RESOLUTION NO. 12-02-005

Sponsored by: Commissioners Kenneth Melton and Mike Lewis

A RESOLUTION TO ADOPT A DEBT MANAGEMENT POLICY FOR BLOUNT COUNTY, TENNESSEE

WHEREAS, *Tennessee Code Annotated*, Section 9-21-151(b)(1), authorizes the State Funding Board to develop model financial transaction policies for local governments and local government instrumentalities;

WHEREAS, the State Funding Board has adopted a statement on debt management and directed local governments and government entities that borrow money to draft their own debt management policies with certain mandatory provisions; and

WHEREAS, the Blount County Board of Commissioners has prepared a debt management policy that includes the mandatory provisions relative to transparency, professionals and conflicts.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Blount County, Tennessee, assembled in regular session, this 16th day of February, 2012, that:

SECTION 1. The debt management policy attached as Exhibit A to this resolution, incorporated herein by reference, is hereby adopted.

SECTION 2. This resolution shall take effect upon passage, the public welfare requiring it.

Duly authorized and approved this 16th day of February, 2012.

CERTIFICATION OF ACTION	**ATTEST**
______________________________	______________________________
Commission Chairman	**County Clerk**

Approved: ___
Vetoed: _____ ______________________________ ______________

County Mayor Date

Exhibit A - Introduction

The purpose of this debt policy is to establish a set of parameters by which debt obligations will be undertaken by the Blount County Government. This policy articulates a commitment by the County Legislative Body to manage the financial affairs of the County so as to minimize risks, avoid conflicts of interest and ensure transparency while still meeting the capital needs of the County. A debt management policy signals to the public and the rating agencies that the County is using a disciplined and defined approach to financing capital needs and fulfills the requirements of the State of Tennessee regarding the adoption of a debt management policy.

The goal of this policy is to assist decision makers in planning, issuing and managing debt obligations by providing clear direction as to the steps, substance and outcomes desired. In addition, greater stability over the long-term will be generated by the use of consistent guidelines in issuing debt.

Long Term Goals and Strategy

Debt Level

At the time of adoption of this policy, Blount County Government has debt obligations totaling $225 million payable from the Debt Service Fund and an additional $2.1 million Capital Lease payable from the General Purpose School Fund.

To put this in perspective, we have benchmarked Blount County's debt against three separate peer groups…1) Moody's Median of 78 counties nationwide that have the Aa2 credit rating and population between 100,000 and 200,000, 2) the Moody's median of all Tennessee Counties and 3) The Moody's median of five Counties in Tennessee with the same credit rating and similar populations (Montgomery, Sullivan, Sumner, Washington, and Wilson). Blount County compares to these three separate peer groups as follows:

Metric (Moodys data based on 2010)	Moodys 78 County Nationwide Median	Moodys TN Counties Median	Moody's TN 5 County Peer Group	6-30-11 Blount County
Debt per Capita	325	1,420	1,250	1,820
Debt as % of Actual Taxable Value	0.5%	1.6%	1.5%	1.9%
Debt Service as % of Total Expenditures	8.5%	11.0%	9.5%	10.9%

It should be noted that the 78 county nationwide median numbers may not be a fair comparison, because not all states require the Primary Government to carry the debt for the discretely presented school system, as does the state of Tennessee. However, this set of statistics is in the comparison because the rating agencies use nationwide data in their comparisons.

The County recognizes as a goal to achieve a reasonable level of long term debt with an acceptable level of cost risk is the overarching goal of the County's debt policy. Zero debt will likely never be achieved, nor should it be an objective. Citizens and taxpayers move into and out of the County over time. While they are here, they should contribute to the cost of long term capital infrastructure such as schools, bridges, roads, general county buildings, justice centers and jails. If infrastructure needs are paid entirely with cash reserves accumulated from prior tax collections, then new residents are not required to pay for these facilities. On the other extreme, if too much debt is issued because no cash equity was utilized in the construction of required infrastructure, then long term residents have enjoyed artificially low property taxes, causing the funding burden to be too heavily placed on future generations of taxpayers.

