



# CALIFORNIA MUNICIPAL FINANCE AUTHORITY

## BOND ISSUANCE POLICIES

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### **Section A: General Requirements Applicable to all Bond Financings**

1. Approval by the city, county or local agency hosting the proposed project as may be required under the Internal Revenue Code and the Joint Powers Agreement of the California Municipal Finance Authority (“CMFA”).
2. Indemnification with respect to the financing and the project provided by the applicant to CMFA in the appropriate financing documents.
3. Indemnification with respect to the issuance and sale of bonds provided by the underwriter to CMFA in the bond purchase contract.
4. CMFA’s financial advisor shall conduct a review of the financing structure and the associated public benefits.
5. CMFA’s bond counsel shall conduct a legal review of the financing documents.
6. The offering material or disclosure document shall contain language to the effect that the CMFA will take no responsibility for the disclosures contained therein (except for information under the sections titled “THE AUTHORITY” and “LITIGATION” to the extent such information pertains to CMFA);
7. For certain financings as may be determined by CMFA and its counsel, the applicant shall have its counsel deliver a 10b-5 opinion at closing. The contents of such opinion shall be to the satisfaction of CMFA and its counsel
8. CMFA, its bond counsel and financial advisor shall have the discretion to select and determine the finance team participants with respect to each transaction.

### **Section B: Requirements Applicable to Bond Financings Rated “A” or Better**

1. All requirements listed in Section A.
2. Bonds may be issued and sold through a public offering, private placement or limited public offering with appropriate disclosure or offering materials.
3. Bonds may be issued in \$5,000 or such other denominations at the discretion of the applicant and approved by the CMFA.

**Section C: Requirements Applicable to Bond Financings Rated “BBB” through “A-”**

1. All requirements listed in Section A.
2. Bonds may be privately placed with purchasers that are “Approved Institutional Buyers,” defined as: (1) a “qualified institutional buyer” as defined in Rule 144A promulgated under the Securities Act of 1933, as in effect on the date hereof (the “Securities Act”); (2) an “accredited investor” as defined in Sections 501(a)(1) through (3) of Regulation D promulgated under the Securities Act; (3) an entity that is directly or indirectly wholly owned or controlled by the purchaser/bondholder representative (being a financial institution described in (1) above); (4) an entity all of the investors in which are described in (1), (2) or (3) above; or (5) a custodian or trustee for a party described in (1), (2) or (3) above.
3. The offering material or disclosure document shall prominently indicate on the cover that bonds can only be sold to Approved Institutional Buyers.
4. The face of each bond shall contain a legend stating to the effect that such Bond can only be sold to Approved Institutional Buyers.
5. The bond documents shall contain provisions that restrict the ability to transfer the Bonds to only Approved Institutional Buyers.
6. Bonds may be issued and sold through a private placement or limited public offering with appropriate disclosure or offering materials.
7. Bonds shall be sold in denominations of \$100,000 or greater at the discretion of the Board of Directors of CMFA (the “Board”).
8. Bonds may be delivered in book-entry form or in physical form as approved by and at the discretion of the Board.

**Section D: Requirements Applicable to Bond Financings Rated Below “BBB” or Unrated**

1. All requirements of Section C except that;
2. Bonds shall be sold in denominations of \$250,000 or greater at the discretion of the Board, however,
3. Bonds may be sold in denominations of \$100,000 or greater at the discretion of the Board if all initial and subsequent purchasers (which may or may not be “Approved Institutional Buyers”) execute a “traveling” sophisticated investor letter in form acceptable to the Board.

**Disclaimer:** Requirements for all bond financings are subject to the discretion of the CMFA’s Board and may be adjusted based on factors relating to the underlying transaction. The CMFA Board may from time to time review and approve modifications to its Bond Issuance Policies. In the event of any such modification, this website will be updated as soon as practicable thereafter.