

Debt Affordability Analysis



**January 2017 State of Alaska
State Bond Committee
Debt Management Policies
And State Debt Capacity**

TABLE OF CONTENTS

| | |
|--|---------|
| • Executive Summary | Page 3 |
| • Introduction | Page 6 |
| • Discussion of Credit Ratings and Applicable Ratios | Page 7 |
| • Current Debt Position | Page 12 |
| • Affordable Level of Additional GO Debt | Page 13 |
| • School Debt Reimbursement Program | Page 15 |
| • Level and Impact of Moral Obligations | Page 16 |
| • Consideration of Debt Structuring Elements | Page 17 |
| • Evaluation of Refunding Opportunities | Page 19 |

Appendix A – Alaska Public Debt Report Tables

Appendix B – State’s Post Issuance Policy

Executive Summary

Given the historical metrics, current revenue projections and annual state expenses, the State has an estimated capacity to issue approximately \$50 to \$100 million of new State of Alaska general fund paid debt for essential infrastructure projects over the next ten years without impacting its current credit rating. Due to the decline in State unrestricted general fund revenue since fiscal year 2014 and the projections for continued diminished state revenue for the next 10 years, the State already has more debt currently authorized or outstanding than is recommended in policy for the projection timeframe. The estimated additional debt capacity would need to be for highly essential projects to avoid negative credit action. If the State adjusts revenue available for appropriation for budgetary needs to the point that there is a balanced budget, this capacity would increase.

While the national credit rating agencies have high credit ratings for the State of Alaska, their opinion of the State's credit has deteriorated over the last two years. The State's strong fiscal position had resulted in the highest credit rating assignments from all three agencies with a November 22, 2010 Moody's Investors Service upgrading of the State to Aaa, the January 5, 2012 Standard & Poor's Financial Services LLC upgrading of the State to AAA, and the January 7, 2013 Fitch Ratings upgrading of the State to AAA. Since this peak in credit strength the State has been downgraded four times, beginning with the January 5, 2016 downgrade of the State by Standard & Poor's to AA+, the February 29, 2016 downgrade of the State by Moody's Investors Service to Aa1, the June 14, 2016 downgrade of the State by Fitch Investor's Service to AA+, and the July 25, 2016 downgrade of the State by Moody's Investor Service to Aa2. All three of the rating agencies continue to place a negative outlook on the State of Alaska's credit rating indicating a probability of additional negative rating action in the future.

A carefully considered debt management plan is a useful tool to policy leaders and government professionals when determining appropriate levels of debt while balancing meeting the need of funding the State's capital program and maintaining credit rating. However, the current slide in the State's credit rating has been entirely based on the State's diminished revenue generation due to depressed oil price and inability of the State to adopt a solution to the resulting unrestricted general fund structural deficit. Based on the rating agencies' negative outlook for the State, it is likely that additional credit downgrades will be incurred if a restructuring of the State's fiscal resources in a clear fashion that provides for a balanced budget and demonstrates a long term viable state government funding solution isn't adopted.

The State of Alaska has experienced a steep decline in unrestricted revenue due to the sharp drop in the price of oil from over \$100 per barrel in August 2014 to below \$30 per barrel in December 2014 followed by relative stabilization of the price in 2015 and 2016 with a price in the \$40-\$50 per barrel range. The State's unrestricted general fund classification of revenue has declined from \$5,394 million in FY 2014 to \$2,257.3 million in FY 2015 and \$1,539.8 million in FY 2016. If the price of oil and correlated unrestricted revenue remain at the currently depressed levels the State will be forced, as early as fiscal year 2018 to either significantly further reduce services the

State provides, to use revenues which, while available for appropriation, have historically been saved or spent on non-government related function, or both. Other alternatives that would require additional Legislation as well as potential lags in revenue generation would include enacting a broad based tax or other targeted taxes.

In the State's 2015 Comprehensive Annual Financial Report released on February 1, 2016, General Accounting Standards Board Statement 68 (GASB 68) was implemented updating the reporting and disclosure requirements related to pension liabilities. One of the requirements of GASB 68 is that if a government is committed to making payments on an unfunded pension liability on behalf of another entity, the amount of liability supported must be reported as a debt of the government making the payments. Senate Bill 125 passed in 2008 commits the State to funding the difference between specific employer contributions of 22% for the Public Employees Retirement System and 12.56% for the Teachers Retirement System. Approximately 55% of the supplemental State payment required under this statute for PERS is attributable to employees of the State of Alaska, with the remaining 45% stemming from other employers. While TRS funding is arguably a State responsibility, this debt would be found primarily on local school districts' balance sheets if SB 125 was not in place. Under GASB 68 the State's payment commitment increased the State of Alaska's long-term debt by \$5,801 million to \$8,473 million as of June 30, 2015 compared to \$2,672 million as of June 30, 2014. Recognition of this long-term debt is incorporated into the State's debt affordability analysis in 2017.

The State has finite capacity to borrow money in a cost effective manner. Any borrowing which jeopardizes the State's credit rating or perceived credit by investors will increase the cost of borrowing money by the State as well as other issuers in Alaska. As such, these guidelines are established to ensure that any borrowings by the State are reflective of the best practices and represent conservative, well balanced approaches to debt management. These guidelines also envision that in certain circumstances, deviations from these guidelines may be in the best interest of the State, however any such deviations should be well studied by the State and its financial advisor(s).

As of June 30, 2016 the State had reportable general fund obligations of approximately:

| | Debt Outstanding | 2018 Debt Service | Final Maturity |
|---------------------------|------------------|-------------------|----------------|
| General Obligation | 823,200,000 | 89,700,000 | 2038 |
| Subject to Appropriation | | | |
| COPS | 27,500,000 | 2,900,000 | 2029 |
| Lease Revenue | 228,200,000 | 23,200,000 | 2033 |
| School Debt Reimbursement | 901,000,000 | 110,400,000 | 2036 |
| DOT Reimbursements | 32,800,000 | 13,100,000 | 2031 |
| Net Pension Liability | 5,990,000,000 | 185,612,000 | 2039 |
| TOTAL | 8,002,700,000 | 424,912,000 | |

As of June 30, 2016 the State had authorized, but unissued general fund obligations of:

| | Authority | Estimated Debt Service | Term |
|---------------------------|---------------|------------------------|----------|
| General Obligation | \$110,348,242 | \$10,000,000 | 20 years |
| Subject to Appropriation | | | |
| Knik Arm Crossing | \$300,000,000 | N/A | N/A |
| Pension Obligation Bonds | 5,000,000,000 | N/A | N/A |
| School Debt Reimbursement | Limited | Limited | |
| TOTAL | 5,410,348,242 | 10,000,000 | |

The State has discussed the potential of issuing debt to fund a portion of the State's funding requirement for the AKLNG project. The AKLNG project would require issuance of debt in the range of \$14.9 billion over a ten year period. If approved, this issuance would exceed existing debt by many times.