County Goals

1) Reduce and maintain the level of debt obligations within the target ranges set forth herein
2) Maintain a Capital Projects Fund with sufficient equity so as to build new infrastructure with a combination of cash and debt.
3) Maintain the County's credit rating at a solid AA to low AAA rating

Target Ranges

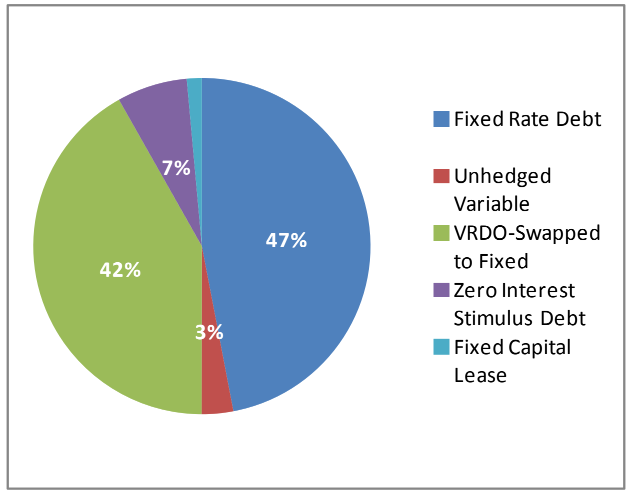
	Minimum	Maximum	Current
Debt per Capita	$900	$1,250	$1,820
Debt as % of Taxable Value	0.85%	1.25%	1.90%

Note: Debt per Capita and Net Debt as a percentage of total assessable market value. excludes the overlapping debt of the Cities of Maryville and Alcoa.

Risk Profile

Fiscal Year 2010-11 had a weighted average cost of Capital of 3.8%. The County's debt portfolio profile as of June 30, 2011 is detailed below:

		Wgt Avg Rate
Fixed Rate Debt	105,721,260	4.2
VRDO-Swapped to Fixed	94,000,000	4.2
Unheged Variable Rate	6,755,000	1.5
Zero Interest Stimulus Debt	15,161,256	0.0
Fixed Capital Lease	3,236,470	4.3
Total Debt Outstanding	224,873,986	3.8



The County has $100.7 million of Variable Rate Demand Obligations issued thru the Blount County Public Building Authority and the TN-Loans Program. There are five interest rate swaps with notional value totaling $94 million, for which the counterparty is the Deutsche Bank, entered into to hedge the interest rate risk inherent with variable rate debt. These swaps have been deemed to be ineffective for GASB 53 reporting purposes, primarily because the swaps are based on 5 yr CMS (or 5 Year LIBOR) while the underlying debt is traded weekly based on SIFMA and the trading value of our credit support (BB&T and KBC Banks). The swaps being judged ineffective as cash flow hedges if evidenced by the fact that interest rate MMD yield curve over the past 10 years has been relatively steep between the front month and the 5 year point. Consequently, these swaps have served as an effective tool to lower the cost of capital vs. the traditional GO fixed rate debt alternative.

The synthetic structures of these debt obligations bear inherent risks to the County:

Interest Rate Volatility Risk – The risk of rising interest rates on the unhedged VRDO
Liquidity Risk – The cost of credit support (LOC or Reimbursement Agreement)
Counterparty Risk – risk of Deutsche Bank being able to pay (when LIBOR is high)
Renewal Risk – ability to renew LOC or Reimbursement Agreement
Basis Risk – difference between SIFMA (underlying VRDO rate) and 5 Year LIBOR
Swap termination risk – the cost of terminating interest rate swaps

County Goals:

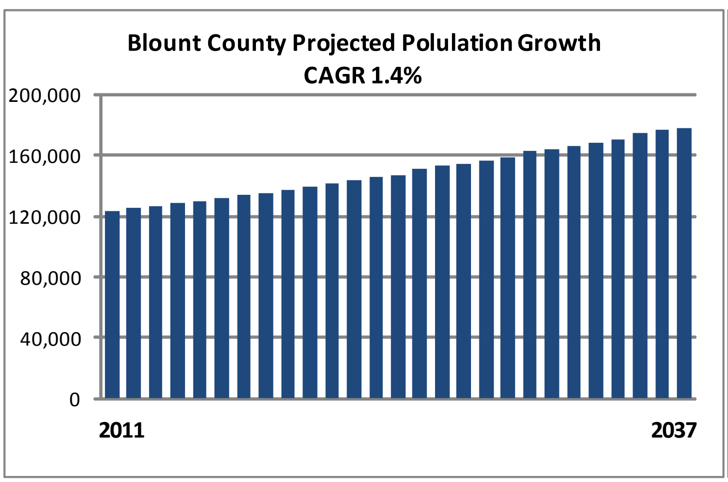
4) Reduce the risk profile by terminating swaps and converting the synthetically fixed structures to traditional GO Fixed Rate Debt when market conditions are optimal.
5) The target is to have no more than 20% Variable interest rate debt.
6) Reduce use of interest rate derivatives to 0%.

