



Finance and Capital Committee

Action Item III-A

February 13, 2020

**Consideration and Approval of WMATA Debt
Management Policy**

Washington Metropolitan Area Transit Authority
Board Action/Information Summary

☐ Action ☒ Information

MEAD Number:
202143

Resolution:
☒ Yes ☐ No

TITLE:

WMATA Debt Management Policy

PRESENTATION SUMMARY:

Management will review the highlights of the proposed debt management policy and seek approval in compliance with State of Maryland's dedicated funding agreement requirement.

PURPOSE:

Request Board approval of WMATA's proposed debt management policy

DESCRIPTION:

Key Highlights:

- Debt management policies guide the debt issuance practices of state or local governments and municipal organizations
- WMATA's Dedicated Funding Agreements with Maryland, executed September 26, 2019 required WMATA establish a debt policy
- The goal of the WMATA debt management policy is to attain a balance between minimizing borrowing cost and maximizing financial flexibility

Background and History:

Debt management policies are written guidelines, allowances, and restrictions that guide the debt issuance practices of state or local governments and municipal organizations. Adherence to a debt management policy signals to rating agencies and the capital markets that a governmental body is well managed and therefore is likely to meet its debt obligations in a timely manner.

WMATA executed Dedicated Funding Agreements with Virginia, May 1, 2019 and Maryland, September 26, 2019 and soon with the District of Columbia in February 2020. The agreement with Maryland requires that WMATA establish a debt policy to be reviewed and approved by the Board of Directors, annually.

Staff is responsible for managing, implementing and reviewing the policy guidelines in addition to monitoring debt capacity and how additional debt issues will impact future bonding capacity.

Discussion:

Staff researched peer transit and local jurisdiction debt policies and identified best practices to develop WMATA's proposed Debt Management Policy. The proposed policy defines WMATA's debt management guidelines and goals for the use of debt instruments for financing the Authority's capital plan.

Per the proposed policy, WMATA may use a mix of pay-as-you-go and debt to finance WMATA's capital projects and other financial needs, which will guide the duration and type of debt used. WMATA may issue short-term debt and use Lines of Credit not used for credit enhancement for interim funding of the approved Capital Improvement Program or to ameliorate the impact of any shortfall in the Operating Budget.

Debt issuances, when logical, are permitted to be marketed and labeled as "green", "sustainable", or "Environmental, Social & Governance (ESG)" investment opportunities to potential investors. WMATA will leverage this marketing advantage to lower its cost of funds and/or grow and to diversify its investors base.

The General Manager & Chief Executive Officer, or designee, may choose among the following three bond sale methods: negotiated, competitive or private placement. WMATA will strive for diversity and provide opportunity for DBE firms, veteran-owned, minority-owned and women-owned firms to participate as a member of each underwriting team. WMATA will invest the sale proceeds of its bonds in accordance with the provisions of the WMATA Compact and the IRS Code. WMATA will invest bond proceeds in a manner which allows proceeds to be available when needed.

WMATA has a preference for issuing tax-exempt debt to take advantage of the interest costs savings compared to issuing taxable debt but may issue taxable debt if advantageous. Interest rate swaps and options (Swaps or Derivatives) are appropriate management tools that can assist WMATA to meet important financial objectives. Properly used, these instruments can help WMATA increase its financial flexibility, provide opportunities for interest rate savings or enhanced investment yields, and help WMATA reduce its interest rate risk through more effective matching of assets and liabilities.

The goal of the WMATA debt management policy ratings strategy is to achieve the best economic situation for the Authority by attaining a balance between minimizing borrowing cost and maximizing financial flexibility. In addition to managing, implementing and reviewing WMATA's Debt Management Policy, staff will monitor debt capacity and analyze how additional debt issues will impact future bonding capacity.

