM</b> .....	32
<b>APPENDICES</b> .....	33



## LISTING OF CHARTS, TABLES AND APPENDIX ITEMS

In accordance with the requirement of the County’s Debt Management Policy, the Debt Affordability Advisory Committee must submit a Debt Report to the County Administrator annually. The following list identifies the information included and its location in the Debt Report:

Chart Number	Title	Page Number
1	Historical Assessed Valuation	1
2	Debt Limit vs. Outstanding Net Bonded Debt	2
3	Outstanding Lease Revenue Bonds Annual Principal by Debt Issue	7
4	Debt Service of Outstanding Lease Revenue Bonds	7
5	Outstanding 2003 Pension Obligation Bonds	8
6	Amortization of Outstanding Pension Obligation Bonds	9
7	Net Direct Debt as Percentage of Assessed Valuation	18
8	Overall Net Debt as Percentage of Assessed Valuation	19
9	Assessed Valuation Per Capita	20
10	Net Direct Debt Per Capita	21
11	Net Direct Debt as Percentage of Total Governmental Fund Revenues	22
12	Available General Fund Balance as Percentage of Revenues	23
13	Cash Balance as Percentage of Revenues	24
14	General Fund Balance as Percentage of Revenues	25
15	Total Government Available Cash as Percentage of Debt Service	26
16	Total Government Available Cash as Percentage of Expenditures	27
17	Annual Debt Service as Percentage of General Fund Revenues	28
18	Annual Debt Service as Percentage of Expenditures	29
<b>Table Number</b>		
1	Bonded Debt Limitation and Legal Debt Margin, Fiscal Year 2017-18	3
2	Outstanding Lease Revenue and Pension Obligation Bonds and True Interest Cost	4
3	Lease Revenue Bond Refunding Savings Since 2002	5
4	Net Return on Market Value of CCCERA’s Assets	6
5	Credit Quality Tranches	11
6	County’s Debt Affordability Measures	15
7	Comparative County Pension System UAALs and Funded Ratios	30
8	Comparative Net OPEB Liabilities	31
9	Comparative Interest Rate Swap Positions	32
<b>Appendices</b>		
Appendix 1	Debt Service Requirements for Outstanding Lease Revenue and Pension Obligation Bonds	33
Appendix 2	History of Underlying Long-Term Ratings Since 1995	34
Appendix 3	County Debt Management Policy	35



## PREFACE

This Debt Report frequently uses the words “bonds” and “debt” interchangeably, even when the underlying obligation does not technically constitute “debt” under California's constitution. This conforms with market convention for the general use of the term “debt” and “debt service” as applied to a broad variety of instruments in the municipal market, regardless of their precise legal status.<sup>1</sup> The rating agencies and the investor community evaluate the County's debt position based on all of its outstanding debt regardless of the term of the debt and whether or not such debt is repaid from taxpayer-approved tax levies, the General Fund or other sources.

Sometimes referred to as “bonded indebtedness,” long-term debt is typically used to finance capital projects with a long useful life but may also be issued in special situations to fund other types of long-term obligations such as unfunded pension liabilities. This Debt Report presents an overall picture of the County's indebtedness in the categories of General Obligation Bonds (“GO Bonds”), Lease Revenue Bonds (“LRBs”) and Pension Obligation Bonds (“POBs”) as well as a summary of the County's short-term debt, if any, in the form of Tax and Revenue Anticipation Notes (“TRANS”).

GO Bonds represent debt that is paid from voter approved *ad valorem* property taxes that, while levied and collected by the County, are not under the control of the County. The County currently has no outstanding GO Bonds.

LRBs and Certificates of Participation (“COPs”) represent debt that is paid from revenues under the County's control, such as General Fund revenues, to finance long-term capital projects. POBs also represent debt that is paid from revenues under the County's control, such as General Fund revenues, but are used to refinance unfunded pension costs at an anticipated lower interest cost over time than would be charged by the Contra Costa County Employers' Retirement Association. Tax Allocation Bonds (“TABs”) are paid from property tax increment in former redevelopment areas. Previously, in a redevelopment area, assessed valuation would be frozen at a base level when the redevelopment area was established. Any property taxes associated with increases in taxable valuation in that area were dedicated to the redevelopment agency.<sup>2</sup>

To assure the issuance of debt is undertaken in a prudent manner to protect the County's operations and fiscal margins, the Board of Supervisors adopted the Debt Management Policy. This policy prescribes benchmarks against which the combined amount of LRB and POB indebtedness is to be compared. This Debt Report provides a discussion of the County's performance compared to the benchmarks as well as to the performance of cohort counties.

GO Bonds, LRBs, POBs, and TABs are considered to be “Direct Debt” of the County and are also included in the measurement of the “Overall Debt” issued by all local public agencies within the County's boundaries.<sup>3</sup> It is important to monitor the levels and growth of both Direct Debt and

---

<sup>1</sup> The legal definition of “debt” excludes short-term obligations such as TRANS and long-term obligations such as lease revenue bonds, but this Debt Report presents information on such obligations.

<sup>2</sup> In 2011, the California Legislature enacted legislation that dissolved redevelopment agencies in California, however, outstanding bonded indebtedness continues to be secured by property tax increment. The debt is now managed by the Successor Agency to the Contra Costa County Redevelopment Agency through the County's Department of Conservation and Development.

<sup>3</sup> From “Moody's Rating Methodology: U.S. Local Government General Obligation Debt,” published September 27, 2019.



Overall Debt as they portray the debt burden borne by our taxpayers and serve as proxies for taxpayer capacity to take on additional debt in the future.

When debt is issued, independent credit rating agencies assign a rating to the issue. The County's credit ratings are directly related to the financial condition of the County. As of the date of this Debt Report, the County's implied GO Bond ratings were AAA by Standard & Poor's and Aa2 by Moody's Investors Service reflecting the highest quality (S&P), and high quality (Moody's) investment grade status. The ratings on POBs were AAA (S&P) and A1 (Moody's) and the ratings on LRBs were AA+ (S&P) and Aa3 (Moody's). The ratings assigned to all County debt issues affect interest payments and the debt service costs to the General Fund. In addition, the fiscal health of the State may affect the County's interest costs. A history of the County's long-term credit ratings is provided in Appendix 2 to this Debt Report.

[REST OF PAGE INTENTIONALLY LEFT BLANK]

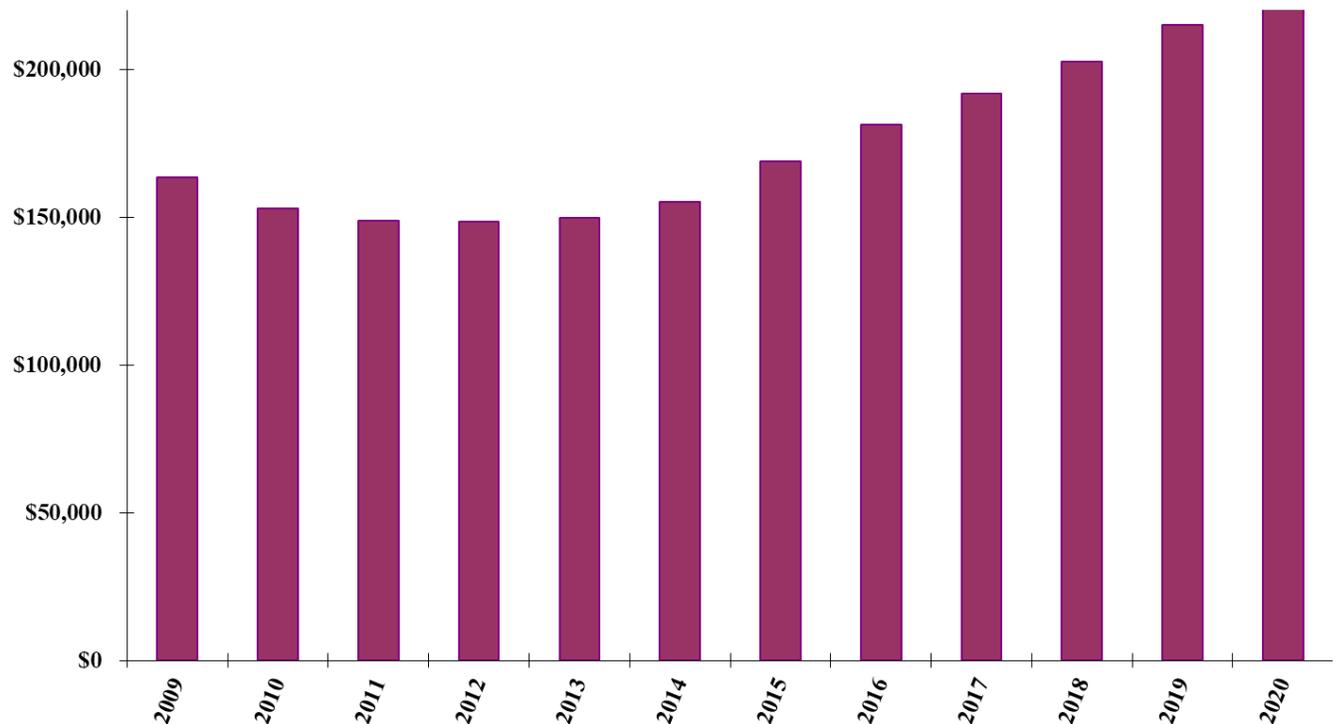


## SECTION I: GENERAL DEBT PROFILE

### A. County's Assessed Valuation and Bonded Debt Limitation

For Fiscal Year 2018-19, the County's total assessed valuation base was \$214.9 billion and the growth rate of total assessed valuation in the County was 6.1%, the seventh fiscal year increase since Fiscal Year 2008-09. The local portion of total assessed valuation can grow up to the maximum annual rate of 2% allowed under Proposition 13 for existing property plus additional growth from new construction and the sale and exchange of property. The annual growth rate in assessed valuation averaged 9.6% over the last 25 years and averaged 7.7% over the past 5 years. Assessed valuation fell by a cumulative 9.3% from its peak in Fiscal Year 2008-09 to its trough in Fiscal Year 2011-12 as a result of the impacts of foreclosures and the recession on the County's economy. Assessed valuation then stabilized and has been growing again. Subsequent to the reporting period of this Debt Report, total assessed valuation grew by 5.2% in Fiscal Year 2019-20.<sup>1</sup> See Chart 1 below.

**Historical Assessed Valuation  
For Fiscal Year Ended June 30  
(\$ millions)**



Source: County of Contra Costa, California Comprehensive Annual Financial Report, Fiscal Years Ended June 30, 2009 -June 30, 2019, Table of Assessed Valuation of Taxable Property.

For Fiscal Year 2018-19, in accordance with California Government Code Section 29909, the County's GO bonded debt limitation of 5.0%<sup>2</sup> of total taxable property value (i.e., assessed

<sup>1</sup> Source: Contra Costa County, Office of the Auditor-Controller

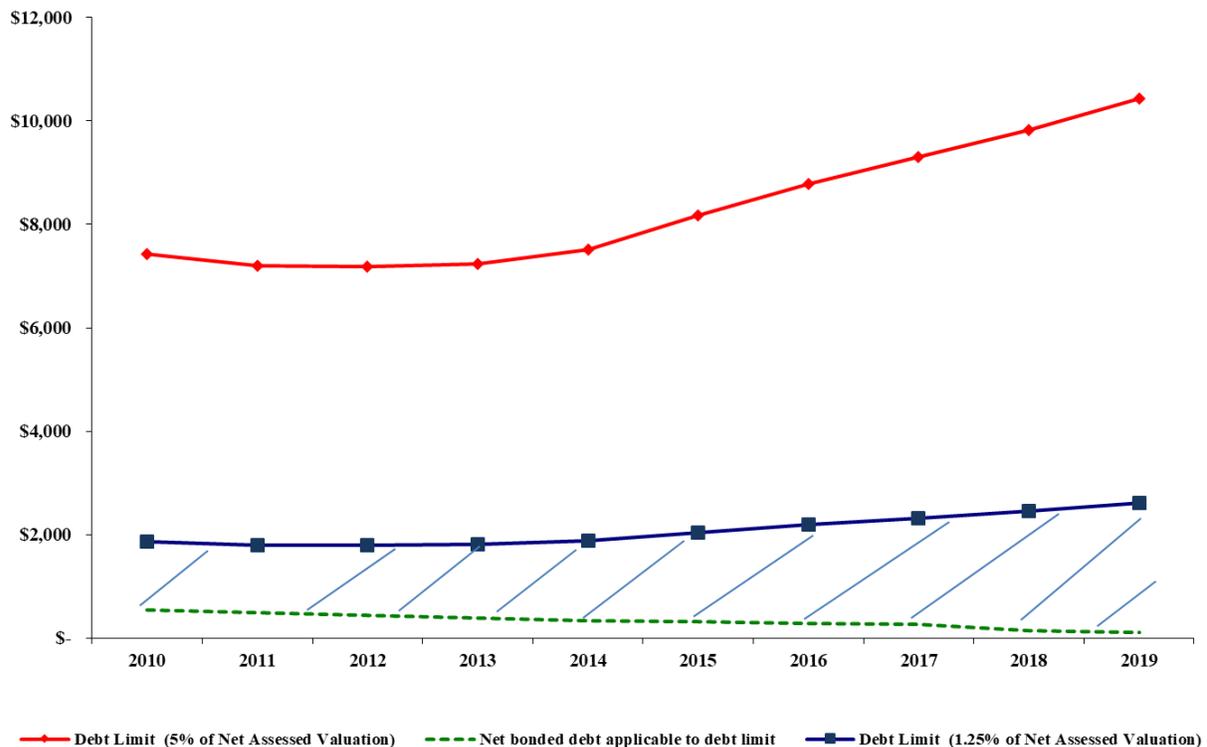
<sup>2</sup> Article XIII A of the California Constitution and Senate Bill 1656, Statutes of 1978, provided for changing assessed valuation from 25% of full cash value to 100% full cash value. Hence, the 5% limitation on general obligation



valuation) was \$10.4 billion.<sup>1</sup> It should be noted that this limit applies to all County-controlled agencies, including the County General and Enterprise funds, the Successor Agency to the Contra Costa County Redevelopment Agency (the Successor Agency), the Housing Authority and Special Districts. For technical auditing purposes, only POBs and TABs are counted as “general obligation bonded debt” even though neither form of debt is a true “general obligation bond” that requires voter approval; lease revenue bonded debt and assessment district debt are not required to be included.