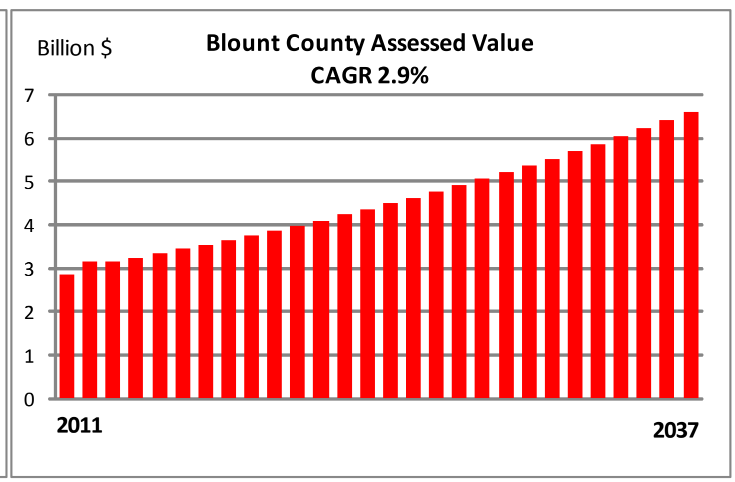
Feasibility and Action Plan

The County's total taxable value is projected over time by the following:

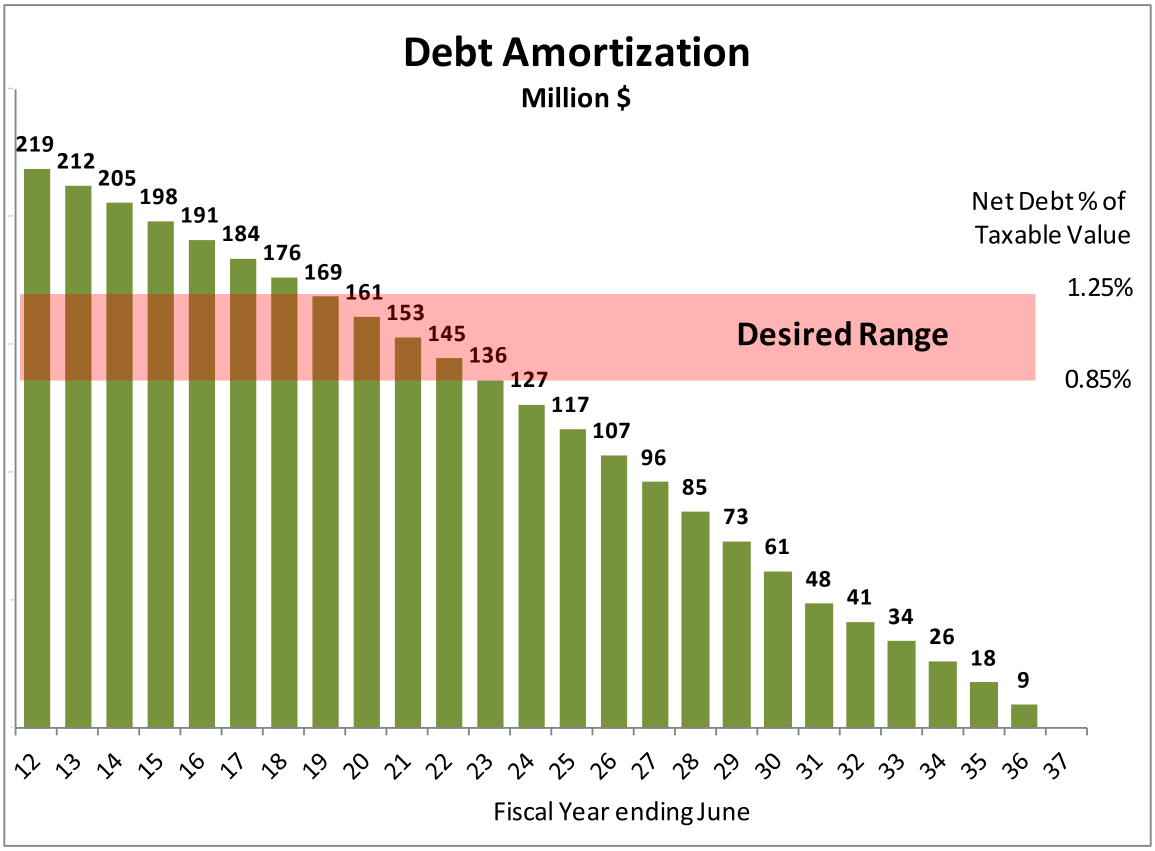
i. Population growth projections by the Center for Business and Economic Research at the University of Tennessee.
ii. Assumption that taxable value will grow along population growth
iii. Assumption that inflation will also increase the taxable value by 1.5% per year