FUNDING IMPACT:

No funding impact	
Project Manager:	Robert Haas
Project Department/Office:	CFO/TRES

TIMELINE:

Previous Actions	Staff performed due diligence on peer mass transit debt policies and local jurisdiction debt policies to align best practices in creating the proposed debt policy
Anticipated actions after presentation	Implement debt management policy

RECOMMENDATION:

Approval of WMATA's Debt Management Policy

Policy Comparison with Region

Jurisdiction	District of Columbia	State of Maryland	Montgomery County	Prince George's County	Commonwealth of Virginia	Arlington County	Fairfax County	WMATA
Credit Rating/Goals	Achieve highest rating	Lower long-term cost of capital. Maintain AAA rating	Maintain AAA on GO credit	Maintain Highest Rating	N/A	N/A		Highest rating at lowest cost of capital and maximum flexibility
Use of Debt	CIP and refunding	CIP and refunding	CIP and refunding	CIP and refunding	CIP and refunding	CIP and refunding	CIP and refunding	CIP and refunding
Debt Capacity	12% ADS to total adj. General Fund expend.	Not specified in the policy	ADS at 10% of total General Fund. Debt level at 1.5% of taxable real property market value. Repayment at 60-75% range during any 10-year period	Ratio of debt service to county source revenue to not exceed 8%	25% of amount equal to 1.15 times the average annual tax revenues	DS to general expenditures at no more than 10% within 10y. 3% debt to market value. 6% debt to income.	3% debt to market value. DS to general expenditures at no more than 10% or up to \$300m of GO bonds/Yr or \$1.5B/5yr (excluding refunding)	Not specified in the policy, each issuance subject to Board Approval
Variable Rate Bonds	Yes, up to 20%	At issuance par of unhedged is no more than 15% of the outstanding GO debt	Not Stated in Policy	At issuance par of unhedged is no more than 20% of the outstanding GO debt	Not Stated in Policy	Yes, up to 20%	Authorized but limits not stated	Yes, up to 20% of its outstanding long-term debt
Short-term borrowing	TRANS. BAN and CP, which can be redeemed with bond proceeds	Up to \$100M, but BANs or other products haven't been utilized. Banks should be rated no less than A-1 for LOC.	CP and BAN	BANS, GANS, TANS, and CP	Not Stated in Policy	Not Stated in Policy	Not Stated in Policy	Short-term bonds/notes with less than 2 years maturity
Method of Sale	Negotiated/ Competitive/ Private	Mostly competitive	Mostly competitive	Mostly competitive	Not Stated in Policy	Not Stated in Policy	Not Stated in Policy	Negotiated/ Competitive/ Private
Credit Enhancements	Not required at current rating, but insurance can be considered	Not required at AAA rating, but insurance can be considered	N/A	Not required at AAA rating, but insurance can be considered	Not Stated in Policy	N/A	N/A	LOC or Surety Bond
Maturity	Tied to the economic life of financed projects/assets. Typically, no longer than 25 years	Limited to 15 year maturity	Usually 20-y series	30 year limit	Tied to the economic life of financed projects/assets	Tied to economic life of asset (generally 20 years)	Tied to the economic life of financed projects/assets	Tied to the economic life of financed projects/assets (Not to exceed 50 years)

Debt Management Policy

Finance and Capital Committee

February 13, 2020



Purpose

Provide an overview and request approval of WMATA's proposed Debt Management Policy

Background

- Region established dedicated revenues to support WMATA's capital investments in FY2020
- Annual Board review and approval of debt management policy required by State of Maryland dedicated funding agreement
- Debt management policy establishes goals and guidelines for financing the capital plan using dedicated revenues
- Leverages mass transit and local jurisdiction best practices in accordance with the provisions of the WMATA Compact and the IRS Code

Use and Approach

- Allows Pay-As-You-Go and debt financing of capital projects; with type and duration determined by underlying asset
- Strong preference for tax-exempt debt to take advantage of the interest costs savings, but may issue taxable debt if advantageous
- Requires active monitoring of debt utilization for efficiency and bonding capacity
- Encourages financial flexibility, interest cost savings and assets and liabilities matching with lines of credit, interest rate swaps and options

Sale, Sustainability, and Ratings Strategy

- Allows negotiated, competitive or private placement methods to access capital markets
- Credit ratings strategy will maximize financial flexibility and minimize borrowing cost
- Leverages Environmental, Social and Governance or “green” bond opportunities to lower cost of funds
- Strives for diversity and opportunity for DBE, veteran-owned, minority-owned and women-owned firms with each transaction