The County’s bonded debt limitation of \$10.4 billion for Fiscal Year 2018-19 is the highest it has been to date. From Fiscal Year 2009-10 through Fiscal Year 2011-12, the bonded debt limitation decreased due to declining assessed valuation. In Fiscal Year 2012-13, assessed valuation, and hence, bonding capacity began to rebound due to improved economic performance. This trend continued through Fiscal Year 2018-19, as seen in Chart 2 below.

**Chart 2**  
**Contra Costa County Debt Limit vs. Outstanding Net Bonded Debt**  
 (as of June 30; in \$ millions)



bonds indebtedness imposed by Section 29909 of the Government Code became 1.25% of assessed valuation.

<sup>1</sup> Pursuant to the statutory debt limitation of 1.25% of assessed valuation, the bonded debt limitation was \$2.6 billion in Fiscal Year 2018-19. Assessed valuation (excluding unitary valuation) was \$226.0 billion for Fiscal Year 2019-20, subsequent to the reporting period for this Debt Report, resulting in a bonded debt limitation of \$2.8 billion.



Table 1 presents the County’s debt limitation versus current outstanding bonded debt. The difference is the “Legal Debt Margin.” Chart 2 shows that the Legal Debt Margin (i.e., the distance between the blue and green lines) has increased in recent years and is currently at its highest value since Fiscal Year 2008-09. Due to the difficulty of achieving two-thirds voter approval for GO bonds issued by counties, the County historically has not benefited from having such large debt capacity. Local agencies similar to the County generally have not been successful when competing with school districts, transportation agencies and the State for voter approval of GO bonds.

**Table 1**  
**Contra Costa County – All Agencies**  
**Bonded Debt Limitation and Legal Debt Margin, Fiscal Year 2018-19**  
**(in \$000s)**

Total Net Assessed Valuation	\$208,579,541
Bonded Debt Limitation (5% times Assessed Valuation)	10,428,977
Less: Outstanding Bonded Debt	(122,585) <sup>1</sup>
Plus: Amounts Available in Bond Interest and Redemption Fund to Pay Principal	9,180
<b><i>Equals: Legal Debt Margin</i></b>	<b><u><u>\$10,315,572</u></u></b>

1. Includes POBs

## B. Bonds Outstanding

As of June 30, 2019, the County had a total of \$384.409 million of outstanding POBs and LRBs, a detailed listing of which is shown in Table 2 and the debt service requirements for which can be found in Appendix 1. The County’s entire debt portfolio is comprised of fixed-rate debt issues. The Debt Management Policy permits variable rate issues such as variable rate demand obligations only under special circumstances and does not presently permit derivatives such as swaps. Even prior to the implementation of its formal Debt Management Policy, the County had issued only fixed rate issues. This approach has shielded the County from the risks associated with swaps and variable rate issues such as liquidity risk, renewal risk, tax risk, basis risk, counterparty risk, and termination risk.

Also presented in Table 2 is the true interest cost (TIC) for each outstanding bond issue for which such information is available. The TIC varies from issue to issue depending upon the term to maturity and the interest rate environment that existed when each respective issue was sold. It should be noted that POBs, the 2010 Series A-2 Lease Revenue Bonds and the 2010 Series A-3 Lease Revenue Bonds are taxable securities whereas all other County debt issues are tax-exempt securities. The TICs for the taxable issuances are generally higher than those for tax-exempt securities.



**Table 2**  
**County of Contra Costa (County Only)**  
**Outstanding Lease Revenue and Pension Obligation Bonds and True Interest Cost**  
**(as of June 30, 2019)**  
**(\$ in thousands)**

<u>Bond Issues</u>	<u>Date of Issue</u>	<u>Final Maturity Date</u>	<u>Principal Amount Issued</u>	<u>Outstanding Principal</u>	<u>True Interest Cost (%)</u>
<u>Lease Revenue Bond and Obligation Issues (LRBs and LROs):</u>					
2010 Series A-1 (Capital Project I – Tax Exempt)	11/16/10	06/01/20	6,790	1,080	4.15% <sup>1</sup>
2010 Series A-2 (Capital Project I – Taxable BABs)	11/16/10	06/01/30	13,130	13,130	4.15% <sup>1</sup>
2010 Series A-3 (Capital Project I – Taxable RZBs)	11/16/10	06/01/40	20,700	20,700	4.15% <sup>1</sup>
2010 Series B (Refunding)	11/16/10	06/01/25	17,435	8,730	3.84%
2012 Lease Revenue Obligations	11/11/12	06/01/27	13,102	8,074	2.68%
2015 Series A (Refunding and Capital Projects)	08/25/15	06/01/35	19,055	15,865	3.18%
2015 Series B (Refunding and Capital Projects)	08/25/15	06/01/28	52,060	36,354	2.40%
2017 Series A (Refunding and Capital Projects)	03/03/17	06/01/27	99,810	69,000	2.33%
2017 Series B (Capital Projects)	05/26/17	06/01/32	100,285	88,900	2.39%
	<b>Total LRBs and LROs</b>		<b><u>\$342,367</u></b>	<b><u>\$261,824</u></b>	
<u>Pension Obligation Bond Issues (POBs):</u>					
Series 2003 A (Taxable)	05/01/03	06/01/22	322,710	122,585	5.36%
	<b>Total POBs</b>		<b><u>\$322,710</u></b>	<b><u>\$122,585</u></b>	
	<b>Grand Total</b>		<b><u>\$665,077</u></b>	<b><u>\$384,409</u></b>	

1. The yield shown is the blended TIC for all three indicated series, net of the receipt of federal subsidies of interest cost.

### C. Intended Issuances of Bonds

Intended issuances are based on actual spending patterns and expenditure projections, prepared by the General Services Division and other departments, and are subject to change. Generally, the County expects to issue LRBs or Lease Revenue Obligations (“LROs”) periodically, but no more than once a year for new money purposes. In Fiscal Year 2018-19, the County did not issue any new money bonds. Based upon the latest available County projections, the County does not expect to issue any additional new money bonds in Fiscal Year 2019-20.

The County may issue refunding bonds from time to time if significant savings can be achieved. See section D below.

### D. Refundings

The County Finance Director monitors market conditions for refunding opportunities that, pursuant to the Debt Management Policy, will produce at least 2% net present value savings for each maturity of bonds refunded and a minimum of 4% overall net present value savings. The County currently intends to refund the 2010 Series A-2, Series A-3 and Series B lease revenue bonds in Fiscal Year 2019-20 for debt service savings. Table 3 sets forth the amount of savings achieved on refundings undertaken since 2002. A total of \$23.29 million of net debt service savings were achieved over the remaining terms of bonds refunded since 2002. The County’s largest refunding occurred in Fiscal Year 2006-07 when \$200.9 million in COP and LRBs were refunded as part of the plan to finance the 2007 Series A and 2007 Series B Lease Revenue



Bonds. To the extent that Federal and/or State programs offset debt service cost for projects funded with LRBs, the County must share the refunding savings attributable to such projects with the Federal and/or State program. It should be noted that the Tax Cuts and Jobs Act of 2017, which became law in December of 2017, has eliminated the ability of municipalities to advance refund bonds on a tax-exempt basis. This will likely reduce the number of refunding transactions that the County will issue in the future.

**Table 3**  
**Lease Revenue Bond Refunding Savings Since 2002**  
**(as of June 30, 2019)**

<b><u>Refunding Lease Revenue Bond Issue</u></b>	<b><u>Amount Refunded (\$ millions)</u></b>	<b><u>Term of the Refunding Bonds</u></b>	<b><u>Savings (\$ millions)</u></b>	<b><u>Average Annual Savings</u></b>
2002 Series B	\$25.870	18 years	\$0.85	\$49,906
2007 Series A (advance refunding)	61.220	21 years	3.83	182,380
2007 Series A (current refunding)	26.815	14 years	0.90	64,286
2007 Series B	112.845	15 years	2.93	195,333
2010 Series B (current refunding)	17.400	15 years	1.10	73,330
2015 Series B (advance and current refunding)	55.995	13 years	4.58	416,893
2017 Series A	117.030	10 years	9.10	1,105,113
<b>Total</b>	<b><u>\$417.175</u></b>		<b><u>\$23.29</u></b>	<b><u>\$2,087,241</u></b>

In addition to the traditional refundings described above, the County has issued POBs in 1994, 2001 and 2003 to refinance its then-unfunded actuarial accrued liability (UAAL) with CCCERA. The County’s objective was to pay a lower interest cost on the POBs than the actuarial interest cost (i.e. the assumed investment rate) charged by CCCERA, thereby producing savings for the County. Unlike traditional refundings where the prior debt service is fixed, the debt service on a UAAL is not necessarily fixed over the term of its amortization; rather, CCCERA’s investment performance and/or a number of actuarial assumptions could change from year to year, which would result in the UAAL changing as well. For purposes of determining debt service “savings” from the issuance of POBs, however, it is typically assumed that the respective UAAL does not change so that the debt service savings are calculated as the difference between the amortization of the respective UAAL at the time of issuance of POBs and the debt service on said POBs.

For example, in the 2003 Pension Obligation Bond issue, total savings were estimated to be \$113.8 million (\$73 million on a net present value basis) over 19 years for average annual savings of about \$6.0 million. The estimated savings reflected the lower interest cost on the bonds (5.36%) versus the 8.35% actuarial interest rate charged by CCCERA at the time, but also assumed CCCERA would earn 8.35% throughout the term of the bonds. The assumed actuarial interest rate has since been lowered to 7.00% meaning that long term savings from POBs are also reduced.



CCCERA’s net return on market value of assets for the last five calendar years is presented below in Table 4.<sup>1</sup>

**Table 4**  
**Net Return on Market Value of CCCERA’s Assets**

<b>Year Ending December 31</b>	<b>Net Return on Market Value of Assets</b>	<b>Assumed Actuarial Rate of Return</b>
2015	2.1%	7.25%
2016	6.9%	7.00%
2017	13.9%	7.00%
2018	-2.7%	7.00%
2019	14.6%	7.00%

Unless CCCERA’s future performance produces investment returns above the assumed actuarial rate in some years to offset negative or low investment returns in others, the actual savings from POBs may be zero or negative.

To the extent that Federal and/or State programs offset debt service costs for any UAAL, the County must share the savings from the reduced debt service attributable to funding the UAAL with POBs with such Federal and/or State program.

**SECTION II: LEASE REVENUE BOND AND LEASE REVENUE OBLIGATION DEBT**

The County has issued LRBs and LROs to fund a variety of capital projects including the construction of the new County Administration building and Emergency Operations Center and Public Safety Building, construction of the County hospital and regional health clinics, improvements to County social service and employment centers and the acquisition of furnishings and equipment, among others. Debt service on LRBs and LROs is paid either from the County General Fund or Enterprise Funds, depending upon which department is financing the improvements. The County has also issued Certificates of Participation (COPs) in the past to finance capital projects, however, COPs have not been issued since 1998.

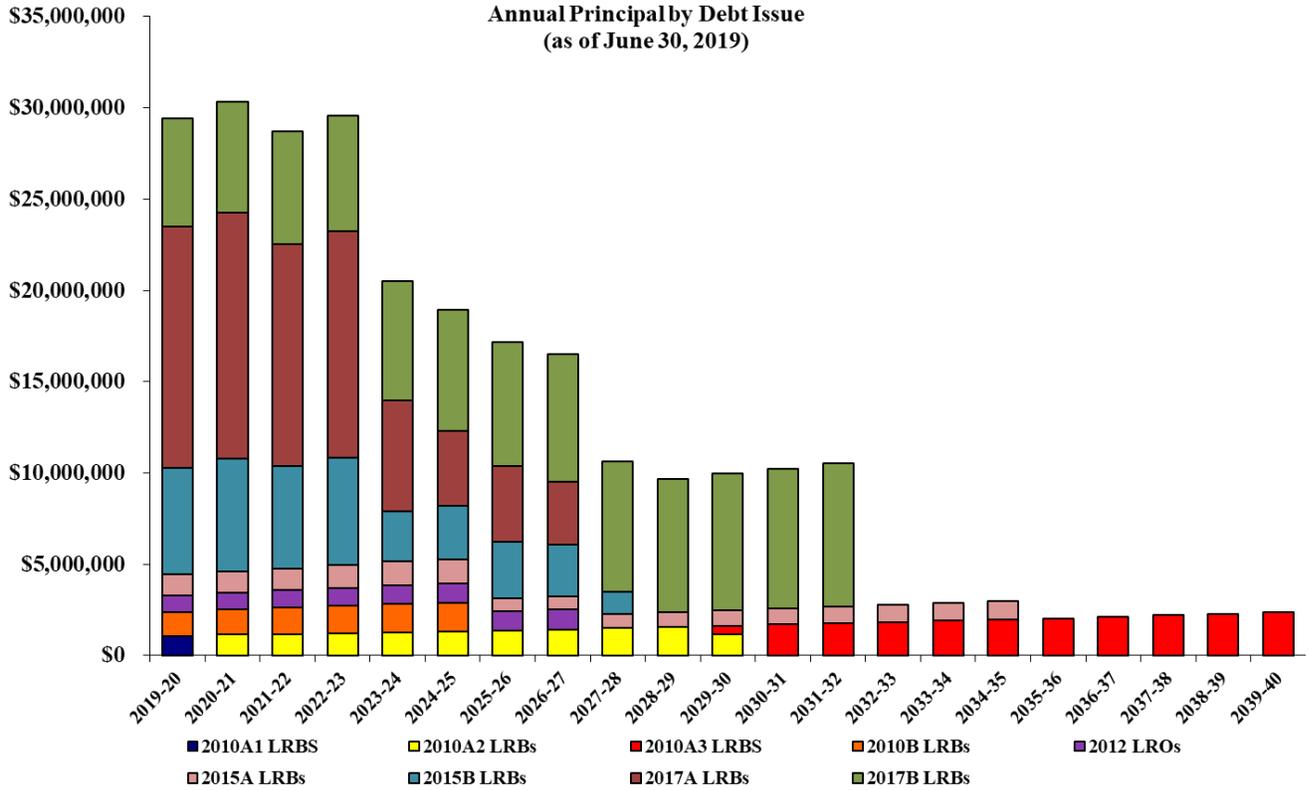
The County has historically issued its LRB and LRO debt in fixed-rate mode, the most conservative and stable type of debt. The Debt Affordability Advisory Committee will consider alternative modes, such as variable rate and synthetic fixed rate, when recommended as the appropriate financing structure for a given project.