As of June 30, 2016, the State had debt obligations secured and paid by the general fund of approximately \$1,078.9 million, comprised of \$823.2 million of general obligation bonds, \$27.5 million of Certificates of Participation, and \$228.2 million of lease-revenue bond conduit issues of political subdivisions. There is currently \$110 million of unissued general obligation bond authority that remains to be issued as well as a \$300 million general fund paid subject to appropriation bond. All outstanding securities are issued in fixed rate mode.

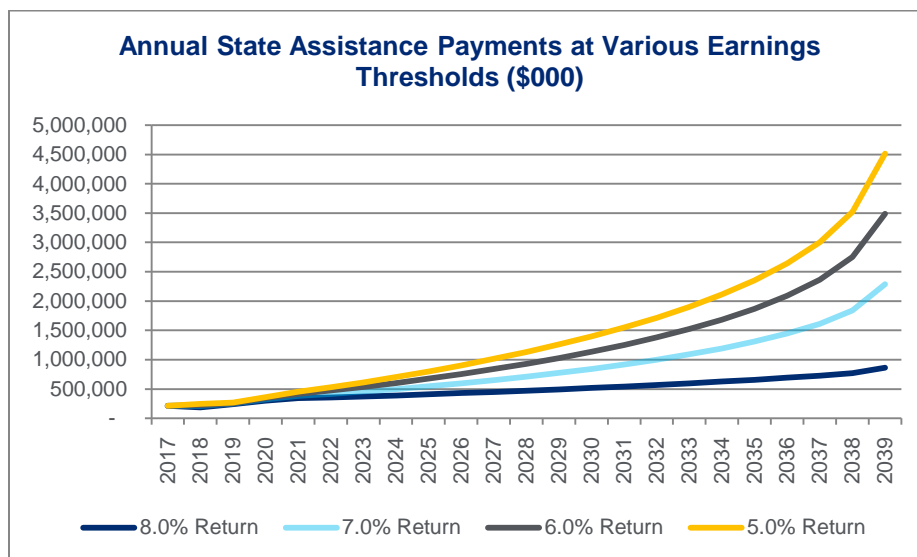
As of June 30, 2016 the State had \$11.6 million outstanding in the Veteran's Mortgage Loan Program which the general fund guarantees, but has never had to pay for. This guarantee was obtained in 1982 as it was required by the 1980 Mortgage Subsidy Bond Tax Act to obtain tax exempt financing of mortgages for US military veterans in Alaska. This is the only debt issued by a political subdivision that is guaranteed by the State. The program maintains the highest credit rating of AAA prior to including the state guarantee, and therefore has no impact on the State's debt capacity.

The State's general fund annually pays municipalities to offset qualified general obligation bond debt service on a reimbursement basis through the School Debt Reimbursement Program (SDRP) and the Department of Transportation Reimbursement Program (DOTRP) on a subject to appropriation basis. The DOTRP program is the result of legislation in 2002 that authorized a specific list of transportation and infrastructure projects to participate in a reimbursement program funded by the general fund, no additional projects have been allowed to participate since. As of June 30, 2016, \$32.8 million of municipal general obligation bonds are eligible for 100%

reimbursement under the DOTRP, with annual debt service of approximately \$4.5 million until 2020 and then lesser amounts through final maturity in 2031. The SDRP has existed since 1970 and provides varying levels of municipal reimbursement for qualified school construction projects' debt service from the general fund. The program is currently in the second year of a five year moratorium on additional participation. In fiscal year 2017 the Governor vetoed 25% of the funding for the eligible reimbursements and that debt service will be paid with municipal revenues. \$901 million of municipal general obligation bonds are potentially eligible for 100% reimbursement of debt service from the general fund, resulting in projected annual debt service of approximately \$110.4 million in FY 2018 gradually diminishing to the final year's payment of \$2.3 million in 2036.

On June 30, 2016 there was \$1,265.5 million of moral obligation debt of the State, \$803 million of State revenue and university debt, and \$568.4 million of State agency debt. The State currently has no outstanding interest rate derivatives.

The State funds its two main retirement systems the Public Employee's Retirement System (PERS) and the Teachers Retirement System (TRS) as both an employer and by providing assistance payments to limit the percentage of payroll that participating employers need to pay. These limits were established by Senate Bill 125 in 2008 at 22% for PERS and 12.56% for TRS. The State's assistance payments for PERS and TRS is the only existing outstanding debt with a growing budgetary requirement with payments growing from \$185.6 million in 2018 to \$865.7 million in FY 2039 if the retirement plans earn 8% on pre-funded benefit payments in the trusts. The growth in annual debt payment is significantly increased if the State's earnings rate in the trusts diminishes, for example the states total payments increase by \$8.4 billion at an earnings rate of 7%, \$15.6 billion at an earnings rate of 6% and \$22 billion at an earnings rate of 5%. These payment curves are reflected in the chart below.



After reviewing the State's debt and fiscal position and comparing the State's practices with the best practices of other states:

- The state recognizes that using “Debt Service as a % of general government spending (or revenues)” is a better measure of an entity's debt burden. The ratio illustrates the relative portion debt service represents of total state annual expenses or state resources. Recognizing the volatile nature of State revenues the State Bond Committee has adopted a formal policy with a range of percentage of revenue (or expenses) target level between 5% and 8%. The ratio should include debt service paid on general obligation bonds, securitized lease obligations, and other subject to appropriation obligations of the general fund that have been securitized.
- The State has historically used revenue classified as “unrestricted general fund revenue” in the State's semi-annual Revenue Sources Book (RSB) as the basis of determining revenue available for debt service. This revenue number doesn't include large amounts of current year revenue that is available for appropriation, but has historically been saved or used for non-primary government purpose and therefore classified as restricted. Beginning in the Fall 2015 RSB a table titled “Current-Year Revenue Subject to Appropriation” was included to highlight the magnitude of the omission of revenues. In the Fall 2016 RSB, fiscal year 2017 unrestricted revenue projections are \$1,446.7 million while revenue subject to appropriation is \$5,161.5 million.
- The State Bond Committee shall continue to monitor other ongoing commitments of the general fund including the School Debt Reimbursement Program, the Veteran's Mortgage Program, PERS and TRS system funding requirements, and any other quantifiable multi-year obligation of the state to pay or reimburse on outstanding liabilities.
- The school debt reimbursement program is currently unavailable to new bond authorizations. While state law doesn't require that municipalities pursue refinancing opportunities on bonds subject to reimbursement from the State, the State Bond Committee will continue to monitor opportunities and encourage municipalities to refinance and reduce the State's appropriation requirements. For communities that use the Alaska Municipal Bond Bank this already happens, but is less certain for independent issuers.
- The State's reported broad fiscal position as reflected in the Revenue Sources Book, Comprehensive Annual Financial Report, and official budgetary analysis largely determines debt capacity. In the current environment of recurring fiscal imbalance between available revenues and expenditures the State's capacity for new debt without further credit degradation is extremely limited.