Consistent with Regional Policies

- Utilizes long-term debt for long-life capital assets in support of system safety and state of good repairs
- Maintains balance and flexibility for duration, market and interest rate volatility
- Permits credit enhancement including Insurance, Surety Bond, Line of Credit and Debt Service Reserve to reduce cost
- Board review and approval of each debt issuance to ensure authority's ability to meet its financial obligations

Recommendation

Approval of WMATA's Debt Management Policy

SUBJECT: DEBT MANAGEMENT POLICY

RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

WHEREAS, WMATA's Dedicated Capital Funding Agreement with Maryland requires the Board to adopt a formal debt management policy and then review and adopt that policy annually; and

WHEREAS, Staff has prepared the attached debt management policy for Board consideration;

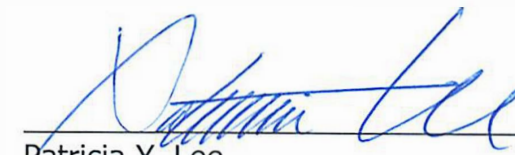
NOW, THEREFORE, be it

RESOLVED, That the Board adopts the Debt Management Policy in Attachment A; and be it further

RESOLVED, That the General Manager and Chief Executive Officer shall bring the Debt Management Policy with any recommended changes back to the Board for review and approval annually; and be it finally

RESOLVED, That this Resolution shall be effective 30 days after adoption in accordance with § 8(b) of the WMATA Compact.

Reviewed as to form and legal sufficiency,



Patricia Y. Lee
General Counsel

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

Debt Management Policy Guidelines

February 2020

I. Introduction

Section 101. Purpose

These Debt Management Policy Guidelines (the “Policy Guidelines”) document the Washington Metropolitan Area Transit Authority’s (“WMATA” or the “Authority”) goals for the use of debt instruments and provides guidelines for the use of debt for financing the Authority’s infrastructure and capital projects. The Authority’s overall guiding principles in issuing debt is to (a) identify transactions that utilize debt in the most efficient manner, (b) make timely debt service payments, and (c) achieve the lowest possible cost of capital and maintain high credit ratings and access to the capital markets.

Section 102. Authority, Scope and Review

WMATA is an interstate compact agency, and an agency and instrumentality of the District of Columbia, State of Maryland, and Commonwealth of Virginia. WMATA’s continuing power to issue revenue bonds is set forth in Article IX of the Compact. Notwithstanding any provision of these Guidelines to the contrary, all debt obligations of WMATA will comply with the requirements of the Compact as well as all other applicable laws, regulations and Board Resolutions.

These Policy Guidelines will be reviewed annually by the WMATA Board of Directors (the “Board”) and any changes to the Policy Guidelines must be presented to and approved by the Board.

Section 103. Administration of Policy Guidelines

Both the Executive Vice President and Chief Financial Officer and the Vice President and Treasurer will be responsible for managing, implementing and reviewing the Policy Guidelines and recommending appropriate debt offerings to the General Manager and Chief Executive Officer from time to time.

Section 104. General Best Interest of Authority

The General Manager and Chief Executive Officer will bring to the Board for approval prior to closing, any deviations from the Policy Guidelines that may be appropriate to address 1) changing financial goals, 2) emerging financial products/debt structures and 3) unique market opportunities.

II. General Debt Issuance Policies

Section 201. Use of Debt

WMATA will issue bonds for the sole purpose of financing the Authority’s Capital Improvement Program (CIP). Bond proceeds will not be used for ongoing operating needs except as provided for in this section.

WMATA may use a mix of pay-as-you-go and debt to finance capital projects and other short and long-term financial needs of the Authority. The financing purpose will guide the type of debt WMATA uses, which may include:

Long-Term Debt: Long-term bonds/notes (instruments with a maturity of more than two years are preferred for financing essential capital activities including the acquisition, construction and rehabilitation of major capital assets or to fund other special programs, such as self-insurance and unfunded pension liability programs. As required under Compact § 33, Long-Term Debt may not be issued with a maturity exceeding fifty (50) years. Debt will be issued for a duration matched to the overall economic life of the CIP projects financed.