Shown in Chart 3 is the amortization of principal by issue and by fiscal year for all outstanding LRBs and LROs as of June 30, 2019. Annual principal amortization ranges from approximately \$29 million to \$30 million until Fiscal Year 2023-24 when it declines to approximately \$20 million. It then falls to approximately \$9 million to \$10 million in Fiscal Year 2027-28 through Fiscal Year 2031-32 and then falls further to approximately \$2 to 3 million in Fiscal Year 2032-33. Chart 4 presents the debt service for the outstanding LRBs and LROs by fiscal year.

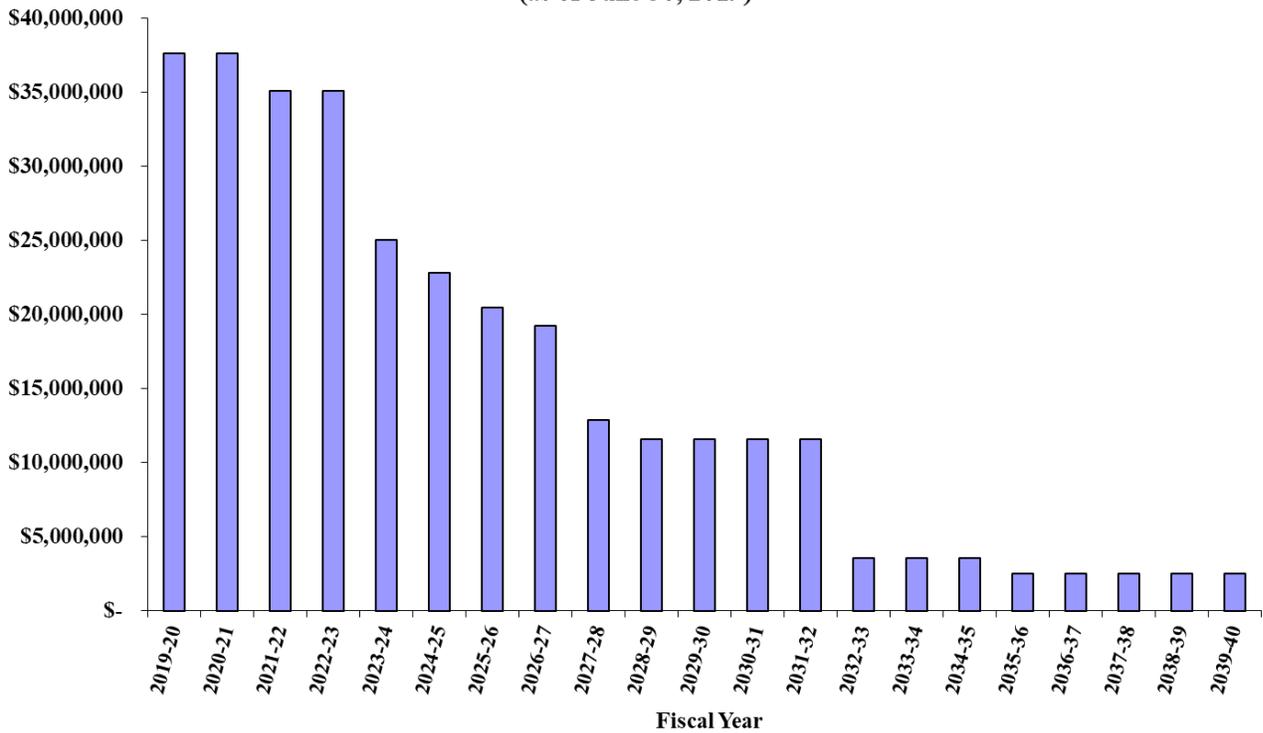
<sup>1</sup> The net return figures are set forth in the Cumulative Performance Statistics section of the Quarterly Review & Performance Measurement Report for the periods ending December 31 posted on CCCERA’s website [www.cccera.org](http://www.cccera.org).



**Chart 3**  
**Outstanding Lease Revenue Bonds**  
**Annual Principal by Debt Issue**  
**(as of June 30, 2019)**



**Chart 4**  
**Debt Service of Outstanding Lease Revenue Bonds**  
**(as of June 30, 2019)**

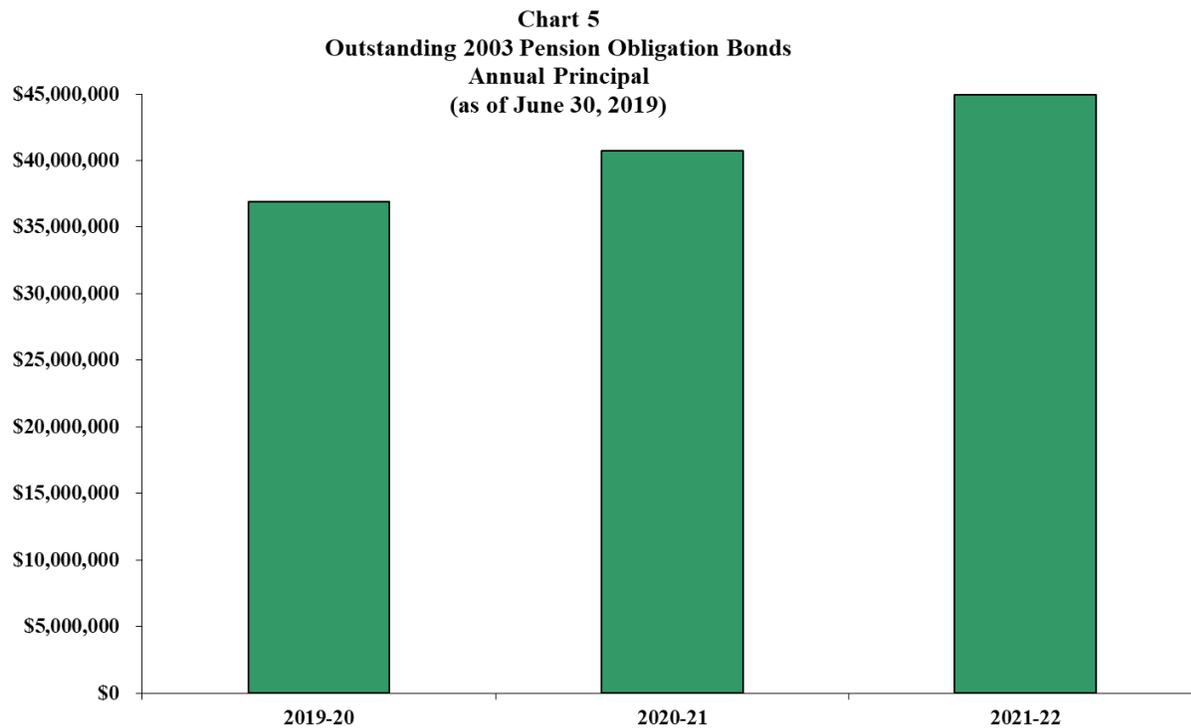


### SECTION III: PENSION OBLIGATION BOND DEBT

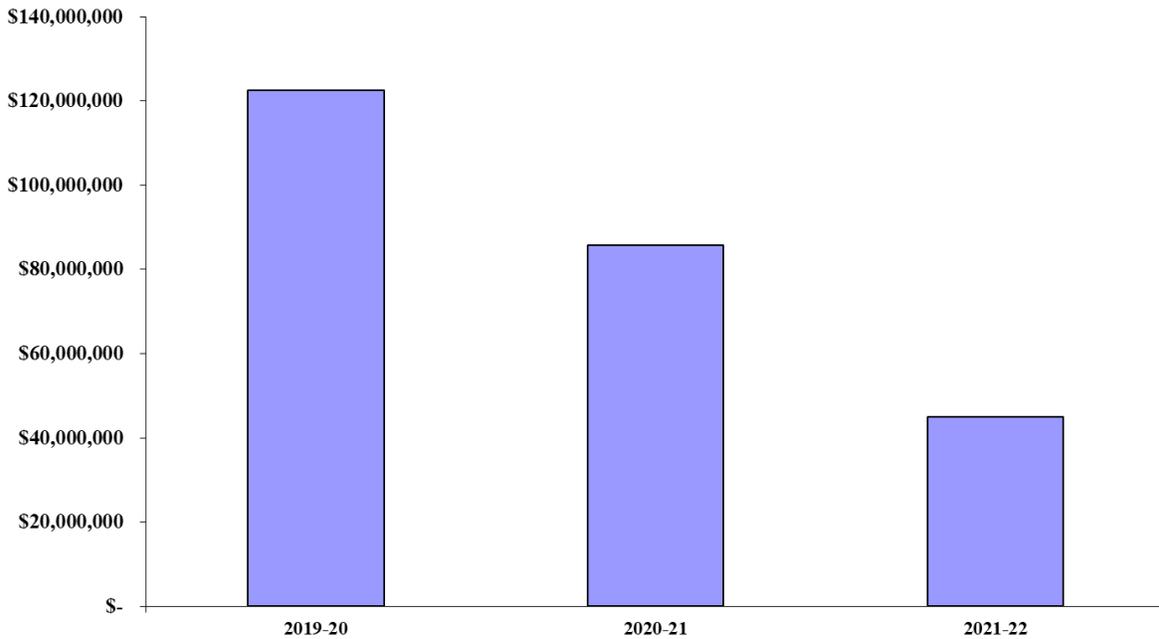
The County has issued POBs to refinance its then-existing UAAL with CCCERA and to restructure prior POBs. Debt service on POBs is paid from the County General Fund or Enterprise Funds, depending upon each department’s pro-rata share of the respective UAAL being refinanced.

For a discussion of the rationale for issuing POBs, see Section I. D. Refundings.

Shown in Chart 5 is the maturity structure of principal by fiscal year of outstanding POBs. Chart 6 presents the amortization of outstanding principal by fiscal year. The POBs issued in 1994 (the “1994 POBs”) have been repaid. The 2001 POBs issue related to the refinancing of the County’s \$333.6 million UAAL as of January 1, 1994. The 2001 POBs issue restructured a portion of the 1994 POBs issue through a tender process and modestly extended the original final term by two years. The 2001 POBs have been repaid. When the 2003 POBs were issued to finance an approximate then-existing \$319 million UAAL, the term to maturity on the bonds was equal to the Fiscal Year 2021-22 term to maturity used by CCCERA to amortize that UAAL.



**Chart 6**  
**Amortization of Outstanding Pension Obligation Bonds**  
 (as of June 30, 2019)



## SECTION IV: THE COUNTY’S CREDIT RATINGS

### A. Long-Term Credit Ratings on Implied General Obligation Bonds, Pension Obligation Bonds and Lease Revenue Bonds

Long-term credit ratings provided by a rating agency are an independent assessment of the relative credit risk associated with purchasing and holding a particular bond through its scheduled term of repayment. Long-term credit ratings serve as unbiased opinions of a borrower's financial strength and ability to repay its debt on a timely basis. Long-term credit ratings are one of the most important indicators of creditworthiness readily available to the investment community and have a direct impact on the borrowing rates paid by the County.

Standard & Poor's (“S&P”) and Moody's Investors Service (“Moody’s”) currently assign the County an implied GO Bond rating (or “Issuer Rating”) of AAA and Aa2 , respectively, as shown in Table 5. GO Bond ratings are typically one to two notches higher than those of LRBs, owing to the superior credit strength of the *ad valorem* property taxes pledged to repay GO Bonds versus the General Fund pledge that supports repayment of LRBs. The County’s implied GO Bond ratings are “best quality” (S&P) and “high quality investment grade” (Moody’s) ratings. S&P and Moody's currently rate the County’s POBs AAA and A1, respectively. Finally, S&P and Moody's currently rate the County’s LRBs AA+ and Aa3, respectively. S&P’s POB rating is considered “best quality” and S&P’s LRB ratings are in the “high quality investment grade” category. Moody’s POB and LRB ratings are in the “upper medium investment grade” category.

The S&P and Moody’s ratings on the County’s LRBs are one notch lower than the County’s implied GO bond rating. Beginning in 2001, S&P began to rate lease obligations only one notch (rather than the previous two notches) lower than the issuer’s GO bond rating; the rationale is



that the availability of lease financings is so critical to the issuer's capital funding that the likelihood of repayment is high; hence, the credit strength of leases is greater as a result. In October of 2016, Moody's upgraded the County's LRB rating to one notch below the GO bond rating due to a change in the rating methodology of LRBs. Moody's ratings on POBs tend to be two notches lower than the implied GO bond rating. Historically, S&P rated POBs one notch below an issuer's implied GO Bond rating. However, S&P revised its POB criteria in January 2018 which resulted in POB ratings being raised one notch to be on par with an issuer's general creditworthiness. Accordingly, POBs rated by S&P now carry the same rating as an issuer's implied GO bond rating.

In addition to the rating itself, each rating agency publishes an outlook on the rating. Outlooks are either "Positive," "Stable" or "Negative." A "Positive" outlook indicates a possible upgrade in the rating may occur; a "Negative" outlook indicates a possible rating downgrade may occur; and a "Stable" outlook indicates that neither an upgrade nor a downgrade is anticipated to occur.

In December 2005, Moody's downgraded the County's ratings for each type of bond issue by one notch and assigned a Negative outlook to the ratings. S&P assigned a Negative outlook in November 2005, but did not downgrade the ratings. These rating actions were largely attributable to a four-year trend of reduced fund balances in the General Fund. As of June 30, 2007, both Moody's and S&P had removed their respective Negative outlooks on the County's ratings. Citing the County's improved financial flexibility and reserves, each of the two agencies assigned an outlook of "Stable" to the County's ratings. The ratings have had a "Stable" outlook ever since.