Debt Policy Considerations

The following policies are established in an effort to standardize the practices of the issuance and management of debt by the State Bond Committee of Alaska. The primary objective of the policies are to establish conditions for the use of debt and to create procedures and policies that minimize the State's debt service and issuance costs, maintain credit ratings, reflect best practices for State government finance, and maintain full and complete financial disclosure and reporting. The policies apply to any debt authorized by law and issued directly by the State or issued by another entity but authorized by law and only paid for by the State, including general obligation bonds, lease-revenue bonds, certificates of participation, subject to appropriation obligations, revenue bonds, municipal or other debt reimbursement programs, PERS and TRS unfunded liabilities, any other forms of indebtedness, as well as any debt which is implicitly or explicitly guaranteed by the State.

Debt policies promote the best and most efficient use of the State's finite capacity to borrow to meet the State's commitments to provide services to its citizens without jeopardizing the future financial health of the State. These policies should be considered guidelines for general use, and seek to provide the State with adequate flexibility to be able to respond to constantly changing economic conditions and changes in financial markets. Nevertheless, nothing contained herein should be construed as prohibiting the State from undertaking actions not specifically contemplated in these policies should it determined to be necessary and appropriate. Regular updates to debt policies are encouraged as necessary to ensure that the State maintains sound financial management practices reflecting then-current market and economic conditions.

Beginning in 1983 the State has measured debt capacity by comparing debt service to unrestricted revenue. The State's policy was that debt service should not exceed 5% of unrestricted revenues. Beginning in 1985 the State included general obligation, lease revenue, university, certificates of participation, and the school debt reimbursement program in the ratio. University debt was subsequently removed from the calculation. In 1999, recognizing past practice of the State, the policy was amended to target 5%, but allow for the ratio to reach up to 8% due to revenue volatility.

Current and anticipated reserve balances including the Constitutional Budget Reserve and the Permanent Fund Earnings Reserve should be, in combination, maintained at minimum fund levels to ensure the highest probability of rating security. The State's most significant long term reserve, the Alaska Permanent Fund Corpus is protected by the State's Constitution and shall remain intact. On June 30, 2016 the State had short term reserves sufficient to fund 150% of total expenditures, 3 times the amount of unrestricted general fund spending, or over 20 times the amount of outstanding general obligation bonds. The target minimum reserve level of unassigned revenues is a balance equivalent to 20% of the State's outstanding debt.

Current Debt Position

As of June 30, 2016 the State of Alaska (“State”) had approximately \$823.2 million in General Obligation debt outstanding all in fixed rate mode. The State has a remaining authority to issue general obligation bonds of \$110.4 million. Between 1981 and 2003 the State didn’t authorize any general obligation bonds. This lack of use of bonds was likely due to significant issuance in the 10 year period from 1975 to 1984 when the amount of general obligation debt outstanding increased from \$392 million to \$946 million combined with recognition of the volatile nature of the State’s unrestricted general fund revenue with a precipitous drop in revenue in 1987. This led to a State preference for pay-go funding as a primary source of capital that persists today. The State has authorized general obligation bonds three times in the last 10 years, and it is likely that if the State adopts a fiscal plan that results in less volatile revenue and where revenues are approximately equal to expenses additional use of general obligation bonds may materialize.

As of June 30, 2016, the State had lesser commitments, but amounts included in net tax supported debt, of approximately \$27.5 million in Certificates of Participation and \$228.2 million of capital lease obligations securitized through political subdivisions that were authorized by Alaska Law.

Rating agencies have historically highlighted the State’s conservative financial management, citing a low debt burden and sizable reserve amounts necessary to offset shifts in the price or production of oil. While the State has relied on North Slope oil production for revenues for the last 35 years there are long term alternatives in the potential development of natural gas resources and mineral production generated revenue, potential implementation of a Statewide broad based tax, and the potential use of earnings of the Permanent Fund to offset costs of government services. If the current low price of oil persists some or all of these options will be required to provide for the cost of state government.

An evident factor in assessing the historically conservative nature of the State’s debt practices is witnessed by the relatively low level of debt service as a percentage of unrestricted general fund revenue. While the current State policy is designed to limit this ratio to 8%, for the ten years preceding FY 2016 the State remained below 5% in 8 of those years. In FY 2015 the ratio increased to 10.1% and remained at 13% in FY 2016 due to diminished revenue generation. Based on the Fall 2016 Revenue Sources Book’s projections of revenue, the state’s ratios are projected to remain greater than allowed percentages throughout the majority of the forecast period. A metric that demonstrates the conservative debt practice of the State is the trajectory of general obligation debt retirement. Approximately 50% of the current general obligation debt outstanding will be repaid over the next 10 years, potentially allowing for the State to participate and support future projects.

The State has traditionally utilized long-term fixed rate debt in relation to its general obligation bond issuance, and has no exposure to floating or variable rate debt or derivative products.

Discussion of Credit Ratings and Applicable Ratios

The State of Alaska’s credit ratings as of December 31, 2016 were:

Moody’s Investor Service – ‘Aa2’ with a negative outlook
Standard & Poor’s – ‘AA+’ with a negative outlook
Fitch Ratings - ‘AA+’ with a negative outlook

In June 2006, Standard and Poor’s released an update to its 2005 Public Finance Criteria Book focusing specifically on how they assess the strength of a governmental entity’s financial management practices. State general obligation bond ratings are driven by four primary credit factors:

- Economy
- Finances
- Management and Administration
- Debt and other long-term liabilities

In the update, S&P stated that “as part of its financial management assessment, it evaluates established and ongoing management practices and policies in the areas most likely to affect credit quality.” One such area is debt management. S&P seeks to determine if the entity has established policies relative to, among other things, the issuance of debt, maturity and debt structure, and debt refunding guidelines. Issuers deemed “Strong” in this regard would be entities that have well-defined debt policies, with strong reporting and monitoring mechanisms in place.

In its August 15, 2011 publication “*U.S. State Government Tax-Supported Rating Criteria*” (see: Appendix C), Fitch stated that its analysis of a given state’s debt burden focuses on all net tax-supported debt. The State’s outstanding general obligation and state-supported debt would necessarily fall under this definition. As part of the credit review process to determine a state’s debt burden, rating agencies review each entity’s outstanding debt and future capital plans through the following:

- **Debt Ratios**
 - Debt to personal income
 - Debt service as a percentage of general government spending (or, conversely, unrestricted revenues)
- **Debt Structure**
 - A review of the composition of the debt (GO, appropriation-backed or special tax)
 - The rate at which the debt is repaid
 - The purposed for which the bond proceeds are used
 - The percentage of fixed vs. variable rate debt
- **Future Borrowing Plans**
- **Pension and OPEB Funding**

Debt Ratios

The rating agencies are consistent in the manner in which they review an issuer's debt profile, thereby facilitating comparative analysis within peer groups. Such comparative analysis has taken on greater importance over the last several years as investors in the capital markets have pushed for greater transparency within the ratings process.

