

Hancock County Board of Education

Monitoring: Review: Annually, in September	Descriptor Term: Debt Management	Descriptor Code: 2.202	Issued Date: 04/09/15
		Rescinds:	Issued:

1 Introduction

Debt management policies provide written guidance about the amount and type of debt issued by a state or local government, the issuance process, and the management of the debt portfolio.

Debt levels and their related annual costs are important long-term obligations that must be managed within available resources. An effective debt management policy provides guidelines for a government to manage its debt program in line with those resources.

1. Transparency

- The Entity shall comply with legal requirements for notice and for public meetings related to debt issuance. In the interest of transparency, all costs (including interest, issuance, continuing, and one-time) shall be disclosed to the citizens/members, governing body, and other stakeholders in a timely manner. Disclosure of costs will be made by notice on school district website.

2. Professionals

- The Entity 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 Entity and the lender or conduit issuer, if any. This includes "soft" costs or compensations in lieu of direct payments.
- Counsel (i): The Entity shall enter into an engagement letter agreement with each lawyer or law firm representing the Entity in a debt transaction.
- Financial Advisor (ii): If the Entity chooses to hire financial advisors, the Entity shall enter into a written agreement with each person or firm serving as financial advisor for debt management and transactions.

Whether in a competitive 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.
- Underwriter: If there is an underwriter, the Entity shall require the Underwriter to clearly identify itself in writing (e.g., in a response to a request for proposals or in promotional materials provided to an issuer) as an underwriter and not as a financial advisor from the earliest stages of its relationship with the Entity with respect to that issue. The Underwriter must clarify its primary role as a purchaser of securities in an arm's-length commercial

1 transaction and that it has financial and other interests that differ from those of the Entity. The
2 Underwriter in a publicly offered, negotiated sale shall be required to provide pricing
3 information both as to interest rates and to takedown per maturity to the governing body (or its
4 designated official) in advance of the pricing of the debt.

5 3. Conflicts

- 6 • Professionals involved in a debt transaction hired or compensated by the Entity shall be
7 required to disclose to the Entity existing client and business relationships between and among
8 the professionals to a transaction (including but not limited to financial advisor, swap advisor,
9 bond counsel, swap counsel, trustee, paying agent, underwriter, counterparty, and remarketing
10 agent), as well as conduit issuers, sponsoring organizations and program administrators. This
11 disclosure shall include that information reasonably sufficient to allow the Entity to appreciate
12 the significance of the relationships.

13
14 Professionals who become involved in the debt transaction as a result of a bid submitted in a
15 widely and publicly advertised competitive sale conducted using an industry standard,
16 electronic bidding platform are not subject to this disclosure. No disclosure is required that
17 would violate any rule or regulation of professional conduct.

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19 Note:

20 (i) The requirement for an engagement letter does not apply to any lawyer who is an employee of the Entity or any lawyer
21 or law firm under a general appointment as counsel to the Entity and not serving as bond counsel for the transaction.

22 If bond counsel for a debt transaction does not represent the Entity in that transaction, the Entity will enter into a fee
23 payment letter agreement with such lawyer or law firm specifying:

- 24 a. the party represented in the debt transaction; and
- 25 b. the Entity's obligation with respect to the payment of such lawyer or law firm's fees and expenses.

26 (ii) For new issues of debt which constitutes a "security" for which the Time of Formal Award (as defined in Rule G-
27 34(a)(ii)(C)(1)(a)) occurs after November 27, 2011, the Municipal Securities Rulemaking Board has prohibited broker,
28 dealer or municipal securities dealer serving as a financial advisor to an issuer for a particular issue from switching roles
29 and underwriting the same issue. Policies must be adjusted to comply with amended Rule G-23 as it applies to securities,
30 including exceptions to the prohibition.