Recognizing the importance of maintaining high investment quality ratings, the Board of Supervisors adopted a Reserves Policy on December 20, 2005 that, among other things, established a minimum Unreserved General Fund balance of 5%. Reflecting changes in fund balance measurements promulgated by GASB in Fiscal Year 2009-10, the applicable measure now is the combined "Assigned, Committed and Unassigned" Fund Balances. In addition, the Board of Supervisors adopted a Budget Policy on November 14, 2006 that, among other things, requires the County to maintain structurally balanced budgets. A key objective for the County going forward is keeping its combined Assigned, Committed, and Unassigned General Fund Balance at or above the 5% policy threshold while maintaining structurally balanced budgets so that resources are available to deal with unforeseen fiscal challenges.



Table 5 Credit Quality Tranches		
(County's Implied G.O. Bond Moody's Rating Highlighted in Yellow)		
(County's Pension Obligation Bond Moody's Rating Highlighted in Blue)		
(County's G.O. Bond and Pension Obligation Bond S&P Rating Highlighted in Purple)		
(County's Lease Revenue Bond Ratings Highlighted in Green)		
	Moody's (Since October 6, 2016)	S&P (Since February 23, 2018)
Best Quality	Aaa	AAA
High Quality Investment Grade	Aa1	AA+
	Aa2	AA
	Aa3	AA-
Upper Medium Investment Grade	A1	A+
	A2	A
	A3	A-
Medium Investment Grade	Baa1	BBB+
	Baa2	BBB
	Baa3	BBB-
Below Investment Grade	Ba1 and lower	BB+ and lower

A history of the County's implied GO Bond, Pension Obligation Bond and Lease Revenue Bond ratings since 1995 is presented in Appendix 2.

Listed below are the implied GO Bond/Issuer ratings for the County's cohort counties, namely, the other large, urban counties in California. The County's performance on various debt and reserve ratio compared to its cohort counties is presented in Section V.B.

	<u>Moody's</u>	<u>S&amp;P</u>	<u>Moody's Rating/ Affirmation Date</u>
Alameda	Aaa	AAA	02/27/2018
Contra Costa	Aa2	AAA	10/4/2019
Los Angeles	Aa1	AAA	7/31/2019
Orange	Aa1	AA+	12/13/2019
Riverside	Aa3	AA	10/3/2019
Sacramento	A1	AA-	10/31/2018
San Bernardino	Aa1	AA+	6/6/2019
Santa Clara	Aa1	AAA	9/11/2019
San Diego	Aaa	AAA	8/21/2019



## B. Debt of the Successor Agency to the Contra Costa County Redevelopment Agency

As of June 30, 2019, the Successor Agency to the Contra Costa County Redevelopment Agency had two outstanding tax allocation bond issues secured by property tax increment revenue. These issues are not secured by the County's General Fund or other funds.

<u>Bond Issue</u>	<u>Amount Outstanding As of June 30, 2019 (\$000)</u>
Tax Allocation Refunding Bonds, Series 2017A	\$49,530
Taxable Tax Allocation Refunding Bonds, Series 2017B	<u>20,815</u>
Total	70,345

In August 2017, the Successor Agency issued its Tax Allocation Refunding Bonds, Series 2017A and Taxable Tax Allocation Refunding Bonds, Series 2017B. The Series 2017A and 2017B Bonds refunded all \$75 million of the then outstanding tax allocation bonds which had been issued by the Contra Costa County Public Financing Authority. The Series 2017A and 2017B Bonds have an underlying and uninsured rating of A+ from S&P. Some maturities of the bonds were insured and carry an insured rating of AA from S&P. The sale achieved \$17.8 million in net present value savings and average annual savings of \$1.38 million.

## C. Short-Term Credit Ratings on Tax and Revenue Anticipation Notes

Historically, the County has used short-term debt in the form of TRANs to finance periodic cash flow deficits. The County always received the highest possible short-term ratings from Moody's (MIG 1) and S&P (SP-1+) on its prior TRANs, reflecting strong cash flows and ample debt service coverage from both the General Fund and intrafund borrowing sources. The rating agencies also cited the demonstrated accuracy of the cash flows prepared by the Auditor-Controller as a positive factor in the ratings. The County has not issued TRANs since Fiscal Year 2006-07, but TRANs remain a tool available to the County in the event of future cash flow deficits.

## SECTION V: DEBT RATIOS

### A. Use of Debt Ratios

Pursuant to the County's Debt Management Policy set forth in Appendix 3, the Debt Affordability Advisory Committee must calculate certain debt factors and debt burden ratios, compare them to benchmarks and report the results in this Debt Report. Measuring the County's debt performance through the use of debt ratios provides a convenient way to compare the County's credit performance to other borrowers. The most common debt ratios applied to counties are:

- **Ratio of Outstanding Debt to Assessed Valuation.** The ratio is calculated for the County's "Direct Debt" (i.e. GO Bonds, POBs, LRBs, and TABs). In addition, a ratio is also calculated that measures the aggregation of all debt issues attributable to agencies located in the County and is commonly referred to as "Overall Debt" in the California Municipal Statistics Overlapping Debt Statement. It is important to monitor the levels and growth of Direct Debt and Overall Debt as they portray the debt burden borne by the County's taxpayers and serve as



proxies for taxpayer capacity to take on additional debt in the future. It is noted that the County presently does not have any outstanding GO Bonds.

- **Assessed Valuation Per Capita.** The formula for this computation is total Assessed Valuation divided by the population residing within the County’s boundaries. This ratio is a measure of the underlying wealth base of the County.
- **Ratio of Outstanding Debt Per Capita.** The formula for this computation is Outstanding Debt divided by the population residing within the County’s boundaries. Ratios can be computed for both “Direct Debt Per Capita” and “Overall Debt Per Capita.” It is important to monitor one or both of these ratios as they attempt to measure the degree to which debt is concentrated, i.e. whether it is spread across a large or small population.
- **Ratio of Net Direct Debt to Governmental Fund Revenues.** In response to S&P’s methodology, this ratio has been incorporated into the report as it measures the total debt burden on the government’s revenue position, rather than the annual cost of debt, which can be manipulated by amortization structures. The formula for this computation is Net Direct Debt divided by total governmental funds revenue, expressed as a percentage.
- **Percentages of Total and Assigned, Committed and Unassigned General Fund Balance.** These ratios are important measures of the financial flexibility of the County, i.e. the ability of the County to absorb the impact of unforeseen events and emergencies such as earthquakes and sudden drops in assessed valuation due to real estate market cycles. Ratios are computed for both “Available Fund Balance as a Percentage of Revenues” and for “General Fund Balance as a Percentage of Revenues.” “Available Fund Balance” is calculated as the sum of committed, assigned and unassigned fund balances in the General Fund and is divided by General Fund revenues to compute the ratio. The “General Fund Balance as a Percentage of Revenues” ratio is calculated using the total General Fund Balance divided by revenues.
- **Percentages of Total Government Available Cash.** These ratios measure the availability of cash and cash equivalents to service annual debt service payments, governmental funds expenditures and general fund revenues. These ratios are an important measure of the availability of liquidity of the County to meet debt service requirements and expenditures. Further, a fund balance that consists mostly of cash provides greater financial flexibility than one consisting mostly of receivables, because cash is available to be spent immediately. Ratios are computed for “Total Government Available Cash as a Percentage of Debt Service”, for “Total Government Available Cash as a Percentage of Expenditures”, and, in response to Moody’s 2016 update to its methodology, for “Cash As a Percentage of Revenues.” “Cash” is calculated as the sum of cash, and cash equivalents plus investments (when grouped with cash in the audit).
- **Ratio of Annual Debt Service to General Fund Revenues.** The formula for this computation is annual debt service expenditures divided by General Fund revenues as reported in the most recent Comprehensive Annual Financial Report. This ratio focuses on the extent to which annual debt service payments encroach on other funding needs of the County. It should be noted that a portion of the County’s debt is paid by departments outside the General Fund, but such debt is treated as General Fund only for purposes of this ratio.



- **Ratio of Annual Debt Service to Governmental Fund Expenditures.** The formula for this computation is annual debt service expenditures divided by Governmental Fund expenditures as reported in the most recent Comprehensive Annual Financial Report. This ratio measures debt service as a percentage of expenditures and encompasses the annual fixed-cost burden that debt places on the County. Again, as noted, a portion of the County’s debt is paid by departments outside the General Fund, but such debt is treated as General Fund only for purposes of this ratio.

## **B. County’s Compliance with Debt Management Policy; Debt Levels Compared to Other Counties**

By population, the County is one of the largest counties in California as well as in the United States. On the basis of its size, one could argue that it is appropriate to compare the County to other entities with similar size. However, those types of entities comprise a heterogeneous collection of cities, states, school districts and other public agencies rather than a homogenous group such as counties. At the same time, the funding of counties across the United States is not uniform. It would be ideal to compare the County to counties in California; however, published debt ratios and benchmarks tend to be on a national basis except for occasional reports and comparative data prepared on California counties. In order to use published ratios and to compare the County to counties with similar economic bases, the Debt Management Policy requires the Debt Affordability Advisory Committee to include a comparison of the County to other large, urban counties, preferably rated in the double-A category by Moody’s and rated AAA by S&P, using published data from S&P and Moody’s. Currently, Moody’s and S&P publish data on counties nationwide but have not recently published reports on California counties alone.

In rating the County, Moody’s utilizes the principal methodology, “U.S. Local Government General Obligation Debt,” that was re-published in September 2019. Moody’s originally published a new Rating Methodology for U.S. Local Government General Obligation Debt in January 2014 and a subsequent update in December 2016. The December 2016 methodology update reflects Moody’s revised approach to rating general obligation limited tax debt. This report calculates the County’s performance compared to medians of similarly rated counties and Moody’s national medians published in May 2019.

S&P utilizes the “U.S. Local Governments General Obligation Ratings: Methodology and Assumptions” published in September 2013 that replaced the previously utilized criteria published in October 2006. In October 2019, S&P republished the 2013 methodology with nonmaterial changes. Montague DeRose and Associates (“MDA”), the County’s financial advisor, has incorporated the medians for these S&P metrics into its comparative analysis of the County’s debt affordability against the cohort group.

As noted, the Debt Affordability Advisory Committee evaluates the County against a group of cohort counties utilizing the database compiled by MDA. MDA’s database evaluates the County against the data provided in each respective cohort county’s most recently available CAFR (June 30, 2019 for purposes of this report) to measure the County’s comparative performance on the various debt measures calculated by Moody’s and S&P, and also against a few additional ratios noted below.

Moody’s no longer reports national medians for Overall Debt to Assessed Valuation and General Fund Balance as a Percentage of Revenues, however, MDA continues to track the County’s



performance against the California cohort counties for these measures. As noted in previous reports, Moody’s now tracks the national medians for “Cash as a Percentage of Revenues”, which is a new credit factor that was implemented as part of its revised methodology released in January 2014. Per Moody’s, “Cash (net of notes payable within one year) represents the paramount liquid resource without regards to accruals”.

Table 6 below sets forth the debt affordability measures for Direct Debt, General Fund Balance, Cash and Per Capita performance of the County compared to medians of counties whose ratings are in the AAA rating category by S&P and in the AA rating category by Moody’s.<sup>1</sup> In addition, Table 6 sets forth additional debt affordability measures comparing the County to other California urban counties using the MDA database.

**Table 6**  
**County’s Debt Affordability Measures**  
**(As of June 30, 2019)**

Chart #	Debt Affordability Measure	Benchmark	Benchmark Value	County Actual
7	Net Direct Debt to Assessed Valuation (Lower value better)	Moody’s Median for Large Aa Rated Counties Nationwide (At Least 1,000,000 Population)	0.48%	0.17%
		MDA’s Large Urban California County Median	0.24%	
8	Overall Net Debt to Assessed Valuation (Lower value better)	MDA’s Large Urban California County Median	2.89%	2.46%
9	Assessed Valuation (or Market Value) Per Capita (Higher value better)	Moody’s Median for Large Aa Rated Counties Nationwide (At Least 1,000,000 Population)	\$108,888	\$185,879
		Standard & Poor’s AAA GO Median for Counties	\$130,952	
		MDA’s Large Urban California County Median	\$160,180	
10	Net Direct Debt Per Capita (Lower value better)	MDA’s Large Urban California County Median	\$313	\$313
11	Net Direct Debt as Percentage of Total Governmental Fund Revenues (Lower value better)	Standard & Poor’s AAA GO Median for Counties	66%	15%
		MDA’s Large Urban California County Median	17%	
12	Available General Fund Balance as Percentage of Revenues <sup>2</sup> (Higher value better)	Moody’s Median for Large Aa Rated Counties Nationwide (At Least 1,000,000 Population)	27%	35%
		MDA’s Large Urban California County Median	23%	
13	Cash Balance as Percentage of Revenues (Higher value better)	Moody’s Median for Large Aa Rated Counties Nationwide (At Least 1,000,000 Population)	27% <sup>2</sup>	27% <sup>2</sup>
		MDA’s Large Urban California County Median	32%	

<sup>1</sup> The Moody’s nationwide medians are from the publication “U.S. Local Government Medians Property Values Key to Stability, But Pension Burdens Remain a Challenge,” published in May 2019. The S&P nationwide medians are from the publication “General Obligation Medians for Counties: Update As of April 3, 2019”.

<sup>2</sup> Note that the Moody’s County Median for this metric was 26.6% and the County Actual for this metric was 27.0%.

<sup>2</sup> This measures Operating Funds Balance and includes Assigned, Unassigned and Committed Balances in this calculation.



Chart #	Debt Affordability Measure	Benchmark	Benchmark Value	County Actual
14	General Fund Balance as Percentage of Revenues (Higher value better)	MDA's Large Urban California County Median	32%	35%
15	Total Government Available Cash as Percentage of Debt Service (Higher value better)	Standard & Poor's AAA GO Median for Counties	641%	1378%
		MDA's Large Urban California County Median	1764%	
16	Total Government Available Cash as Percentage of Expenditures (Higher value better)	Standard & Poor's AAA GO Median for Counties	51%	47%
		MDA's Large Urban California County Median	54%	
17	Annual Debt Service as Percentage of General Fund Revenues (Lower value better)	MDA's Large Urban California County Median	4.5%	4.9%
18	Annual Debt Service as Percentage of Expenditures (Lower value better)	Standard & Poor's AAA GO Median for Counties	7.0%	3.4%
		MDA's Large Urban California County Median	3.5%	

The data in Table 6 shows that the County's performance is better than the national benchmark on seven of the eight measures:

1. Net Direct Debt to Assessed Valuation
2. Assessed Valuation Per Capita
3. Net Direct Debt as a Percentage of Total Governmental Fund Revenues
4. Available General Fund Balance as Percentage of Revenues
5. Cash as a Percentage of Revenues
6. Total Government Available Cash as Percentage of Debt Service
7. Annual Debt Service as Percentage of Expenditures

The County performed worse by approximately 4% on Total Government Available Cash as Percentage of Expenditures.