Fitch believes the calculation of net tax-supported debt as a percentage of personal income to be the best indicator of a state's debt burden, and has opined that "...a low debt burden is a positive credit factor." Fitch considers a ratio less than 2% to be "LOW", and a ratio in the 3-4% range to be "Moderate".

In its June 2016 State Debt Medians, Moody's calculated the State's debt to personal income ratio to be 2.7%, 22nd highest of the 50 states.

| Table 1 | |
|--------------------|--------------------------------|
| State | Debt as a % of Personal Income |
| Alaska – Aa2 | 2.7% |
| Hawaii – Aa2 | 9.9% |
| Wisconsin – Aa2 | 4.0% |
| Rhode Island – Aa2 | 3.7% |
| Oregon – Aa1 | 4.6% |
| Mississippi – Aa2 | 5.0% |
| Maine – Aa2 | 2.2% |
| Oklahoma – Aa2 | 0.9% |
| Arizona – Aa2 | 2.1% |
| Peer Median | 3.9% |

Source: Moody's 2016 State Debt Medians

Debt Service as a % of general government spending (or revenues) is a much more meaningful measure of an entity's debt burden. The ratio illustrates the relative portion debt service represents of total state annual expenses or state resources. Table 2 provides a representative list of highly rated states that have adopted a debt policy linked to annual operating revenues:

| Table 2 | | |
|---|-------|--------------------|
| Debt Service as a % of Unrestricted Revenues | | Legal Authority |
| State | | |
| Florida | 8.0%* | Policy |
| Georgia | 8.0% | Policy |
| Maryland | 8.0% | Policy |
| Minnesota | 3.0% | Policy |
| North Carolina | 4.8% | Policy |
| Texas | 5%** | Constitutional |
| Vermont | 6.0% | Policy |
| Virginia | 5.0% | Policy |
| * 8% cap; 6% target | | |
| ** Calculated using the average revenues of the prior 3 years | | |

S&P, in past reports released in conjunction with the State’s general obligation bond issuance, has noted what the general obligation and appropriation-backed debt service represented as a percentage of general fund and non-major special fund expenditures. In formalizing and linking the State debt policy to revenues at a level comparable to its peers, the State has maintained sufficient borrowing capacity to meet its historical capital needs.

Further evidence of the importance the debt service ratio plays in the overall credit review process can be found in a special comment published by Moody’s titled “U.S. State Debt Service Ratios”. In the report, Moody’s noted that the debt service ratio, defined as net tax supported debt service as a percentage of operating revenues, is a key metric used when assessing a given state’s fiscal flexibility. Moody’s contends this ratio “...measures the extent to which a state’s operating budget is burdened by fixed costs.”

The State of Alaska’s ratio at June 30, 2016 including state general obligation, and state supported debt service (certificates of participation and lease revenue bonds supported by the general fund) was 7.3% using unrestricted revenue of \$1,539.8 million. The School Debt Reimbursement Program represented an additional 7.1% for a total of 14.4%. The following table provides a peer group comparison of the debt service ratio of other highly rated states (using fiscal year 2015 information):

| Table 3 | |
|--------------------|--|
| State | FY 2015 Debt Service as a % of Unrestricted Revenues |
| Alaska | 10% |
| Florida | 4.2% |
| Georgia | 6.6% |
| Maryland | 6.2% |
| Minnesota | 3.7% |
| North Carolina | 3.5% |
| Texas | 2.4% |
| Vermont | 2.1% |
| Virginia | 5.0% |
| Peer Median | 4.2% |

Source * Moody's 2016 State Debt Medians

Moody's intends to include this comparative ratio analysis in all future State Debt Medians reports which are published annually.

The following table provides a comparative analysis of State of Alaska's debt burden versus other comparably rated states. For this purpose, debt burden is measured using the following two ratios:

- Total Debt as a Percentage of Personal Income
- Total Debt as a Percentage of Unrestricted Revenues

| Table 4 | | |
|---|--|--------------------------------------|
| State | Debt as a % of 2013 Personal Income | Net Tax-Supported Debt Per Capita |
| Alaska | 2.7% | 1,422 |
| Hawaii | 9.9% | 4,557 |
| Wisconsin | 4.0% | 1,780 |
| Rhode Island | 3.7% | 1,813 |
| Oregon | 4.6% | 1,907 |
| Mississippi | 5.0 % | 1,707 |
| Maine | 2.2% | 928 |
| Oklahoma | 0.9% | 397 |
| Arizona | 2.1% | 776 |
| Peer Median | 3.9% | 1,699 |
| <i>*Source: Moody's State Debt Medians 2016</i> | | |

Affordable Level of Additional Debt or Obligations

Debt Capacity in the short term is limited to existing authorizations and \$50 million of additional obligations. Over the 10 year projection the capacity is expected to reach \$100 million based on the current revenue forecast.

The Department of Revenue has developed a multi-pronged debt capacity model which enables the State to calculate its available borrowing capacity based on current fiscal structure. The model results are based on the following constraints:

- Debt service on general obligation bonds and state supported debt (obligations that are based solely on the state's commitment to annually seek appropriation for repayment – could be supported by a lease or contract) in any year shall be targeted not to exceed the targeted level of 5% of the projected year's unrestricted revenues;
- Debt service on general obligation bonds, state supported debt, the DOT reimbursement program, and the school debt reimbursement program shall be targeted not to exceed the targeted level of 8% of the projected year's unrestricted revenues;
- All future debt issuances are amortized over 20 years, with level debt service payments;

- All bonds are issued at an assumed interest rate of 5%; and
- Annual unrestricted revenues available to pay debt service through 2024 are set at amounts stipulated in the Fall 2016 Revenue Sources Book of the Tax Division.
- The impact of PERS and TRS state assistance payments is included for context.

While the State ratios are higher than stated debt capacity metrics, this level of debt is determined feasible without credit downgrade based on the current financial alternatives available to the State. As these financial resources evolve through time this capacity should be expected to either shrink or grow, and caution should be used in deciding to commit to this level of debt prior to revenue recovery or re-identification. Given the state's current fiscal structure and projected annual unrestricted revenue deficiencies the amount that the state could issue without negative credit action is limited to essential and minimalistic projects. As previously noted, the term "debt" includes all the State's outstanding general obligation and state-supported debt.