Short-Term Debt: WMATA may use short-term bonds/notes (instruments with a maturity of two years or less) as a cash management tool to provide interim financing for capital financing activities, to bridge temporary cash flow deficits within a fiscal year, and/or to reduce interest rate costs. Short-term debt obligations may include commercial paper, grant anticipation notes, working cash notes, variable rate bonds, bond anticipation notes, lines of credit as well as any other appropriate instruments.

Variable Rate Debt: In addition to fixed rate debt, WMATA may issue bonds/notes with a variable interest rate to 1) diversify its debt portfolio, 2) reduce interest costs, 3) improve its match of assets to liabilities, 4) provide budgetary relief or 5) allow grant funding flexibility to accommodate changes in debt service levels. The aggregate amount of WMATA's outstanding unhedged long-term variable rate debt, however, is not authorized to exceed 20% of its outstanding long-term debt.

Direct Borrowing: Where direct borrowing/lending (such as TIFIA loans) would prove more economically beneficial, WMATA will consider direct loan obligations. However, WMATA will only proceed with a direct loan transaction if the transaction creates tangible benefits of greater value to WMATA than the burden of additional costs and administrative requirements of such direct borrowing.

Bond Premium: Bonds can be sold at par or as premium bonds or discount bonds. If bonds are sold with a premium, the premium shall be deposited to a Cost of Issuance Account to pay bond issuance costs, and, if applicable, any residual premium will be transferred to a Capitalized Interest Account to pay any capitalized debt service on the bonds; and, any further residual premium will be deposited into the Capital Projects Account specific to that bond issue.

When issuing Gross Revenue Bonds, WMATA will attempt to "right-size" the issue so as to minimize any excess premium derived after covering 1) bond issuance costs; 2) and capitalized debt service, if any. Any remaining premium will be deposited to the project fund to satisfy the CIP Project Fund requirement.

Section 202. Financing Purposes

The Authority may issue debt for either new money or refunding purposes.

New Money Bonds: New money bonds may be issued to provide additional funding for essential capital activities or other activities suitable for bond financing, as detailed under Use of Debt.

Refunding Bonds: WMATA may issue refunding bonds to achieve debt service savings on its outstanding bonds by redeeming high interest rate debt with lower interest rate debt. WMATA

may structure the savings from these bonds on a uniform, proportionate or accelerated basis depending on the Authority's financing goals. When refunding outstanding bonds, the Authority will generally seek a per bond net present value savings guideline of 3% based on market conditions. Refundings with lower savings rate may be appropriate to maximize overall financial objectives. Notwithstanding the above, the 3% savings guideline will not apply for bonds with a call date between one and three years from their stated maturity, or for small principal maturities.

In certain instances, it may be advantageous for WMATA to issue refunding bonds that do not produce positive economic savings but serve to restructure debt or retire a bond issue in order to remove undesirable bond covenants. Prior to issuing such refunding bonds, WMATA will evaluate the benefits (both intangible and tangible) as well as the economic costs for approval by the Board.

Section 203. Issuance Processes

There are three basic processes for the issuance of long-term bonds:

- **Jurisdictional Capital Contribution Debt.** This form of debt may be issued using the process contained in the applicable Capital Funding Agreement which may provide for an opt-in option for the funding jurisdictions and formal agreement by the opting-in jurisdictions to fund that debt service. The security for these bonds will be WMATA's Gross Revenues as defined in the applicable bond resolution.
- **Dedicated Funding Debt.** This form of debt may be issued with the approval of the Board without any jurisdictional input. The security for these bonds shall be the Dedicated Funding contributions received from the District of Columbia, the State of Maryland, and the Commonwealth of Virginia pursuant to the following legislative enactments: (a) from the District of Columbia under D.C. Official Code § 1-325.401 or any successor statute, as the same may be amended from time to time in the future; (b) from the State of Maryland under Md. Transportation Code Ann. § 10-205(g) or any successor statute, as the same may be amended from time to time; and (c) from the Commonwealth of Virginia under the Va. Code §33.2-3401.B or any successor statute, as the same may be amended from time to time. Dedicated Funding shall also include funds paid by any of the District of Columbia, the State of Maryland, the Commonwealth of Virginia or any other Participating Jurisdiction in-lieu-of such amounts.
- **Debt Secured by Other Revenue Sources.** WMATA may issue debt secured by other sources of revenue not described above. The approval of the Board is the only approval necessary unless the source of revenue is from one or more of the local funding jurisdictions; in which case, those jurisdictions will have the same rights as under Jurisdictional Capital Contribution Debt.