Further, the data in Table 6 shows that the County performed better than the cohort median on seven of the twelve measures:

1. Net Direct Debt to Assessed Valuation
2. Overall Net Debt to Assessed Valuation
3. Assessed Valuation Per Capita
4. Net Direct Debt as Percentage of Total Governmental Fund Revenues
5. Available General Fund Balance as Percentage of Revenues
6. General Fund Balance as Percentage of Revenues
7. Annual Debt Service as Percentage of Expenditures

Additionally, the County was the cohort median on one of the twelve categories: Net Direct Debt per Capita .



The County performed worse than the cohort medians on four cohort measures: Cash as Percentage of Revenues, Total Government Available Cash as Percentage of Debt Service, Total Government Available Cash as Percentage of Expenditures, and Annual Debt Service as a Percentage of General Fund Revenues.

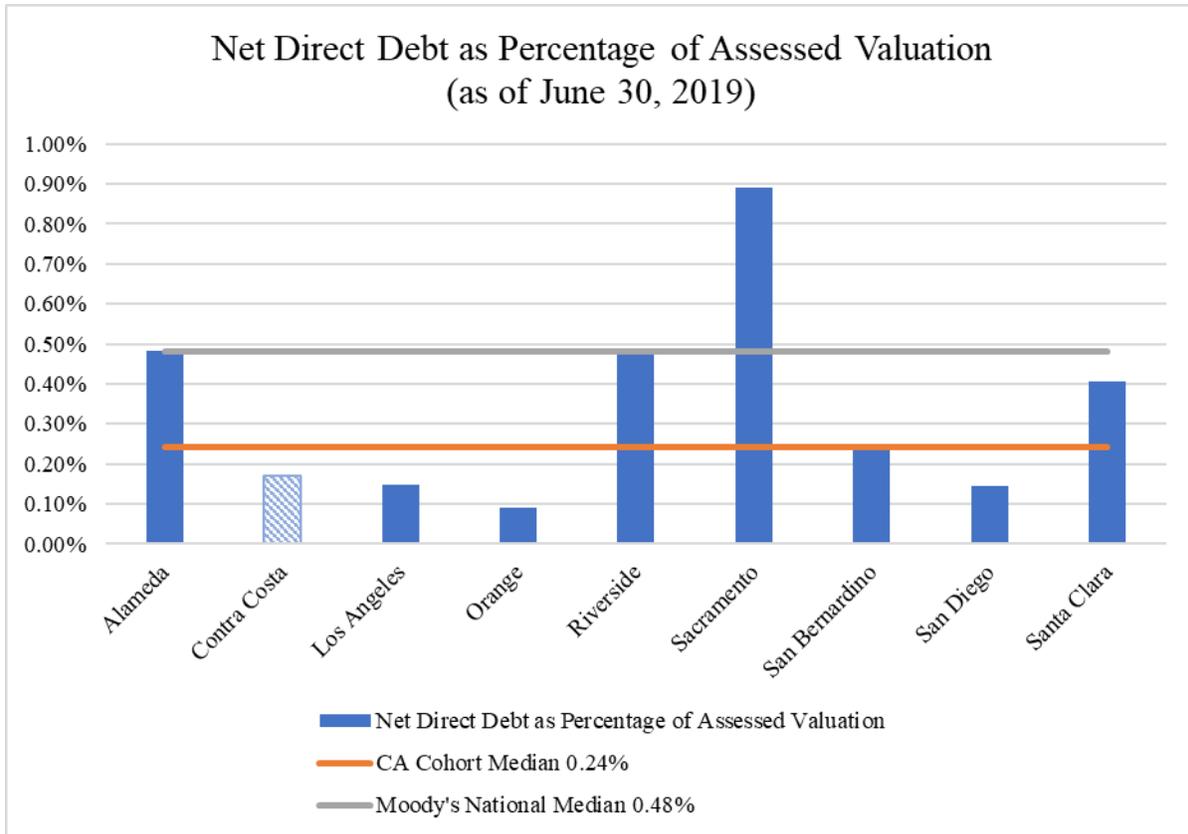
On the following pages are charts from the MDA database that provide a closer look at the County compared to its California cohorts on each benchmark.

[REST OF THE PAGE INTENTIONALLY LEFT BLANK]



The County's ratio of Net Direct Debt to Assessed Valuation is better than the national and California cohort medians. Orange and San Diego Counties performed best on this ratio, whereas the County performed fourth in this measure.

**Chart 7**

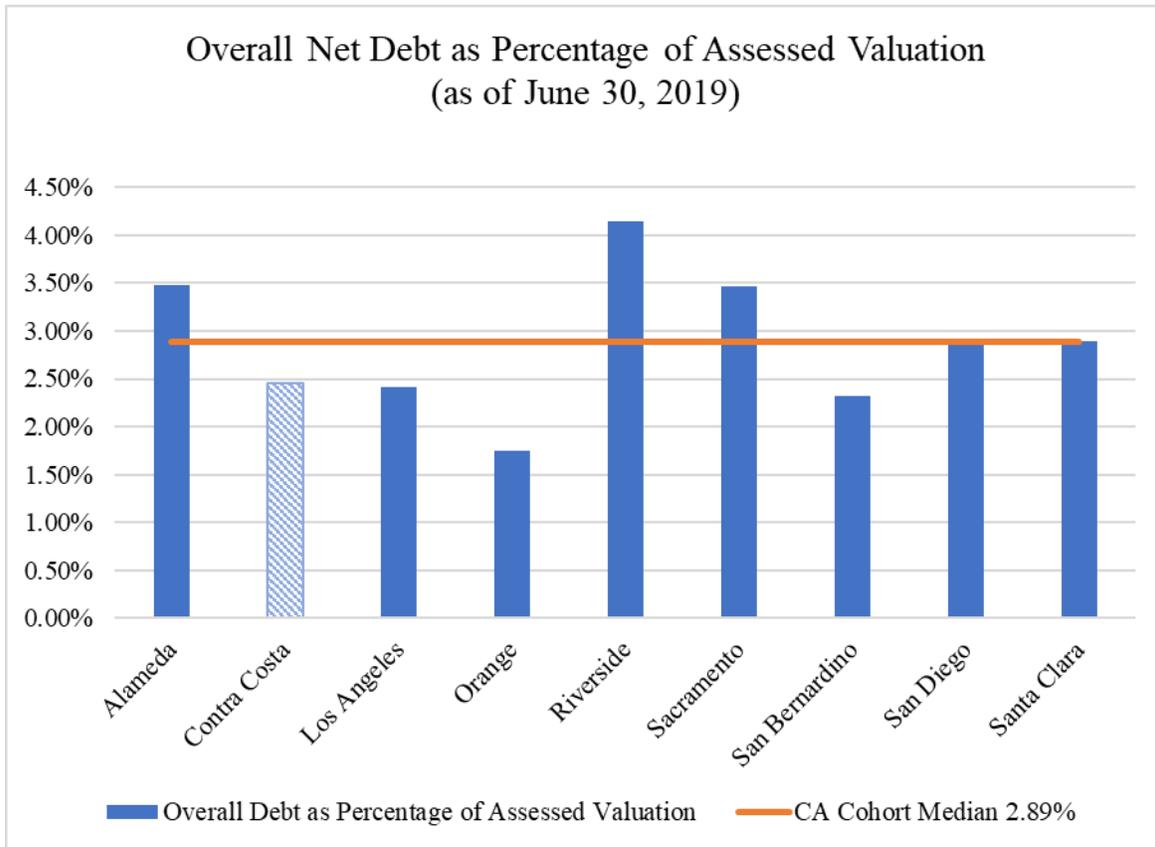


[REST OF THE PAGE INTENTIONALLY LEFT BLANK]



As noted previously, Moody’s no longer reviews Overall Net Debt as Percentage of Assessed Valuation. The County’s ratio of Overall Net Debt to Assessed Valuation is better than the California cohort median for this measure. The County ranked fourth best in this measure, while Orange County performed best on this measure.

**Chart 8**

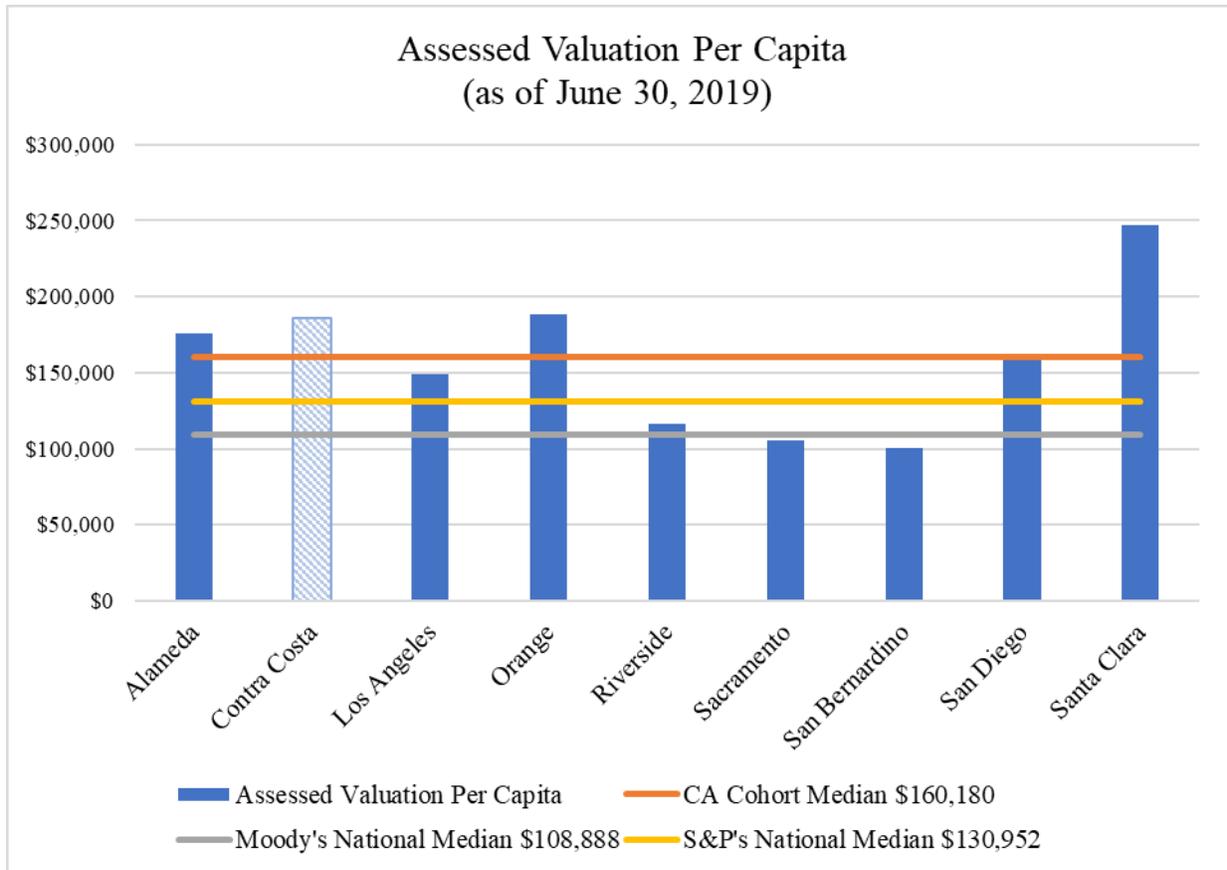


[REST OF THE PAGE INTENTIONALLY LEFT BLANK]



The County's performance on Assessed Valuation Per Capita is better than both the national and California cohort medians. This reflects the County's strong underlying wealth base relative to the other counties. Only Orange County and Santa Clara County outperformed the County on this measure.

**Chart 9**

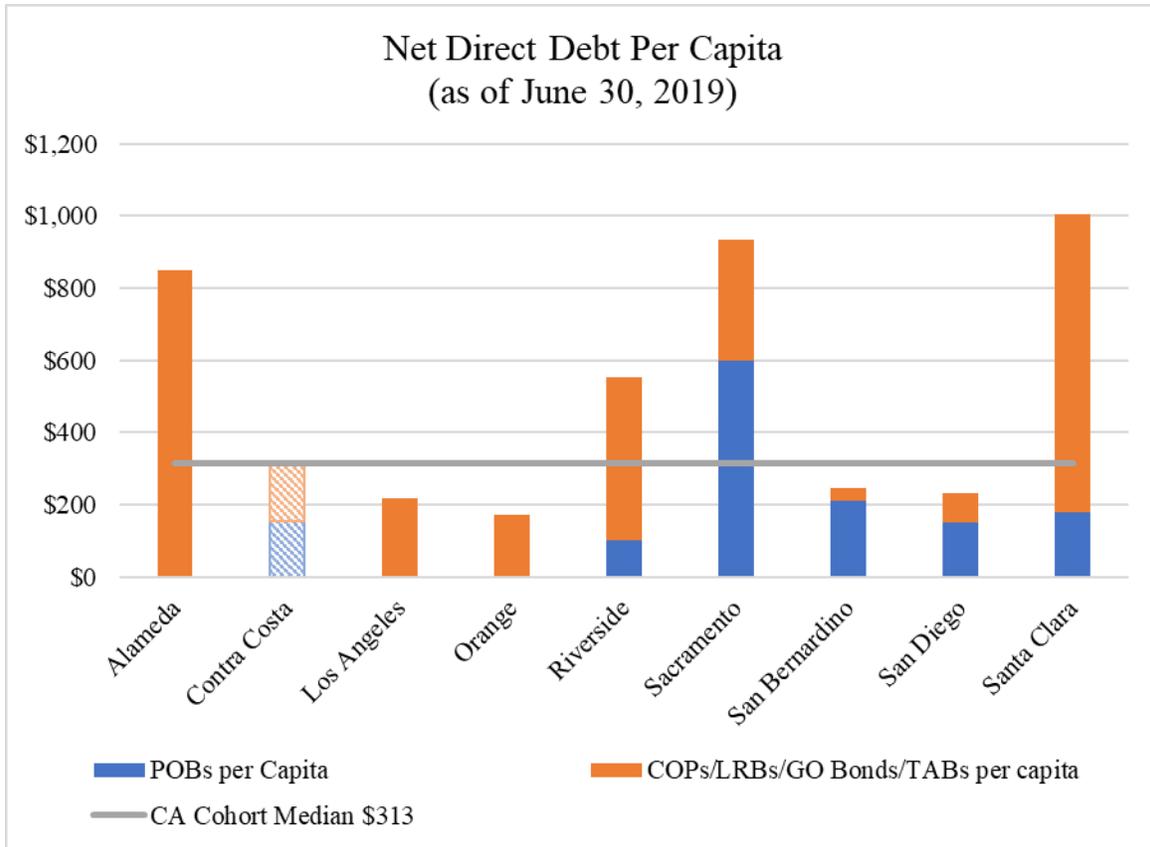


[REST OF THE PAGE INTENTIONALLY LEFT BLANK]



S&P no longer reviews Net Direct Debt per Capita. The County is the cohort median for this measure. Orange County has a small amount of Pension Obligation Bond debt which is difficult to discern in the chart below, however it is economically, but not legally, defeased.