Projected state payments on debt obligations are summarized below. Not including authorized but unissued debt, State obligations paid directly from the general fund or reimbursed by the general fund for municipal obligations both gradually decrease from current levels, but those decreases are more than offset by increases in expected payments for the PERS and TRS.

| | Fall 2016 Unrestricted General Fund Revenue | Total State or Direct State pay debt | School Debt Reimbursement Program | DOT Reimbursement Program | Expected Payment on Behalf of PERS/TRS | Total State Payments for Debt Obligations |
|------|--|--|---|---------------------------------|---|--|
| 2017 | 1,446,700,000 | 108,443,443 | 113,000,000 | 4,625,241 | 215,866,000 | 441,934,684 |
| 2018 | 1,624,100,000 | 115,765,075 | 110,400,000 | 4,561,454 | 185,612,000 | 416,338,529 |
| 2019 | 1,872,700,000 | 111,859,175 | 103,900,000 | 4,531,078 | 241,846,000 | 462,136,253 |
| 2020 | 1,906,700,000 | 100,377,187 | 95,500,000 | 4,517,364 | 300,608,000 | 501,002,551 |
| 2021 | 1,943,700,000 | 99,343,012 | 93,300,000 | 3,574,511 | 344,070,000 | 540,287,523 |
| 2022 | 2,012,400,000 | 88,871,950 | 80,900,000 | 3,578,410 | 358,051,000 | 531,401,360 |
| 2023 | 2,039,000,000 | 88,729,525 | 80,900,000 | 3,574,693 | 373,879,000 | 547,083,218 |
| 2024 | 2,074,500,000 | 88,570,875 | 65,500,000 | 3,691,876 | 390,607,000 | 548,369,751 |
| 2025 | 2,174,300,000 | 83,619,837 | 56,300,000 | 3,560,000 | 409,147,000 | 552,626,837 |
| 2026 | 2,224,800,000 | 83,448,200 | 45,000,000 | 2,793,724 | 429,602,000 | 560,843,924 |

The table below depicts the State's existing debt service as a percentage of unrestricted revenue. While there appears to be some room for additional issuance under the 5% and 8% caps in the last 3-5 years of the forecast period, these percentages do not include the \$110 million of authorized but unissued general obligation bonds. These numbers also do not include the potential

\$300 million of state supported bonds for the Knik Arm Crossing. It is likely that if the Knik Arm Crossing bonds are issued in the current fiscal structure the State’s credit rating would be diminished.

| Fiscal Year | Fall 2016 Unrestricted General Fund Revenue | Percentage of UGF Committed to State Debt (5% cap) | Percentage of UGF Committed to Total State Supported Debt (8% cap) | Percentage of UGF Committed to Expected Payment on Behalf of PERS/TRS | Percentage of UGF Committed to State Debt or PERS/TRS |
|-------------|--|---|--|--|---|
| 2017 | 1,446,700,000 | 7.50% | 15.63% | 14.92% | 30.55% |
| 2018 | 1,624,100,000 | 7.13% | 14.21% | 11.43% | 25.64% |
| 2019 | 1,872,700,000 | 5.97% | 11.76% | 12.91% | 24.68% |
| 2020 | 1,906,700,000 | 5.26% | 10.51% | 15.77% | 26.28% |
| 2021 | 1,943,700,000 | 5.11% | 10.10% | 17.70% | 27.80% |
| 2022 | 2,012,400,000 | 4.42% | 8.61% | 17.79% | 26.41% |
| 2023 | 2,039,000,000 | 4.35% | 8.49% | 18.34% | 26.83% |
| 2024 | 2,074,500,000 | 4.27% | 7.60% | 18.83% | 26.43% |
| 2025 | 2,174,300,000 | 3.85% | 6.60% | 18.82% | 25.42% |
| 2026 | 2,224,800,000 | 3.75% | 5.90% | 19.31% | 25.21% |

The table above highlights the impact of the State’s statutorily committed payments to PERS and TRS with the payments representing between 11.43 and 19.31% of forecast revenue. When combined with state debt obligations and state reimbursement obligations the annual payment represent between 24.68 and 30.55% of available revenue. This level of commitment of State general fund revenue is significant in determining any additional capacity.

School Debt Reimbursement Program

Municipal school districts may apply for school debt reimbursement for construction or major maintenance projects by October 15 of the year preceding the fiscal year in which reimbursement would occur when the program has statutory authority to accept new participants. The program’s authority may be restricted or terminated at the Legislature’s discretion, and in 2015 the Legislature placed a moratorium on the program for any bonds approved by voters after January 1, 2015 for a period of five years. Then in 2016 the Governor vetoed a portion of the funding for the program further highlighting the flexibility the State has for this funding. The Department of Education & Early Development (“DEED”) staff reviews requests to determine the level of

reimbursement for each project. Prior to the moratorium there were tiered levels of reimbursement available. Projects qualified for up to 70 percent debt service reimbursement when the project met all of the Department's eligibility guidelines. When a project exceeds the scale and scope of the Department's eligibility guidelines, they were reimbursed at a lower percentage based on a project's educational value as determined by the DEED.

The existing statutory and regulatory structure of the program mandate municipalities issue general obligation bonds to participate in the program requiring securing voter approval of the project. After the municipality has both Department and voter approval, it may issue bonds for the project and to the extent funds are appropriated the State reimburses the approved percentage of the bond payments.

The State Bond Committee is not part of the School Debt Reimbursement Program. No records are kept by the Department of Revenue on the amount of debt outstanding that is subject to reimbursement other than the annual reporting found in the Alaska Public Debt Book. The Department of Revenue recommends that if the program is re-authorized that it be provided a role to coordinate municipal issues structures, terms and refinancing to ensure the needs of the State are met.

Level and Impact of Moral Obligations

Specific debt issued by several State agencies, such as Alaska Aerospace Development Corporation, Alaska Housing Finance Corporation, Alaska Industrial Development and Export Authority, Alaska Student Loan Corporation, Alaska Municipal Bond Bank, Alaska Energy Authority and the Alaska Pension Obligation Bond Corporation have been provided a statutory framework that allows some level of Moral Obligations of the State of Alaska. There is no direct obligation of the State to pay any debt service associated with these bonds, however there is a perception that the State would appropriate funds (at the Legislature's discretion) to cover any shortfall by these issuers due to the statutory framework that the State provided the agencies that requires a debt service reserve, reporting the sufficiency of that reserve to the State, and requires requesting replenishment in the case of a draw upon the reserve. As there is no obligation of the State to appropriate such funds, and there has not been an instance previously in which the State has had to honor the moral obligation pledge, rating agencies generally do not include these Moral Obligation bonds when calculating the State's financial ratios. However, in the event that the State did appropriate funds to one of these agencies to cover a shortfall, the rating agencies would likely consider all of that agency's debt as part of the State's general obligation debt in its future ratio calculations. In the case of the Alaska Municipal Bond Bank Authority (AMBBA) the State has provided an annual appropriation funding any reserve deficiency due to a borrower default in advance. This appropriation has helped reduce the cost of borrowing for many municipal borrowers, but as a result of the appropriation there is a higher level of scrutiny from two of the three rating agencies for these bonds.

Consideration of Debt Structuring Elements

Structuring

As a matter of practice, in the late 1970's and 1980's the State issued bonds with 10 year amortizations to match the "Prudhoe Curve", in the 1990's and early 2000's the State began issuing more 15 and 20 year amortizations, and in issues since 2009 the State has issued bonds to amortize levelly in 20 years with principal paid annually and interest paid semiannually. This practice is consistent with other highly-rated states and local governments. Both serial and term bonds can be considered in the structuring depending on market conditions to generate the most cost effective structure of the bonds. Debt will be structured to obtain the lowest possible net cost to the State or State Issuer with consideration of market conditions, the nature of the project, and the nature and type of security provided.