Section 204. Combination of Security for Bonds

WMATA may issue bonds with one or more types of security provided that the issuance requirements and process for each type of security is met.

Section 205. Borrowing Capacity

In addition to complying with the financial covenants for outstanding Gross Revenue Transit Bonds authorized under the 2003 Gross Revenue Bond Resolution (2003-53) and subsequent supplemental resolutions and other applicable bond resolutions, the Authority will manage its debt to ensure sufficient revenues are available to meet its obligations under its various liens. WMATA will monitor debt capacity and analyze impact of additional debt on the Authority's short- and long-term debt capacity. Any debt cap will be based on the overall needs of the Authority and the Debt Service Coverage requirements contained in any applicable bond resolution.

Senior and Junior Liens for each revenue source will be utilized in a manner that maximizes critical constraints, including cost and capacity, thus allowing for the most beneficial use of the revenue for the most efficient security structure. Prior to each lien, the Authority's Board will approve a maximum annual debt service (MADS ratio of pledged revenue divided by annual debt service) or other debt service coverage requirement necessary to satisfy the constraints.

Section 206. Use of Short-Term Debt

Short-Term Debt may be issued by WMATA. Lines of Credit not used for credit enhancement may be used for interim funding of the approved capital program or to ameliorate the impact of any shortfall in the Operating budget. When used in the capital program, the costs of such usage shall be charged to the applicable capital program or project. When a Line of Credit is used to ameliorate the impact of any shortfall in the Operating budget, the costs of such usage, including interest, shall be paid solely out of the Operating budget and charged to the jurisdiction or jurisdictions causing the need to use the Line of Credit or charged pursuant to the applicable subsidy formula when the use of the Line of Credit is from a non-jurisdictional requirement but never from any capital funds.

All forms of Short-Term Debt must be approved by the Board of Directors before closing; except that Lines of Credit meeting the following parameters may be issued without further Board action:

- Aggregate amount not to exceed \$350 million unless prior Board approval is received;
- The interest rate shall not exceed the then-current one-month LIBOR (or any generally accepted substitute for LIBOR) plus an annual rate of 1.75%;
- Have a term which is less than one year;
- Fees and transaction costs paid by WMATA on a Line of Credit may include the fee types and transaction costs contained in the existing Line of Credit program in effect upon passage of this policy and additional fee types and transaction costs (and each in amounts) which are reasonable and customary for the industry at the time of entering into a new or renewed Line of Credit; and
- If financial institution indemnification is required as a condition of the Line of Credit, such indemnification shall have already been granted by the Board of Directors.

Section 207. Credit Ratings

WMATA's credit ratings goal is to achieve the best economic benefit from the Authority's debt issuances by attaining appropriate balance between minimizing borrowing cost and maximizing financial flexibility and result.

For existing bond programs, WMATA will attempt to maintain or improve current credit ratings without adversely affecting levels of debt that may be issued for any particular program. For new bond issuances, WMATA will generally seek investment grade ratings from at least two Nationally Recognized Statistical Rating Organizations. However, WMATA acknowledges that as market conditions and financing needs evolve, so should the Authority's credit ratings strategy. WMATA may accept a lower rating (and thus incur a modest financing cost differential) in order to gain flexibility needed to effect significant policy initiatives. The Authority will periodically review its credit rating strategy to see if market or capital plan developments warrant a revision in WMATA's approach to its ratings.

WMATA will strive to communicate regularly with rating agencies. As requested, the Authority will provide information to rating agencies, arrange regular conference calls to update rating analysts on significant financial developments and communicate with rating agencies prior to each WMATA public bond offering.