**Chart 10**

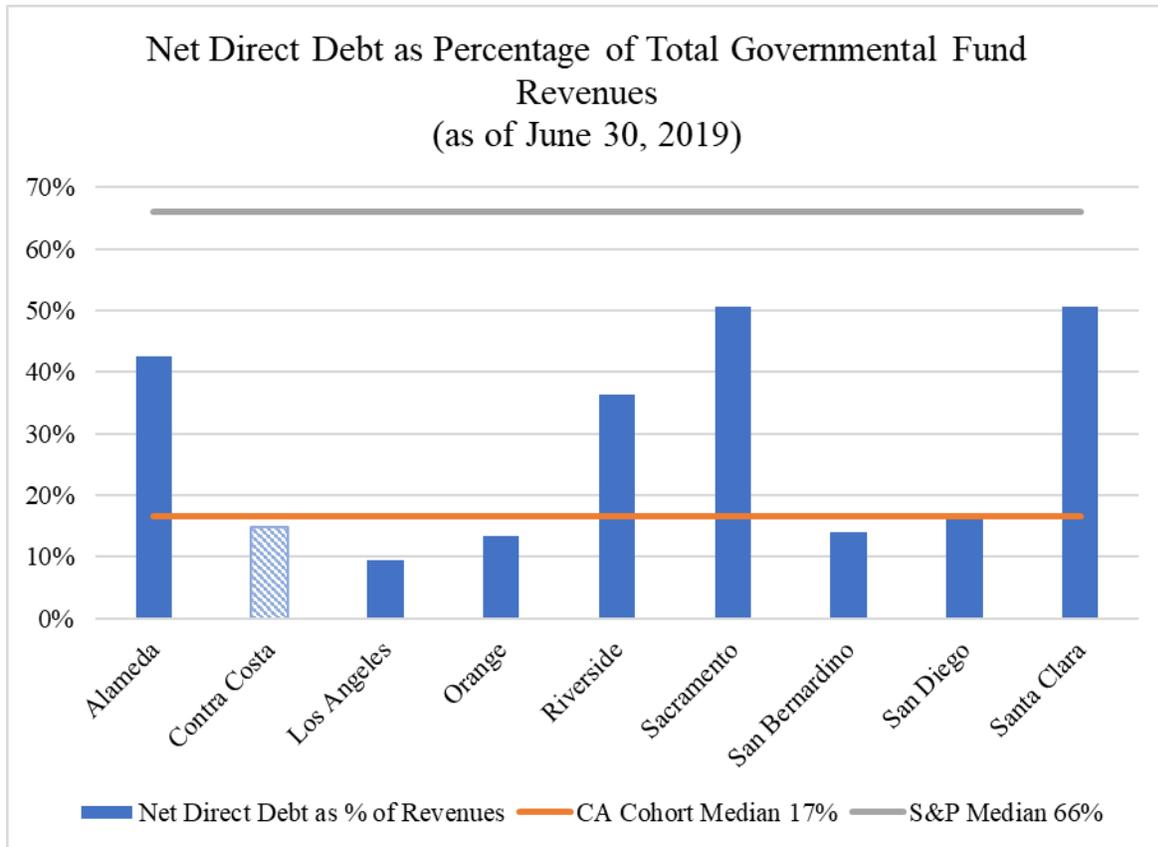


[REST OF PAGE INTENTIONALLY LEFT BLANK]



The County's Net Direct Debt as Percentage of Total Governmental Fund Revenues is better than the California cohort median for this measure. Both the County and the cohort group performed significantly better than S&P's national median of 66%. The County ranked fourth best in this measure, while Los Angeles County performed best on this measure.

**Chart 11**

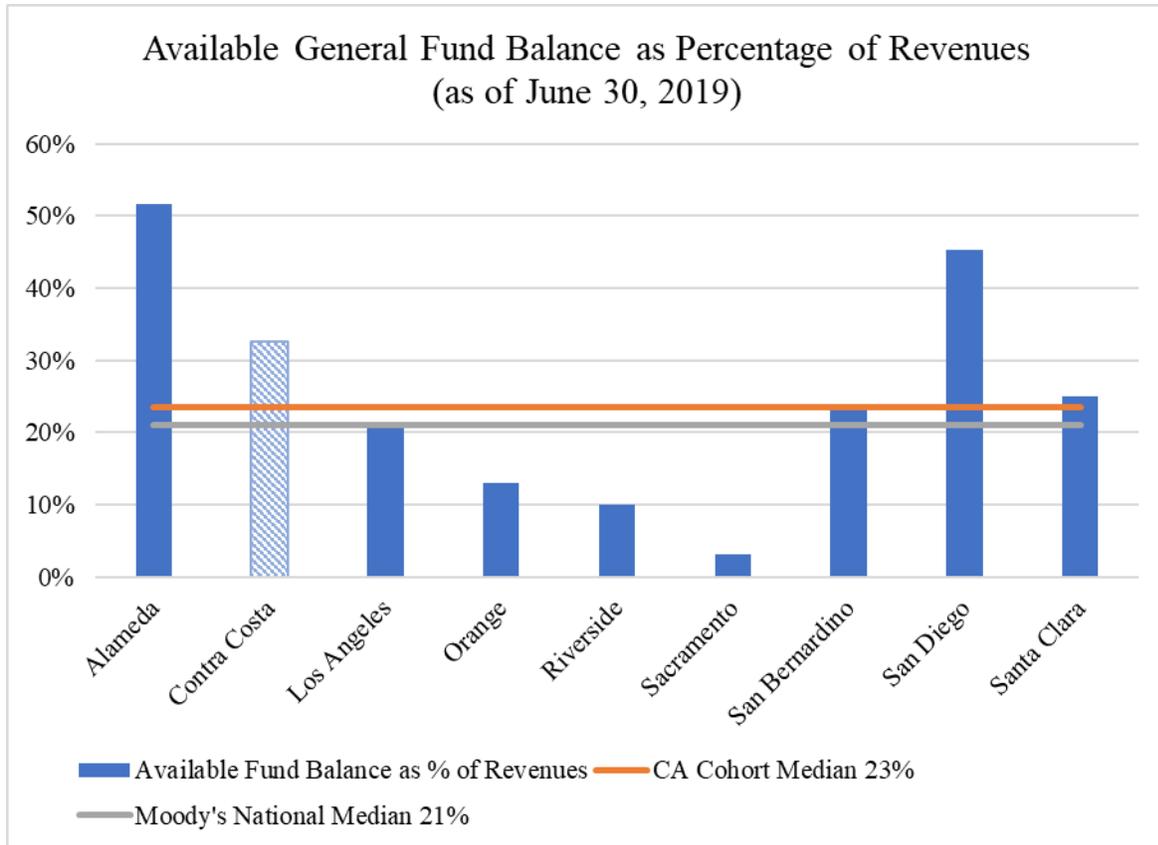


[REST OF PAGE INTENTIONALLY LEFT BLANK]



The County's Available General Fund Balance as Percentage of Revenues was better than the Moody's national median and the California cohort median. The County measured third in this measure with only San Diego and Alameda counties performing better.

**Chart 12**

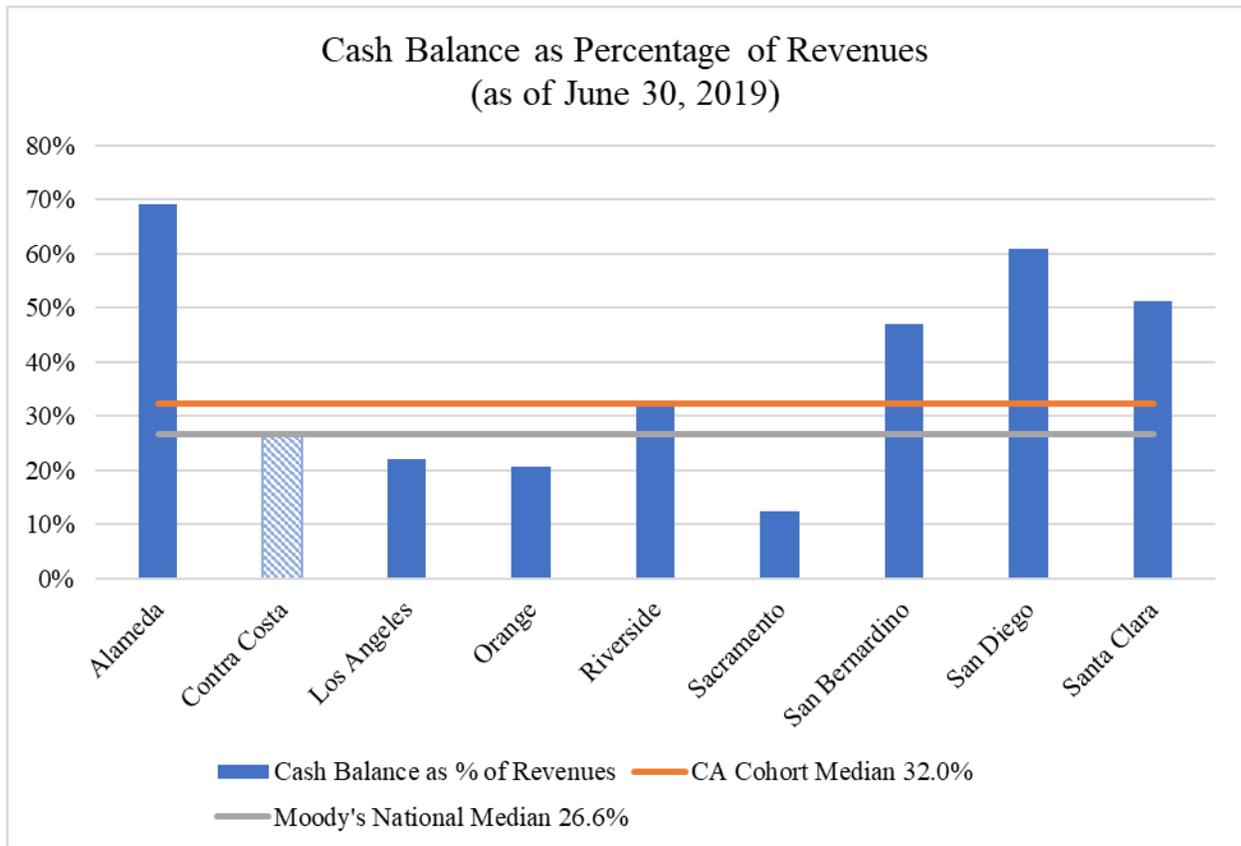


[REST OF PAGE INTENTIONALLY LEFT BLANK]



The County's ratio for Cash as a Percentage of Revenues at 27.0% was slightly better than the Moody's national median of 26.6% for this measure. The County was worse than the cohort median for this ratio. The County ranked sixth best in this measure, while Alameda County performed best on this measure.

**Chart 13**

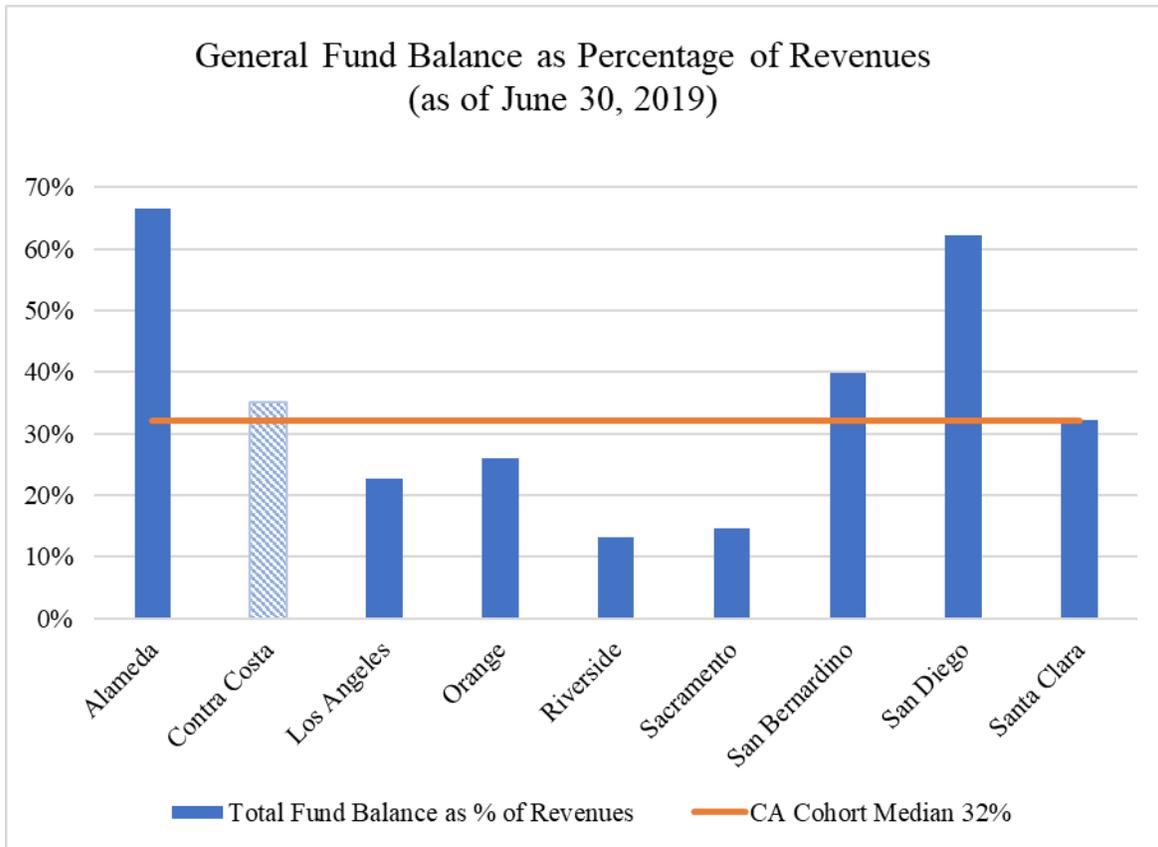


[REST OF PAGE INTENTIONALLY LEFT BLANK]



The County's total General Fund Balance as a Percentage of Revenues was 3% higher than the California cohort median. Alameda and San Diego outperformed the other counties by a significant margin.