Depicted below are projections of population growth and taxable value which are required to project Debt per Capita and Debt as a percentage of Taxable Value into the future





Based on the current amortization of Blount County's Debt Obligations, and the projected growth in population and taxable value, the chart below indicates that the County's total debt will make it into its target debt range by June 30, 2019 and would be at the bottom of the desired range at the end of fiscal 2023.



	Minimum	Maximum	Current	6/30/2019	6/30/2023
Debt per Capita	$900	$1,250	$1,820	$1,211	$921
Debt as % of Taxable Value	0.85%	1.25%	1.90%	1.20%	0.86%

Analysis Assumptions

i. No new debt obligations are undertaken.

ii. When the economy begins to grow significantly again, the County Legislative Body will consider tax increases or budget reductions to accelerate debt retirement. This opportunity will be evaluated each year with the adoption of the new fiscal year budget.

Debt Policies

<u>Definition of Debt</u>: All obligations of the County to repay, with or without interest, in installments and/or at a later date, some amount of money utilized for the purchase, construction, or operation of County resources. This includes but is not limited to notes, bond issues, capital leases, and loans of any type (whether from an outside source such as a bank or from another internal fund).

Types of Debt:
Security Structure -

General Obligation Bonds
The County may issue general obligation bonds supported by the full faith and credit of the County. General Obligation bonds shall be used to finance capital projects that do not have independent creditworthiness and significant ongoing revenue streams. The County may also use its General Obligation pledge to support other revenue-supported bond issues, if such support improves the economics of the other bond issue and is used in accordance with these guidelines.

Revenue Bonds
The County may issue revenue bonds, where repayment of the debt service obligations of the bonds will be made through revenues generated from specifically designated sources. Revenue bonds will typically be issued for capital projects which can be supported from project or enterprise-related revenues.

Capital Leases
The County may use capital leases to finance short-term projects.

Duration

Long-Term Debt (maturing after 3 years)
The County may issue long-term debt where it is deemed that capital improvements should not be financed from current revenues or short-term borrowings. Long-term borrowing will not be used to finance current operations or normal maintenance. Long-term debt will be self-supporting and structured such that financial obligations do not exceed the expected useful life of the project(s).

a) Serial and Term Bonds may be issued in either fixed or variable rate modes to finance capital infrastructure projects with an expected life of three years or greater.

b) *Capital Outlay Notes* may be issued to finance capital infrastructure projects with an expected life of three to seven years.

Short-Term Debt (maturing within three years)
Short-term borrowing may be utilized for the construction period of a long-term project or for the temporary funding of operational cash flow deficits or anticipated revenues (defined as an assured source with the anticipated amount based on conservative estimates) subject to the following policies:

a) *Bond Anticipation Notes (BANs)*, including commercial paper notes issued as BANs, may be issued instead of capitalizing interest to reduce the debt service during the construction period of a project or facility. The BANs shall not mature more than 2 years from the date of issuance. BANs can be rolled in accordance with federal law and State statute. BANs shall mature within 6 months after substantial completion of the financed facility.

b) *Revenue Anticipation Notes (RANs) and Tax Anticipation Notes (TANs)* shall be issued only to meet cash flow needs consistent with a finding by bond counsel that the sizing of the issue fully conforms to Federal IRS and state requirements and limitations.

c) *Lines of Credit* shall be considered as an alternative to other short-term borrowing options. A line of credit shall be structured to limit concerns as to the Internal Revenue Code.

d) *Inter-fund Loans* shall only be used to fund operational deficiencies among accounts or for capital projects to be paid from current fiscal year revenues. Such intrafund loans shall in no event extend beyond twelve (12) months and shall only be issued in compliance with state regulations and limitations.

e) *Other Short-Term Debt*, including commercial paper notes, may be used when it provides an interest rate advantage or as interim financing until market conditions are more favorable to issue debt in a fixed rate mode. The County will determine and utilize the least costly method for short-term borrowing. The County may issue short-term debt when there is a defined repayment source or amortization of principal.