Working within these guidelines, the State will take into account a number of factors in structuring any individual debt issue, including project feasibility, the source of funds to be used for debt service, the impact on the State's overall debt amortization profile and the fair allocation of costs to current and future beneficiaries or users.

In general, and consistent with the useful life of the asset to be financed, the State will utilize a 15-25 year final maturity structure with annual principal payments. Except in the case of a refunding transaction, the maximum principal payment shall be no greater than 4 times the minimum principal payment for the financing, to maintain a preference for equal annual payments. Principal repayments should not be delayed unless debt repayment is dependent upon revenues derived from the project being financed, the transaction is a refund deferring the refunding principal schedule is consistent with the refunded bonds, or there are other benefits to be achieved. Similarly, structures utilizing term bonds (without sinking fund requirements/redemptions) or other structures that result in significant "back loading" of debt are discouraged. Issues with a debt service reserve fund should use the fund to make the final payment.

Fixed and Variable Rate Debt

The optimal combination of fixed-rate and variable-rate is considered in order to manage the risk of the State's debt portfolio. The State will consider variable-rate debt to provide for asset-liability matching and lower cost of funding while maintaining a conservative portfolio of fixed-rate and variable-rate debt. As such, the State will not have outstanding variable rate debt in excess of its unrestricted cash balances. Additionally, the State's variable rate debt shall comprise no more than 25 percent of the State's overall direct debt obligations. This will allow the State to benefit from what has historically been the least expensive cost of financing without becoming overexposed to interest rate risk.

Call Provisions

A call provision gives the issuer the right to redeem or "call" all or a portion of an outstanding issue of bonds prior to their stated dates of maturity and provides an opportunity to potentially reduce debt service costs in the future. The cost of any such feature is dependent on market conditions, overall transaction structure, and such cost shall be taken into consideration when

evaluating the flexibility this feature affords. Various call options may be evaluated in terms of their provisions and market acceptance.

Unless market conditions prove prohibitively expensive, the State's bonds shall be callable no later than 10 years from the date of sale and non-callable bonds shall only be considered for refinancings or other transactions with a final maturity less than or equal to 15 years from the date of sale.

Bond Anticipation Notes (BAN's) & Revenue Anticipation Notes (RAN's)

Short-term State borrowing in anticipation of revenues is permitted under AS 43.08.010. Although not utilized for the last 40 years, RAN's may be issued and renewed from time to time, but must be structured to mature and paid off before fiscal year end. The full faith, credit, resources, and taxing power of the State are pledged to the payment of RAN's. The use of RANs should be undertaken only if the transaction costs plus interest on the debt are less than the cost of internal financing, or available cash is insufficient to meet working capital requirements.

Capital Appreciation Bonds

Capital Appreciation Bonds are structured as term bonds that do not pay interest until maturity. Interest is not paid to the investor until maturity, at an amount equal to the principal amount plus interest earned, compounded semiannually, at the stated yield. Their use is discouraged except for special circumstances as they are a higher cost of capital than other current interest structures. The State has no outstanding Capital Appreciation Bonds.

Certificates of Participation

Certificates of Participation (COPs) are issued based on a lease, authorized by stand-alone law that the State enters into with a trustee, being fractionalization and sold in bond size blocks to investors to raise funds for the acquisition and/or improvement of real property. COPs are the only way that a lease transaction can have the State of Alaska listed as the issuer. The State can also allow political subdivisions to securitize state lease payments and credit through lease revenue bonds by passing stand-alone law. Lease revenue bonds result in the loss of control of the State's credit, the reliance on a political subdivisions governing body to implement the terms and conditions of the financing, and the markets general reluctance to accept a disclosure document of potentially a small village as the State of Alaska. The preference of the State is to use COPs for State of Alaska lease financing.

Credit Enhancements

Credit enhancement (letters of credit, bond insurance, sureties) should be used only when the net debt service on the bonds would be reduced by more than the costs of the enhancements or when dictated by the financial markets for the type of project financed. Special consideration should be given to any additional covenants or restrictions the credit enhancement provider may require.

Liquidity

To address remarketing risk inherent in a variable rate debt issuance, the State will evaluate alternative forms of liquidity such as direct pay letters of credit, standby letters of credit, and lines

of credit. Such evaluation will necessarily weigh the value of mitigating remarketing risk vs. the economic costs associated with each alternative.

Use of Derivatives

The State will consider the use of derivative products when such products meet the specific needs of a financing program or provide a demonstrated economic benefit to the State that outweighs the costs and risks of such transactions. The State will consider and monitor such derivative products strictly in accordance with its existing adopted State Swap Policy. Appropriate public finance professionals, including financial advisors and legal counsel, should be retained to ensure that any contemplated structure is appropriate for the State and its objectives and deliver opinions as to the fair pricing of any such transactions. Derivative products will not be used for speculation.

Competitive Sales

State Statute dictates that general obligation bonds are to be sold using a competitive method of sale. An exception to that requirement was provided for the 2010 authorization to better use structures authorized in the American Recovery and Reinvestment Act of 2009. Given the State's credit profile and traditional financing structures competitive sales will be utilized in issuing debt to provide the lowest cost of debt. Bids should be awarded on the lowest true interest cost basis (TIC) offered by bidders, provided other bidding requirements are satisfactory. The State reserves the right to negotiate certain terms and conditions with the lowest bidder.

Negotiated Sales

For State general obligation bonds negotiated sale can only be used if there is an exception to the statutory requirement for competitive sale or for refunding. When there is flexibility negotiated sales of debt will be considered in the following circumstances: (1) when the complexity of the issue requires specialized sales expertise; (2) when the negotiated sale would result in substantial savings in time or money; (3) when market conditions are unusually volatile or uncertain; or (4) if the State feels that a negotiated financing would enhance the financing structuring or marketing process and outcome

The negotiation of terms and conditions will include, but not be limited to, prices, interest rate, remarketing fees and commissions. Such terms will be based on prevailing terms and conditions for comparable issuers, including yields from secondary market trading of previously issued State debt.

Post Issuance Policy

The State Bond Committee has approved a Post Issuance Policy that is intended to guide the State in meeting its obligations with federal tax law requirements, transcripts, ongoing disclosure, and other notice requirements. A detailed copy of this policy can be found in Appendix B.

Evaluation of Refunding Opportunities

The refunding of debt obligations can take a number of forms, or combination of forms:

- Current Refunding
- Advance Refunding
- Forward Refunding
- Synthetic Refunding

The criteria used to evaluate the desirability of entering into a refunding transaction should be influenced by the form of the proposed transaction and should recognize the additional costs, risks, or uncertainties associated with the transaction. Refunding transactions should, if possible, be at least \$50 million in size unless issued in combination with a “new money” issue.