**Chart 14**

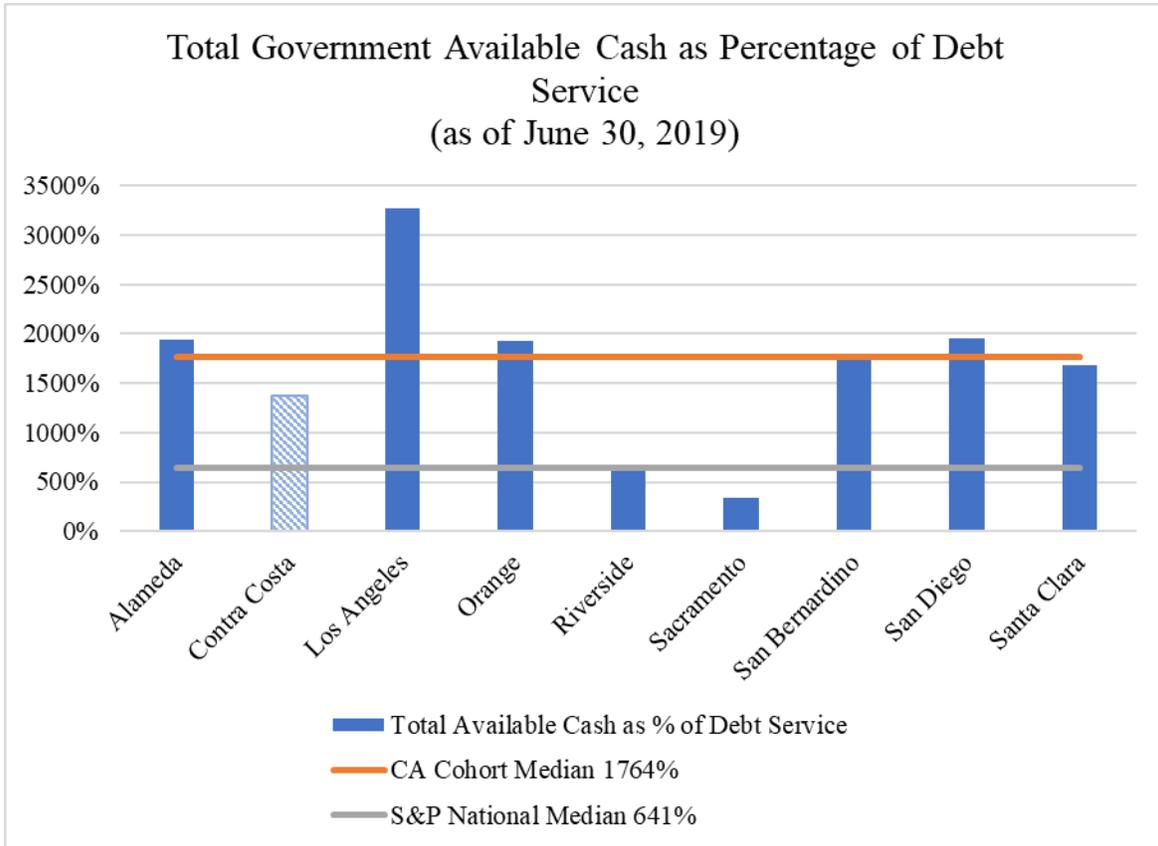


[REST OF PAGE INTENTIONALLY LEFT BLANK]



The County's Total Government Available Cash as Percentage of Debt Service was the seventh highest among the counties. Los Angeles outperformed the other counties by a significant margin.

**Chart 15**

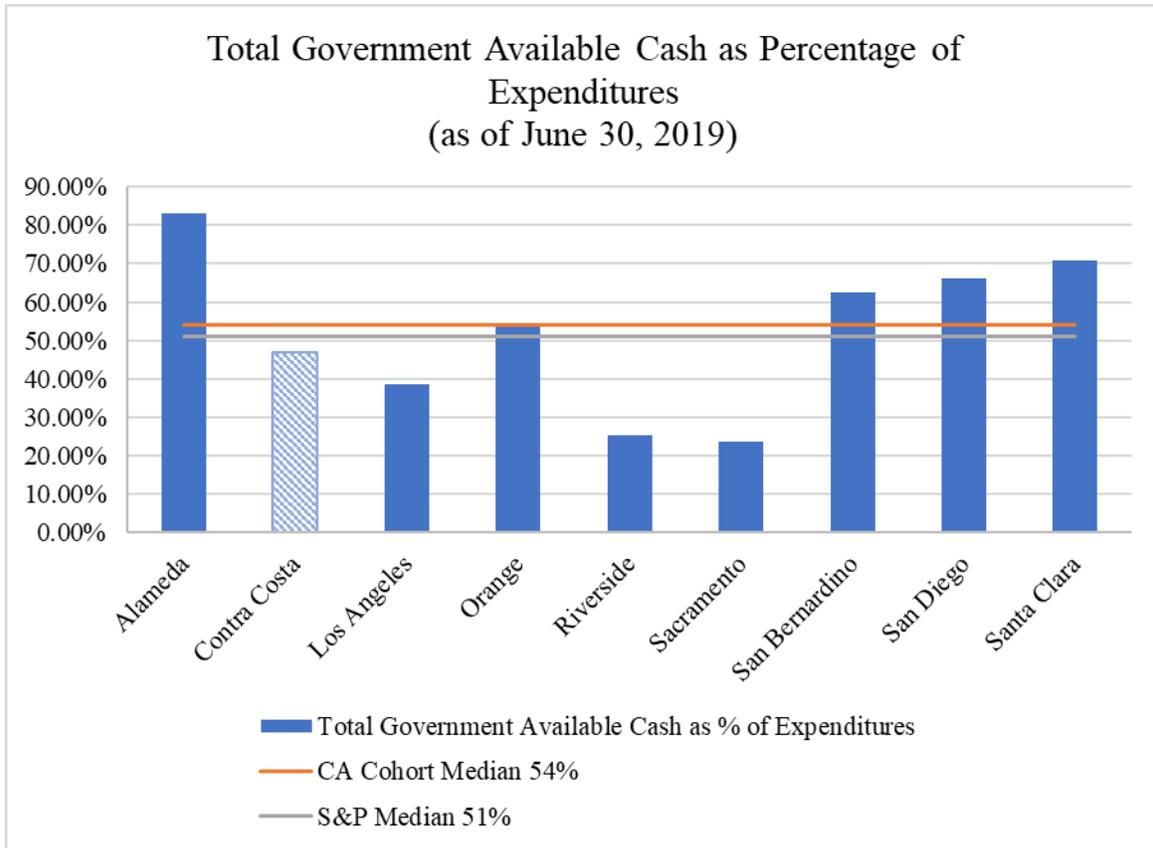


[REST OF THE PAGE INTENTIONALLY LEFT BLANK]



The County's Total Government Available Cash as Percentage of Expenditures was lower than the S&P national median and California cohort median. The County ranked sixth in this measure.

**Chart 16**

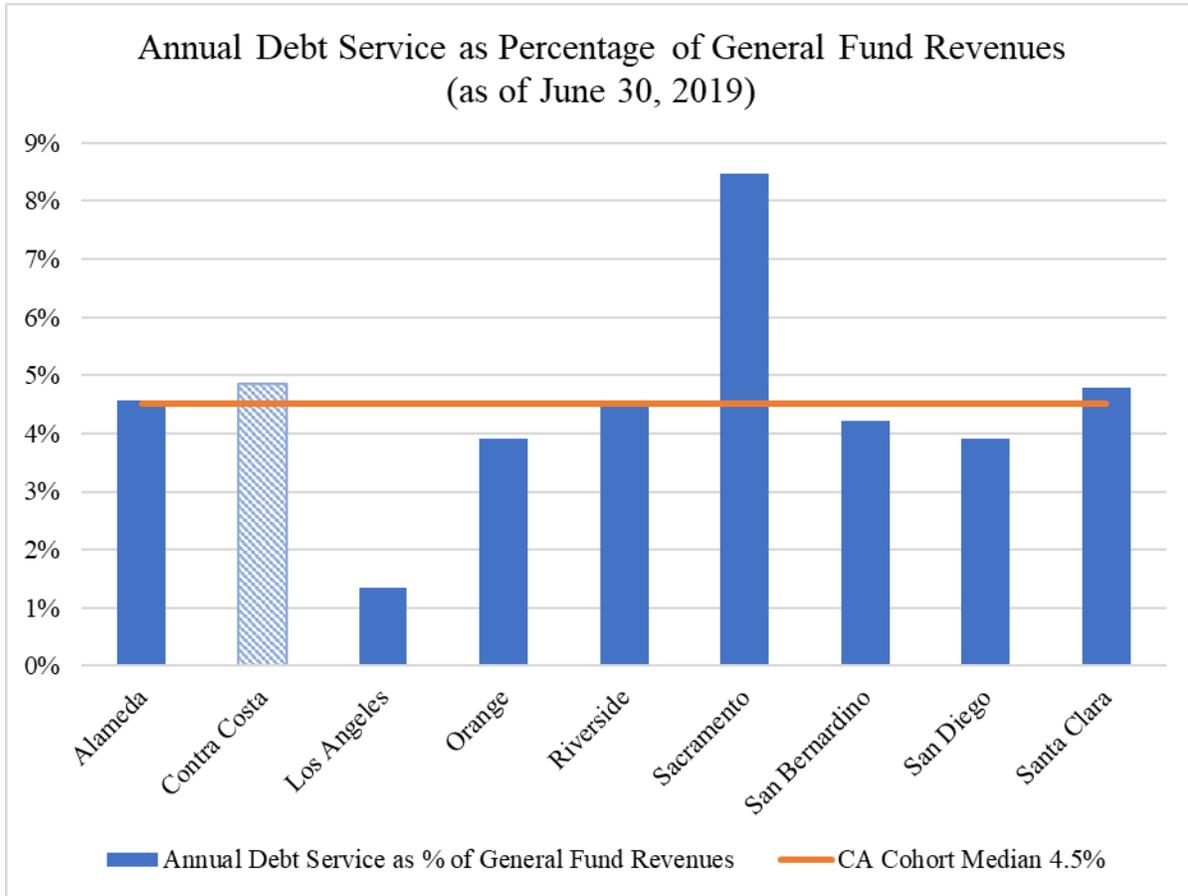


[REST OF PAGE INTENTIONALLY LEFT BLANK]



Sacramento County had the highest annual debt service burden among the counties as measured by Annual Debt Service as Percentage of General Fund Revenues. The County had the second highest annual debt service burden. The County performed eighth in this measure.

**Chart 17**

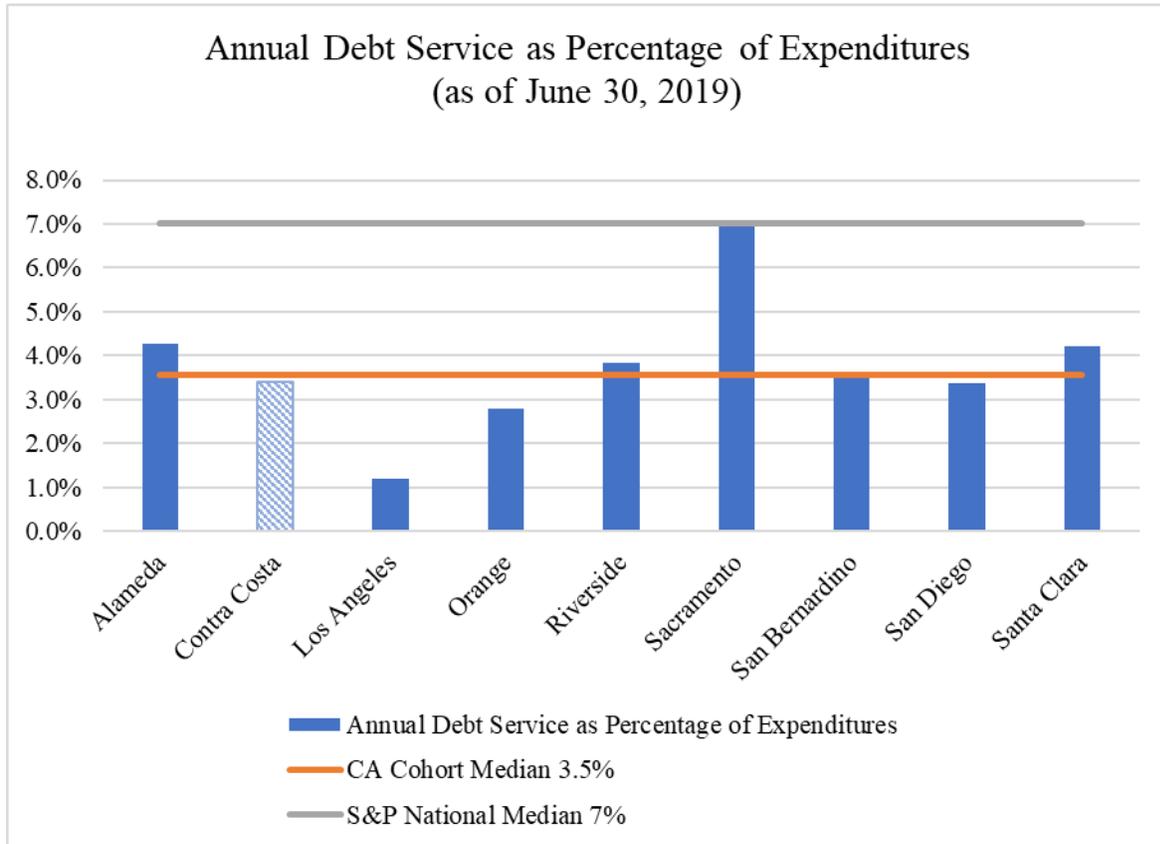


[REST OF THE PAGE INTENTIONALLY LEFT BLANK]



Sacramento had the highest annual debt service burden among the counties as measured by Annual Debt Service as Percentage of Expenditures. Santa Clara County had the second highest annual debt service burden. The County measured fourth lowest in this measure with only Los Angeles, Orange and San Diego counties performing better. The cohort performed better than S&P’s national medium against this metric.