Interest Rate Modes

Fixed Rate Debt
To achieve the goals stated herein and to maintain a predictable debt service burden, the County may give preference to debt that carries a fixed interest rate.

Variable Rate Debt
The percentage of net variable rate debt outstanding (excluding (1) debt which has been converted to synthetic fixed rate debt and (2) an amount of debt considered to be naturally hedged to short-term assets in the Unreserved Fund Balance) shall not exceed 20% of the County's total outstanding debt and will take into consideration the amount and investment strategy of the County's operating cash.

The following circumstances may result in the consideration of issuing variable rate debt:

a) Asset-Liability Matching
b) Construction Period Funding
c) High Interest Rates. Interest rates are above historic averages.
d) Variable Revenue Stream. The revenue stream for repayment is variable, and is anticipated to move in the same direction as market-generated variable interest rates, or the dedication of revenues allows capacity for variability.
e) Adequate Safeguards Against Risk. Financing structure and budgetary safeguards are in place to prevent adverse impacts from interest rate shifts; such structures could include, but are not limited to, interest rate caps and short-term cash investments in the County's General Fund.
f) Financial Advisor Analysis. An analysis from the County's Financial Advisor evaluating and quantifying the risks and returns involved in the variable rate financing and recommending variable rate as the lowest cost option.
g) As a Component to Synthetic Fixed Rate Debt. Variable rate bonds may be used in conjunction with a financial strategy, which results in synthetic fixed rate debt. Prior to using synthetic fixed rate debt, the County shall certify that present value savings of at least 3% results from issuing synthetic fixed rate debt relative to traditional fixed rate debt.

Role of Debt

- Long-term debt **shall not** be used to finance current operations. Long-term debt may be used for capital purchases or construction identified through the capital improvement, regional development, transportation, or master process or plan. Short-term debt may be used for certain projects and equipment financing as well as for operational borrowing; however, the County will minimize the use of short-term cash flow borrowings by maintaining adequate working capital and close budget management.

- The final maturity will not exceed 25 years from issuance or the useful life of the assets purchased or built with the debt, whichever term is shorter.
- Debt issued for operating expenses must be repaid within the same fiscal year of issuance or incurrence.
- Any new use of interest rate derivatives must be approved by the CLB within 30 days of issuance

Refinancing Outstanding Debt:

- The County will refund debt when it is in the best financial interest of the County to do so, and the Mayor or his/her designee shall have the responsibility to analyze outstanding bond issues for refunding opportunities. The decision to refinance must be explicitly approved by the governing body, and all plans for current or advance refunding of debt must be in compliance with state laws and regulations.
- Debt Service Savings: Absent other compelling considerations such as the opportunity to eliminate onerous or restrictive covenants contained in existing debt documents, the County Mayor or his/her designee establishes a minimum present value savings threshold of 3.0% of the advanced refunded bond principal amount. The present value savings will be net of all costs related to the refinancing. If present value savings is less than 3.0%, the County Mayor or his/her designee may consider the option value captured as a percent of total savings. If the option value exceeds 70% and present value savings is less than 3.0%, the Finance Director may opt to complete a refunding. If the present value savings per maturity is at least 3.0% but less than 70% of the option value, the County Mayor or his/her designee may opt to complete a refunding. The decision to take savings on an upfront or deferred basis must be explicitly approved by the CLB. Current refunding opportunities will be considered by the County Mayor or his/her designee if the refunding generates positive present value savings.
- The County Mayor or his/her designee will consider the following issues when analyzing possible refunding opportunities:
    1. Onerous Restrictions – Debt may be refinanced to eliminate onerous or restrictive covenants contained in existing debt documents.
    2. Refinancing for Economic Purposes – The County will refund debt when it is in the best financial interest of the County to do so. Current and advance refunding opportunities may be considered if the refunding generates positive present value savings, or if it is necessary to lower the risk profile of the County. All refunding plans and the business case for change will be presented by the Mayor or his/her designee to County Commission, and the preliminary plan of refinancing shall be presented in a public meeting.