Section 208. Subordinate Liens

WMATA may determine that for some of its revenue sources it may be advantageous to issue subordinate lien debt. However, WMATA will only proceed with subordinate lien debt if the transaction creates tangible benefits to WMATA and is approved by the Board.

Section 209. Tax Status

WMATA has a preference for issuing debt on a tax-exempt basis to take advantage of interest costs savings compared to issuing taxable debt. However, WMATA may issue debt on a taxable or tax-exempt basis.

Section 210. Credit Enhancement

WMATA may secure credit enhancement for all or a portion of each bond issue. Credit enhancement may include municipal bond insurance or a letter/line of credit (which shall not be covered by Section 206 of this Debt Policy). The Executive Vice President and Chief Financial Officer or designees shall recommend use of credit enhancement considering such factors as economic benefit of the enhancement, and future secondary market trading conditions. WMATA will not secure credit enhancement unless the premium cost is less than the present value of the projected interest savings or if such credit enhancement improves capital market access and/or facilitates liquidity in the secondary market for the securities. For municipal bond insurance, or other forms of credit enhancement which are paid for with an upfront premium, WMATA will analyze the economic benefit both to the maturity of the bonds and to the first optional redemption date.

WMATA may also fund a debt service reserve fund to enhance the marketability of its bonds.

For bond issues that require a debt service reserve fund, WMATA may purchase a surety bond policy or letter of credit to satisfy the reserve fund requirement in lieu of funding.

III. Sustainability and Environmental, Social and Governance (ESG) Debt

As a mass transit system, WMATA promotes low carbon emissions and an environmentally friendly “green” platform encompassing its operations and infrastructure. The Authority’s debt collateral attracts investors who want to contribute to its sustainable business model and may have mandates to invest in a socially responsible manner.

WMATA is under no obligation to certify “green” for any debt issuance or as a compliance requirement and can solely rely on its energy efficient asset base of environmentally friendly collateral as qualifying its debt as “green” and socially responsible.

As investors continue to pursue “impact” investments and WMATA fulfills that socially responsible objective with programs such as Metro Access, fares for low-income and disabled customers, subsidized student fare programs, and outreach programs to the low income and non-banked community, WMATA’s investor relations when appropriate will emphasize its positive impact in the community to broaden the Authority’s investor base and highlight the Authority’s federal mandate to serve lower income customers.

Debt issuances, when logical, are permitted to be marketed and labeled as “green”, “sustainable”, or “ESG” investment opportunities to potential investors. WMATA will leverage this marketing advantage to lower its cost of funds and/or to diversify investors when possible as the ESG market continues to grow worldwide.

IV. Method of Sale and Use of Professionals

Section 401. Method of Bond Sale

The General Manager & Chief Executive Officer or his designee may choose between the following three different bond sale methods: negotiated, competitive and private placement.

Factors which may be considered when determining the most efficient bond sale method include:

• Bond market conditions	• Bond structure	• Market timing
• Credit demand	• Credit acceptance	• Credit ratings
• Use of proceeds	• Bond size	• Financing complexity
• Desire to negotiate bond covenants	• Credit enhancement participation	• Credit Complexity

Section 402. Selection of Bond Financing Professionals

Bond Financial Advisory Professionals including firms that provide financial advisory and underwriting services to WMATA in connection with the issuance of debt shall be selected on

a competitive basis to create pools of qualified vendors. The Executive Vice President and Chief Financial Officer or his designee have been delegated the authority to select Bond Financial Advisory professionals. The Authority will strive for diversity and provide opportunity for DBE firms, veteran owned, and other minority and women-owned firms as part of each underwriting team.

WMATA will select and retain at all times one or more independent registered municipal advisors (IRMAs) to review financing ideas provided to the Authority by Bond Underwriting Professionals. Further, concurrently with the planning for a debt issue, WMATA shall obtain the services of Bond Financial Advisory Professionals and, as needed, Bond Underwriting Professionals.