**Chart 18**



[REST OF PAGE INTENTIONALLY LEFT BLANK]



**SECTION VI: UNFUNDED PENSION OBLIGATIONS AND OTHER POST-EMPLOYMENT BENEFITS (OPEB)**

The rating agencies have indicated they consider an agency’s management of its unfunded future pension and healthcare costs to be significant credit factors, as these costs can affect an agency’s financial flexibility and performance. In past Debt Reports, the unfunded actuarial accrued liabilities for both pension costs (Pension UAAL) and Other Post-Employment Benefits (OPEB UAAL) have both been presented. Recently, GASB 75 was implemented, which changed the way local governments report their OPEB liabilities. As such, this Debt Report now presents each County’s Net OPEB Liability rather than OPEB UAAL. In Tables 7 and 8 below, the comparative Pension UAAL and Net OPEB Liability performance of the cohort urban counties is presented, using information presented in the respective county CAFRs, actuarial reports and employee retirement association CAFRs.

It should be noted that the underlying actuarial assumptions for the measurement of the Pension UAAL may vary from county to county, and that the Pension Funded Ratio may be higher than it would otherwise be due to the particular county having deposited the proceeds of POBs in the pension system. The amounts of outstanding POBs for the particular counties are presented in the table below to provide a more complete picture of pension-related debt.

The County had the highest Pension Funded Ratio. In addition to the Pension UAAL, the County also had \$122.6 million of outstanding POBs.

**Table 7**  
**Comparative County Pension System UAALs and Funded Ratios**  
**(as of date noted below)**

<b>County</b>	<b>Pension UAAL</b>	<b>Pension Actuarial Valuation Date</b>	<b>Pension Funded Ratio</b>	<b>Outstanding POBs</b>
Alameda	\$2,137,070	12/31/2018	77.2%	\$0
Contra Costa	1,031,965,524 <sup>1</sup>	12/31/2018	89.3%	122,585,000 <sup>2</sup>
Los Angeles	13,294,246,000	6/30/2018	80.6%	0
Orange	5,708,929,000	12/31/2018	72.4%	5,445,000
Riverside	3,506,658,203	6/30/2018	70.4%	243,850,000
Sacramento	2,192,207,000 <sup>3</sup>	6/30/2019	81.6%	928,115,000 <sup>4</sup>
San Bernardino	2,584,079,000	6/30/2018	79.5%	457,840,000
San Diego	4,022,868,000	6/30/2019	76.3%	508,765,000
Santa Clara	4,447,662,320	6/30/2018	68.5%	352,378,882

- (1) Based on the CCCERA Actuarial Valuation as of December 31, 2018. The County-only portion of the UAAL was estimated by the actuary to be \$677,735,000. It is likely that the respective county-only portions of the UAALs for the other counties in the table are less than 100% of the related UAAL, but the data is not available.
- (2) Represents County POBs. In addition, Contra Costa Fire Protection District has \$53,740,000 in POBs outstanding.
- (3) Based on Sacramento County Employee Retirement System CAFR as of June 30, 2019. The actuarial accrued liability includes contingency reserve and retiree death benefits.
- (4) Represents all outstanding POBs of the County of which 75% is anticipated to be paid by the general fund.



Among the eight counties with a Net OPEB Liability, the County had the fifth highest Plan Fiduciary Net Position as a Percentage of Total OPEB Liability and the second highest Net OPEB Liability as a percentage of payroll.

**Table 8  
Comparative Net OPEB Liability**

<b>County</b>	<b>Net OPEB Liability<sup>1</sup></b>	<b>Plan Fiduciary Net Position as % of Total OPEB Liability</b>	<b>Net OPEB Liability as % of Payroll</b>	<b>Net OPEB Liability Measurement Date</b>
Alameda	\$175,522,000	77.91%	24.40%	12/31/2018
Contra Costa	650,074,000	32.18%	85.67%	12/31/2018
Los Angeles	23,590,686,000	3.67%	275.22%	6/30/2018
Orange	380,581,000	42.56%	30.83%	12/31/2018
Riverside	28,274,000	58.70%	2.00%	6/30/2018
Sacramento	176,981,000	N/A <sup>2</sup>	23.00%	6/30/2018
San Bernardino	N/A	N/A	N/A	N/A
San Diego	119,483,000	10.12%	10.43%	6/30/2018
Santa Clara	1,261,034,000	44.62%	75.25%	6/30/2018

## SECTION VII: DERIVATIVES

Some municipal issuers undertake derivative transactions such as interest rate swaps in connection with variable rate bond issues and, less often, in connection with fixed rate bond issues. The purpose of a swap is to hedge the interest rate risk associated with the underlying bonds. Pursuant to GASB Statement No. 64, municipal entities must disclose their derivative exposure in their annual audits and provide the estimated mark-to-market value of the derivative. The mark-to-market value will fluctuate depending upon prevailing interest rates at the time of the audit and is meant to provide an estimate of the gain or loss on the derivative position should the interest rate swap be terminated at that time. Interest rate swaps contain provisions that include, among other things, automatic termination events if downgrades in the credit ratings of the municipal entity or the swap counterparty or both reach certain levels. Table 9 provides a summary of the derivative positions of the cohort counties as of June 30, 2019. The County had no derivative exposure.

<sup>1</sup> Note Net OPEB Liability reflects county proportionate share as applicable.

<sup>2</sup> Sacramento County participates in a single-employer plan and there are no assets accumulated in a trust that meet the criteria in paragraph 4 of GASB Statement 75.



**Table 9  
Comparative Interest Rate Swap Positions**

<b>County</b>	<b>Number of Swaps</b>	<b>Notional Amount</b>	<b>Fair Value as of 6/30/2019</b>	<b>Final Maturity Date(s)</b>
Alameda	0	Not applicable	Not applicable	Not applicable
Contra Costa	0	Not applicable	Not applicable	Not applicable
Los Angeles	0	Not applicable	Not applicable	Not applicable
Orange	0	Not applicable	Not applicable	Not applicable
Riverside	1	\$76,300,000	-\$18,600,000	2032
Sacramento	3	\$537,870,000	-\$143,910,000	2030, 2034, and 2039
San Bernardino	0	Not applicable	Not applicable	Not applicable
Santa Clara	1	\$106,000,000	-\$15,642,000	2035
San Diego	0	Not applicable	Not applicable	Not applicable

**SECTION VIII: OUTSIDE MEMBERS OF THE FINANCING TEAM**

Pursuant to the Policy, the County includes its general municipal advisor, underwriters, investment advisor, bond counsels and disclosure counsel as members of the financing team that, in addition to completing new issuances of debt, provide feedback to the Debt Affordability Advisory Committee on various debt matters. The following firms are currently members of the financing team<sup>1</sup>:

- Montague DeRose and Associates – Municipal Advisor
- Nixon Peabody LLP – Bond and Tax Counsel
- Schiff Hardin LLP – Disclosure Counsel
- Bond Logistix – Investment Advisor and Arbitrage Rebate Calculation Agent
- Quint & Thimmig – Bond Counsel, Tax Allocation Bonds
- Senior Managing Underwriters:
  - Bank of America Merrill Lynch
  - Barclays Capital
  - J.P. Morgan
  - Piper Sandler
  - Stifel, Nicolaus & Company
  - Wells Fargo
- Co-Managing Underwriters:
  - Citigroup
  - Fidelity Capital Markets
  - Morgan Stanley

<sup>1</sup> The underwriters listed were appointed to the new underwriting pool in January 2017.



**APPENDIX 1**

**Contra Costa County  
Debt Service Requirements for Outstanding Lease Revenue and Pension Obligation Bonds  
(As of June 30, 2019)**

<b>Fiscal Year</b>	<b>Total Lease</b>	<b>Total POB</b>	<b>Total</b>
<b>Ending</b>	<b>Debt Service<sup>(1)</sup></b>	<b>Debt Service</b>	<b>Debt Service<sup>(2)</sup></b>
<b>6/30</b>			
2020	37,582,605	43,600,400	81,183,005
2021	37,577,704	45,452,243	83,029,947
2022	35,067,292	47,382,398	82,449,689
2023	35,045,074		35,045,074
2024	25,031,119		25,031,119
2025	22,824,201		22,824,201
2026	20,446,724		20,446,724
2027	19,244,912		19,244,912
2028	12,863,233		12,863,233
2029	11,551,472		11,551,472
2030	11,553,281		11,553,281
2031	11,558,786		11,558,786
2032	11,555,508		11,555,508
2033	3,519,416		3,519,416
2034	3,520,893		3,520,893
2035	3,523,444		3,523,444
2036	2,470,618		2,470,618
2037	2,471,885		2,471,885
2038	2,475,073		2,475,073
2039	2,474,988		2,474,988
2040	2,471,630		2,471,630
<b>TOTAL<sup>(2)</sup></b>	<b>\$314,829,857</b>	<b>\$136,435,040</b>	<b>\$451,264,897</b>

(1) Excludes capital leases; includes federal subsidy receipts for certain lease revenue bonds (Build America Bonds and Recovery Zone Bonds).

(2) Totals may not add due to rounding.



**APPENDIX 2**  
**Contra Costa County**  
**History of Underlying Long-Term Ratings Since 1995**  
All Rating Outlooks are "Stable" Unless Otherwise Noted in Footnotes 4 and 5  
(as of June 30, 2019)

FY Ending June 30	Implied General Obligation Bond/Issuer Rating		Pension Obligation Bond		Lease Revenue Bond/ Certificates of Participation	
	Moody's	S&P	Moody's	S&P	Moody's	S&P
1995 <sup>1</sup>	Aa2	AA	A1	AA-	A1	A+
1996 <sup>2</sup>	Aa2	AA	Aa3	AA-	A1	A+
1997	Aa2	AA	Aa3	AA-	A1	A+
1998	Aa2	AA	Aa3	AA-	A1	A+
1999	Aa2	AA	Aa3	AA-	A1	A+
2000	Aa2	AA	Aa3	AA-	A1	A+
2001 <sup>3</sup>	Aa2	AA	Aa3	AA-	A1	AA-
2002	Aa2	AA	Aa3	AA-	A1	AA-
2003	Aa2	AA	Aa3	AA-	A1	AA-
2004	Aa2	AA	Aa3	AA-	A1	AA-
2005	Aa2	AA	Aa3	AA-	A1	AA-
2006 <sup>4</sup>	Aa3	AA	A1	AA-	A2	AA-
2007 <sup>5</sup>	Aa3	AA	A1	AA-	A2	AA-
2008	Aa3	AA	A1	AA-	A2	AA-
2009	Aa3	AA	A1	AA-	A2	AA-
2010 <sup>6</sup>	Aa2	AA	Aa3	AA-	A1	AA-
2011	Aa2	AA	Aa3	AA-	A1	AA-
2012	Aa2	AA	Aa3	AA-	A1	AA-
2013 <sup>7</sup>	Aa2	AA	A1	AA-	A1	AA-
2014 <sup>8</sup>	Aa2	AAA	A1	AA+	A1	AA+
2015	Aa2	AAA	A1	AA+	A1	AA+
2016	Aa2	AAA	A1	AA+	A1	AA+
2017 <sup>9</sup>	Aa2	AAA	A1	AA+	Aa3	AA+
2018	Aa2	AAA	A1	AAA <sup>10</sup>	Aa3	AA+
2019	Aa2	AAA	A1	AAA	Aa3	AA+

<sup>1</sup> Municipal bond insurance policies were purchased to allow the ratings to be increased to Aaa (Moody's) and AAA (S&P) on all or portions of all Lease Revenue Bond/COPs issues since Fiscal Year 1987-88 and on all or portions of all POBs since FY 2000-01. While the County never requested underlying ratings from Fitch, Fitch automatically assigned its rating to all insured County issues since Fiscal Year 2002-03.

<sup>2</sup> Beginning in 1996, Moody's began to rate POBs one notch (rather than the previous two notches) lower than the issuer's GO bond rating. In addition, Moody's replaced their two-notch per tier system (e.g. Aa1, Aa2) with a three notch per tier system (e.g. Aa1, Aa2, Aa3).

<sup>3</sup> Beginning in 2001, Standard and Poor's began to rate lease obligations one notch (rather than the previous two notches) lower than the issuer's GO bond rating.

<sup>4</sup> S&P assigned an outlook of "Negative" to the County in November 2005. On December 1, 2005, Moody's downgraded the County one notch and changed the outlook to "Negative".

<sup>5</sup> Moody's assigned an outlook of "Stable" to the County in November 2006. In February 2007, S&P changed the outlook to "Stable".

<sup>6</sup> The changes in Moody's ratings reflect the recalibration of ratings completed by Moody's in April 2010.

<sup>7</sup> On February 20, 2013 Moody's downgraded the County's POBs to A1 with a "Stable" outlook.

<sup>8</sup> On December 19, 2013, S&P upgraded the County's ratings for each type of debt.

<sup>9</sup> On October 6, 2016, Moody's upgraded the County's LRB rating to Aa3.

<sup>10</sup> On February 23, 2018, S&P upgraded the County's POBs to AAA.



**APPENDIX 3**

**County of Contra Costa  
Debt Management Policy**