In general:

- Current refundings. Bonds which are currently callable. A refinancing should be pursued if total net present value savings of greater than 3% of the refunded debt service and each maturity being refunded has positive NPV savings. In general, current refundings should achieve at least \$1 million in net present value savings or \$200,000 in average annual saving. If a refinancing opportunity will otherwise be unused savings thresholds and sizing goals may be diminished.
- Advance Refundings. Bonds issued after 1986 can only be refunded in advance of the call date (advance refunded) one time. It is, therefore, of particular importance that the one opportunity be reserved for situations where the refunding is prudent and warranted. The following parameters are suggested for advanced refunding transactions:
 - 5% present value savings for bonds refunded within two years of their issuance date and generate net present value savings of at least \$2 million or average annual savings of \$350,000.
 - 4% present value savings for bonds refunded that have been outstanding at least two years but less than five, and generate net present value savings of at least \$1.5 million or average annual savings of \$300,000
 - 3% present value savings for bonds refunded more than five years from their issuance date and generate at least \$1.5 million of present value savings or average annual savings of \$250,000
 - The efficiency of the refunding’s escrow account’s investment earnings relative to the interest expense on the refunded bonds should be considered. Where there is greater interest expense on refunded bonds to the call date net of investment income in the escrow than present value savings on the transaction, delaying the refinancing should be considered.
- Forward refunding refer to a refunding in which bonds are sold with a delayed closing that is likely to coincide with a date 90 days prior to the call date of the bonds to be refunded. This technique allows the transaction to be characterized as a current, as opposed to an advanced, refunding. Forward refundings should

achieve the same savings levels as advanced refundings. As part of the analysis, the cost of the forward premium and its impact on the savings to be achieved should be evaluated.

- Synthetic refundings create present value savings by synthetically refunding, but not retiring, outstanding bonds by utilizing derivative structures. Synthetic refundings are often used to produce refundings-type savings for bonds that may not be otherwise refunded (bonds that have already been advance refunded once, for example). Synthetic refundings are used in connection with current, advance and forward refundings and should generate an additional 2% NPV savings above the advance refunding threshold unless a traditional financing is not possible because of tax or legal limitations. In that case, the advance refunding thresholds will apply.

Refunding Escrows

An advance refunding transaction requires the creation of an escrow that provides for the payment of debt service on the refunded bonds until the bonds are retired through the execution of the call feature (if any). Eligible securities for the escrow generally are limited to U.S. Treasury securities purchased in the open market (“open-markets”) and U.S. Treasury securities that take the form of “SLGS” or State and Local Government Securities purchased directly from the U.S. Treasury. Although SLGs offer flexibility and the ability to create custom securities, they may not offer any yield advantage. In addition, there have been instances in the past where the U.S. Treasury was unable to offer SLGS because of the U.S. Debt Ceiling being reached. When refunding transactions are being structured, both open-markets and SLGS should be evaluated to determine the most advantageous escrow candidates.

In the event that it is determined that open-markets are the best choice for the escrow, the financial advisor to the transaction should conduct a competitive bidding process for the procurement of the securities and should ensure that the process will meet IRS requirements for safe harbor under then-current regulations. A minimum of three bids is required. The details of the process for bidding escrow securities should include the number and names of bids solicited and received and should be retained for the life of the bonds. If the refunding is to be accomplished through a negotiated underwriting, the underwriter should be prohibited from furnishing the escrow securities without participation in a third-party, competitive bidding process.

APPENDIX A
Alaska Public Debt Report Tables

[http://treasury.dor.alaska.gov/Portals/0/docs/Debt%20book%202014%20FIN
AL.pdf](http://treasury.dor.alaska.gov/Portals/0/docs/Debt%20book%202014%20FINAL.pdf)

APPENDIX B
State's Post Issuance Policy

Governmental Bonds

STATE OF ALASKA
POST ISSUANCE COMPLIANCE POLICY

This policy is intended to guide the State of Alaska (the “State”) in meeting its obligations under applicable statutes, regulations and documentation associated with publicly offered and privately placed securities of the State. This policy addresses obligations of the State that arise and will continue following the issuance of securities. The State maintains a separate Debt Policy with respect to matters related to the issuance of security obligations, including compliance with the State’s disclosure obligations related to securities issuance. These obligations may arise as a result of federal tax law (with respect to tax-exempt securities) and securities laws (with respect to ongoing disclosure) or as a result of contractual commitments made by the State. This policy outlines obligations that may be applicable to each issue of securities and identifies the party to be responsible for monitoring compliance. In the State, the Debt Manager will be responsible for ensuring that the policy is followed and checklists and records maintained. The Debt Manager may delegate responsibility to employees and outside agents for developing records, maintaining records and checklists. The State will provide educational opportunities (opportunities to attend educational programs/seminars on the topic) for the parties identified in this policy with responsibilities for post-issuance compliance in order to facilitate their performance of these obligations.

A. Transcripts.

1. The State’s bond counsel shall provide the State with three copies of a full transcript related to the issuance of securities (for each issue). The transcript shall be delivered in the following forms: one 3-ring binder, one soft cover and one CD-ROM and transcripts shall be delivered to the State within six months following the date of issuance of securities. It is expected that the transcript will include a full record of the proceedings related to the issuance of securities, including proof of filing an 8038-G or 8038-GC, if applicable.

2. Bond transcripts will be retained by the following parties and in the following locations within the State: Debt Manager’s office at State of Alaska Department of Revenue and State of Alaska Attorney General’s office.

B. Federal Tax Law Requirements (Applicable only if the securities are issued as “tax-exempt” securities).

1. *Use of Proceeds.*

a. If the project(s) to be financed with the proceeds of the securities will be funded with multiple sources of funds, the State will adopt an accounting methodology that:

___ maintains each source of funding separately and monitors the actual expenditure of proceeds of the securities;

___ commingles the proceeds and monitors the expenditures on a first in, first out basis; or

___ provides for the expenditure of funds received from multiple sources on a proportionate basis.

b. Records of expenditures (timing of expenditure and object code) of the proceeds of securities will be maintained by the Debt Manager.

c. Records of investments and interest earnings on the proceeds of securities will be maintained by the Debt Manager. Such records should include the amount of each investment, the date each investment is made, the date each investment matures and if sold prior to maturity, its sale date, and its interest rate and/or yield. Interest earnings on proceeds will be deposited in the fund in which the proceeds of the securities were deposited (if not, then the plan for use of interest earnings will be discussed with the State's bond counsel).

d. Records of interest earnings on reserve funds maintained for the securities.