3. Term of Refunding Issues – The County will refund bonds within the term of the originally issued debt. In no case shall the County consider maturity extension unless the total debt obligations of the County are within this policy's stated target range, and extension is necessary to achieve an economically desired outcome (provided such extension is legally permissible.) The County may also consider shortening the term of the originally issued debt to realize greater savings and to move into the target range sooner than scheduled.
4. Escrow Structuring – The County shall utilize the least costly securities available in structuring refunding escrows. Under no circumstances shall an underwriter, agent or financial advisor sell escrow securities to the County from its own account.
5. Arbitrage – The County shall consult with persons familiar with the arbitrage rules to determine applicability, legal responsibility, and potential consequences associated with any refunding.

Approval of Debt: Bond anticipation notes, capital outlay notes, grant anticipation notes, and tax and revenue anticipation notes will be submitted to the State of Tennessee Comptroller's Office and approved by County Legislative Body prior to issuance or entering into the obligation. A plan for refunding debt issues will also be submitted to the Comptroller's Office prior to issuance. Capital or equipment leases may be entered into by the County Commission; however, details on the lease agreement will be forwarded to the Comptroller's Office on the specified form within 45 days.

Transparency

- The County shall comply with legal requirements for notice and for public meetings related to debt issuance.
- All notices shall be posted in the customary and required posting locations, including as required in local newspapers.
- The County Mayor or his/her designee shall present at a public meeting of the County Legislative Body the following aspects of the transaction
    - All costs, including principal, interest, issuance, continuing, and one-time
    - The terms and life of each debt issue
    - A debt service schedule outlining the rate of retirement for the principal amount
    - The specific source of payment for the resulting principal and interest costs. Examples of sufficient disclosure include increases in taxes or decreases in operating expenses to pay for the debt service without an increase to taxes or rates.

- Any costs and/or commissions paid in conjunction with the issuance of derivatives must be disclosed, identifying the payee as well as the payer, even if it is a third party pass through transaction.

<u>Methods of Issuance</u>
The Mayor or his/her designee will determine the method of issuance on a case-by-case basis.

Competitive Sale
In a competitive sale, the County's bonds shall be awarded to the bidder providing the lowest true interest cost as long as the bid adheres to the requirements set forth in the official notice of sale.

Negotiated Sale
While the County prefers the use of a competitive process, the County recognizes that some securities are best sold through negotiation. In its consideration of a negotiated sale, the County shall assess the following circumstances:

a) State prohibitions against negotiated sales,
b) A structure which may require a strong pre-marketing effort such as a complex transaction or a "story" bond,
c) Size of the issue which may limit the number of potential bidders,
d) Market volatility is such that the County would be better served by flexibility in timing a sale,
e) Whether the Bonds are issued as variable rate demand obligations,
f) Whether an idea or financing structure is a proprietary product of a single firm.
g) Private Placement - From time to time the County may elect to privately place its debt. Such placement shall only be considered if this method is demonstrated to result in a cost savings to the County relative to other methods of debt issuance.
h) Any negiotiated sale requires specific authorization by the CLB

Underwriter Selection (Negotiated Transaction)

Senior Manager Selection
The County Mayor or his/her designee shall select the senior manager for a proposed negotiated sale. The selection criteria shall include but not be limited to the following:

- The firm's ability and experience in managing complex transactions
- Prior knowledge and experience with the County
- The firm's willingness to risk capital and demonstration of such risk
- Quality and experience of personnel assigned to the County's engagement
- Financing ideas presented
- Underwriting fees

Co-Manager Selection

Co-managers will be selected on the same basis as the senior manager. In addition to their qualifications, co-managers appointed to specific transactions will be a function of transaction size and the necessity to ensure maximum distribution of the County's bonds.

Selling Groups
The County may use selling groups in certain transactions. To the extent that selling groups are used, the Finance Director at his or her discretion may make appointments to selling groups as the transaction dictates.

Underwriter's Counsel
In any negotiated sale of County debt in which legal counsel is required to represent the underwriter, the appointment will be made by the Senior Manager with input from the County.

Underwriter's Discount
The Finance Director will evaluate the proposed underwriter's discount against comparable issues in the market. If there are multiple underwriters in the transaction, the Finance Director will determine the allocation of fees with respect to the management fee, if any. The determination will be based upon participation in the structuring phase of the transaction.

All fees and allocation of the management fee will be determined prior to the sale date; a cap on management fee, expenses and underwriter's counsel will be established and communicated to all parties by the Finance Director. The senior manager shall submit an itemized list of expenses charged to members of the underwriting group. Any additional expenses must be substantiated.