In addition to the above, WMATA may periodically solicit separately for specialized services, including short-term lending products, based on the financial needs of the Authority and market factors at the time of the solicitation. As the market for financial institution offering short-term lending products to governments evolve, WMATA may solicit bids for short-term borrowing programs from firms meeting the Compact requirements and whom the Authority deems viable at the time of the financing.

WMATA requires its Bond Financial Advisory Professionals to provide services in accordance with all currently applicable Municipal Securities Rulemaking Board (MSRB) rules and any subsequent MSRB rulings or requirements.

V. Derivatives

Section 501. General Policy

Interest rate swaps and options (Swaps or Derivatives) are appropriate management tools that can assist WMATA to meet important financial objectives. Properly used, these instruments can help WMATA increase its financial flexibility, provide opportunities for interest rate savings, enhanced investment yields, or reduce interest rate risk through more effective matching of assets and liabilities. Derivatives for commodities used by WMATA also provide opportunities for financial benefit. The Executive Vice President and Chief Financial Officer or his designee must determine if the use of any Swap or hedging instrument is appropriate and warranted given the potential benefit, risks, and objectives of the Authority.

- WMATA may consider the use of a derivatives if it achieves one or more of the following objectives:
 - Provides specific risk mitigation not otherwise available;
 - Produces greater than expected interest rate savings or incremental yield over other market alternatives;
 - Results in improved capital structure or better asset/liability match.
- WMATA will not use derivative products that are speculative or create extraordinary leverage or risk; lack adequate liquidity; provide insufficient price transparency; or as investments.

WMATA will only do business with A+ or higher rated counterparties or counterparties whose obligations are supported by A+ or higher rated parties.

Section 502. Interest Rate Derivative Policy

Financial transactions using Swaps or other derivative products used in lieu of a fixed rate debt issue should generate greater projected savings than the typical structure used by WMATA for fixed rate debt.

- WMATA will limit the total notional value of interest rate derivatives to an amount not to exceed twenty percent of total outstanding fixed rate debt and 100% of variable rate debt.

Section 503. Commodity Derivative Policy

WMATA is authorized to hedge or execute contracts for diesel fuel, electricity, CNG, carbon credits, and other commodities (excluding financial derivatives discussed above) that have a direct business relationship to WMATA's operations but not to exceed 95% of the expected use of the commodity to provide budget stability.

VI. Disclosure

WMATA will periodically review the requirements of the MSRB and the recommendations of the Government Finance Officers Association ("GFOA") including the GFOA recommendation that financial statements be prepared and presented according to generally accepted accounting principles.

The Authority will also comply with Rule 15c2-12 by filing its annual financial statements and other financial and operating data on the Electronic Municipal Market Access (EMMA) repository for the benefit of its bondholders within the timeframe required under each financing. WMATA will make its financial statements, annual budget and official statements available on its investor relations website. The Vice President and Treasurer will comply with all SEC requirements for disclosure by providing annual financial information and notices of material events as outlined in the Continuing Disclosure Agreement executed for each series of bonds.

VII. Post Issuance Considerations

Section 701. General Compliance Requirements

WMATA will comply with all debt covenants and comply with all post issuance tax requirements as detailed in the individual tax compliance certificate executed in connection with each bond or note sale. Specifically, WMATA will comply with Federal tax law to establish and maintain the exclusion from gross income tax on the Authority's bonds. WMATA will particularly focus on arbitrage requirements and will evaluate and ensure compliance with all applicable tax law during the debt issuance process, and on an ongoing basis thereafter, monitoring the Authority's debt portfolio in light of regulatory changes and case law, including arbitrage rules, including the Authority's arbitrage rebate position and any attendant rebate liability, as defined in § 148 of the Tax Code.

Section 702. Investment of Bond Proceeds

WMATA will invest the sale proceeds of its bonds in accordance with the provisions of the WMATA Compact and the Internal Revenue Code. WMATA will invest bond proceeds in a manner that allows proceeds to be available when needed.

Section 703. Trustee Relationships and Monitoring of Trustee Activities

The Vice President and Treasurer is responsible for monitoring trustee activities made on behalf of WMATA on a quarterly basis.

PROPOSED