2. *Arbitrage Rebate.* The Debt Manager of the State ("Rebate Monitor") will monitor compliance with the arbitrage rebate obligations of the State for each issue ("issue") of securities which are described in further detail in the tax certificate if any, executed by the State for each issue and included in the transcript for the issue. If the State did not execute a tax certificate in connection with an issue, the Rebate Monitor should consult with the State's bond counsel regarding arbitrage rebate requirements. The State will provide educational opportunities (opportunities to attend educational programs/seminars on the topic) for the Debt Manager in order to facilitate his/her performance of these obligations.

a. If the Rebate Monitor determines that the total principal amount of tax-exempt governmental obligations (including all tax-exempt leases, etc.) of the State issued by or on behalf of the State and subordinate entities during the calendar year, including the issue, will not be greater than \$5,000,000, plus such additional amount not in excess of \$10,000,000 as is to be spent for the construction of public school facilities, the Rebate Monitor will not be required to monitor arbitrage rebate compliance for the issue, except to monitor expenditures and the use of proceeds after completion of the project (see #3 below). For purposes of this paragraph, tax-exempt governmental obligations issued to currently refund a prior tax-exempt governmental obligation will only be taken into account to the extent they exceed the outstanding amount of the refunded bonds.

b. If the Rebate Monitor determines that the total principal amount of tax-exempt governmental obligations (including all tax-exempt leases, etc.) of the State issued or incurred any calendar year is greater than \$5,000,000, plus such additional amount not in excess of \$10,000,000 as is to be spent for the construction of public facilities, the Rebate Monitor will monitor rebate compliance for each issue of tax-exempt governmental obligations issued during that calendar year.

i. *Rebate Exceptions.* The Rebate Monitor will review the tax certificate, if any, in the transcript in order to determine whether the State is expected to comply with a spending exception that would permit the State to avoid having to pay arbitrage rebate. If the tax certificate identifies this spending exception (referred to as the six-month exception, the 18 month exception or the 2-year exception), then the Rebate Monitor will monitor the records of expenditures (see B.1 above) to determine whether the State met the spending exception (and thereby avoid having to pay any arbitrage rebate to the federal government). If the State did not execute a tax certificate in connection with an issue, the Rebate Monitor should consult with bond counsel regarding the potential applicability of spending exceptions.

ii. *Rebate Compliance.* If the State does not meet or does not expect to meet any of the spending exceptions described in (i) above, the State will:

x. review the investment earnings records retained as described in B.1 above. If the investment earnings records clearly and definitively demonstrate that the rate of return on investments of all proceeds of the issue were lower than the yield on the issue (see the tax certificate in the transcript), then the State may opt not to follow the steps described in the following paragraph.

y. retain the services of an arbitrage rebate consultant in order to calculate any potential arbitrage rebate liability. The rebate consultant shall be selected no later than the completion of the project to be financed with the proceeds of the issue. A rebate consultant may be selected on an issue by issue basis or for all securities issues of the State. The Rebate Monitor will obtain the names of at least three qualified consultants and request that the consultants submit proposals for consideration prior to being selected as the State's rebate consultant. The selected rebate consultant shall provide a written report to the State with respect to the issue and with respect to any arbitrage rebate owed if any.

z. based on the report of the rebate consultant, file reports with and make any required payments to the Internal Revenue Service, no later than the fifth anniversary of the date of each issue (plus 60 days), and every five years thereafter, with the final installment due no later than 60 days following the retirement of the last obligation of the issue.

c. *Yield Reduction Payments.* If the State fails to expend all amounts required to be spent as of the close of any temporary period specified in the Tax Certificate (generally 3 years for proceeds of a new money issue and 13 months for amounts held in a debt service fund), the State will follow the procedures described in B.2.b.ii above to determine and pay any required yield reduction payment.

3. *Unused Proceeds Following Completion of the Project.* Following completion of the project(s) financed with the issue proceeds, the Debt Manager will:

a. review the expenditure records to determine whether the proceeds have been allocated to the project(s) intended (and if any questions arise, consult with bond counsel in order to determine the method of re-allocation of proceeds); and

b. direct the use of remaining unspent proceeds (in accordance with the limitations set forth in the authorizing proceedings (i.e., bond ordinance) and if no provision is

otherwise made for the use of unspent proceeds, to the redemption or defeasance of outstanding securities of the issue.

4. *Use of the Facilities Financed with Proceeds.* In order to maintain tax-exemption of securities issued on a tax-exempt basis, the financed facilities (projects) are required to be used for governmental purposes during the life of the issue. The Debt Manager of the State will monitor and maintain records regarding any private use of the projects financed with tax-exempt proceeds. The IRS Treasury Regulations prohibit private business use (use by private parties (including nonprofit organizations and the federal government)) of tax-exempt financed facilities beyond permitted *de minimus* amounts unless cured by a prescribed remedial action. Private use may arise as a result of:

- a. Sale of the facilities;
- b. Lease of the facilities (including leases, easements or use arrangements for areas outside the four walls, e.g., hosting of cell phone towers);
- c. Management contracts (in which the State authorizes a third party to operate a facility (e.g., cafeteria);
- d. Preference arrangements (in which the State grants a third party preference of the facilities, e.g., preference parking in a public parking lot).

If the Debt Manager identifies private use of tax-exempt debt financed facilities, the Debt Manager will consult with the State's bond counsel to determine whether private use will adversely affect the tax-exempt status of the issue and if so, what remedial action is appropriate.

5. *Records Retention.*

a. Records with respect to matters described in this Subsection B will be retained by the State for the life of the securities issue (and any issue that refunds the securities issue) and for a period of three years thereafter.

- b. Records to be retained:
 - (i) The transcript;
 - (ii) Arbitrage rebate reports prepared by outside consultants;
 - (iii) Work papers that were provided to the rebate consultants;
 - (iv) Records of expenditures and investment receipts (showing timing of expenditure and the object code of the expenditure and in the case of investment, timing of receipt of interest earnings). (Maintenance of underlying invoices should not be required provided the records include the date of the expenditure, payee name, payment amount and object code; however, if those documents are maintained as a matter of policy in electronic form, then the State should continue to maintain those records in accordance with this policy);

(v) Copies of all certificates and returns filed with the IRS (e.g., for payment of arbitrage rebate); and

(vi) Copies of all leases, user agreements for use of the financed property (agreements that provide for use of the property for periods longer than 30 days), whether or not the use was within the four walls (e.g., use of the roof of the facility for a cell phone tower).

C. Ongoing Disclosure. Under the provisions of SEC Rule 15c2-12 (the “Rule”), underwriters are required to obtain an agreement for ongoing disclosure in connection with the public offering of securities. Unless the State is exempt from compliance with the Rule as a result of certain permitted exemptions, the transcript for each issue will include an undertaking by the State to comply with the Rule. The Debt Manager of the State will monitor compliance by the State with its undertakings. These undertakings may include the requirement for an annual filing of operating and financial information and will include a requirement to file notices of listed “material events.” For some types of material events (early bond calls), the State’s fiscal agent has undertaken the responsibility of filing notice of the applicable material event.

D. Other Notice Requirements. In some instances, the proceedings authorizing the issuance of securities will require the State to file information periodically with other parties, e.g., bond insurers, banks, rating agencies. The types of information required to be filed may include (1) budgets, (2) annual financial reports, (3) issuance of additional debt obligations, and (4) amendments to financing documents. The Debt Manager of the State will maintain a listing of t