Evaluation of Underwriter Performance
The Finance Director with assistance of an independent Financial Advisor will evaluate each bond sale after completion to assess the following: costs of issuance including underwriters' compensation, pricing of the bonds in terms of the overall interest cost and on a maturity-by-maturity basis, and the distribution of bonds and sales credits. Following each sale, the Finance Director shall provide a report to the County Commission on the results of the sale.

Syndicate Policies
For each negotiated transaction, the Finance Director will prepare syndicate policies that will describe the designation policies governing the upcoming sale. The Finance Director shall ensure receipt of each member's acknowledgement of the syndicate policies for the upcoming sale prior to the sale date.

Designation Policies

To encourage the pre-marketing efforts of each member of the underwriting team, orders for the County's bonds will be net designated, unless otherwise expressly stated. The County shall require the senior manager to:

a) Equitably allocate bonds to other managers and the selling group
b) Comply with Municipal Securities Rulemaking Board (MSRB) regulations governing the priority of orders and allocations
c) Within 10 working days after the sale date, submit to the Finance Director a detail of orders, allocations and other relevant information pertaining to the County's sale

Other Debt Guidelines going forward

- The status of total outstanding debt in regards to this policy must be reviewed and reported to County Legislative Body by the Mayor or his/her designee prior to the approval of debt for new projects.
- The County's total outstanding debt obligation will be monitored and reported annually to the County Legislative Body by the Mayor or his/her designee (as of June 30 fiscal close) no later than October 31 of each year. This report shall include all costs related to the repayment of debt, including liabilities for future years.
- As a rule, the County shall not backload, use balloon payments or other exotic formats to structure the repayment of capital projects. The County may utilize non-level debt methods, but in such circumstances the structure must be presented in a public meeting to determine that such use is justified and in the best interest of the County.
- The County has outstanding debt issued through a conduit issuer… the Blount County Public Building Authority. The County may continue to issue debt through conduit issuers, but in such circumstances the decision to do so must be presented in a public meeting to determine that such use is justified and in the best interest of the County.
- Records of all costs associated with the initial issuance or incurrence of debt shall be maintained and available for public inspection by contacting the Finance Director

Professional Services:

The County shall require all professionals engaged in the process of issuing debt to clearly disclose all compensation and consideration received related to services provided in the debt issuance process by both the County and the lender or conduit issuer, if any. This includes "soft" costs or compensations in lieu of direct payments.

- Counsel: The County shall enter into an engagement letter agreement with each lawyer or law firm representing the County in a debt transaction. (No engagement letter is required for any lawyer who is an employee of the County or lawyer or law firm which is under a general appointment or contract to serve as counsel to the County. The County does not need an engagement letter with counsel not representing the County, such as underwriters' counsel.)
- Financial Advisor: The County shall enter into a written agreement with each firm serving as financial advisor for debt management and transactions.
    - Whether in a competitive sale or negotiated sale, the financial advisor shall not be permitted to bid on, privately place or underwrite an issue for which they are or have been providing advisory services for the issuance or broker any other debt transactions for the County
- Underwriter: The County shall require the Underwriter to clearly identify itself in writing as an underwriter and not as a financial advisor from the earliest stages of its relationship with the County with respect to that issue. The Underwriter must clarify its primary role as a purchaser of securities in an arm's-length commercial transaction and that it has financial and other interests that differ from those of the Entity. The Underwriter in a publicly offered, negotiated sale shall be required to provide pricing information both as to interest rates and to takedown per maturity to the County Mayor or his/her designee in advance of the pricing of the debt.

Conflicts:

- Professionals involved in a debt transaction hired or compensated by the County shall be required to disclose to the County existing client and business relationships between and among the professionals to a transaction (including but not limited to financial advisor, bond counsel, trustee, paying agent, liquidity or credit enhancement provider, underwriter, and remarketing agent), as well as conduit issuers, sponsoring organizations and program administrators. This disclosure shall include that information reasonably sufficient to allow the County to appreciate the significance of the relationships.

- Professionals who become involved in the debt transaction as a result of a bid submitted in a widely and publicly advertised competitive sale conducted using an industry standard, electronic bidding platform are not subject to this disclosure. No disclosure is required that would violate any rule or regulation of professional conduct.

Compliance:
The County Mayor is responsible for ensuring compliance with this policy.

TCA References: TCA 9, Chapter 21 – Local Government Public Obligations Law