



## ADMINISTRATIVE REPORT

Report Date: June 26, 2013  
Contact: Greg Merchant  
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RTS No.: 10202  
VanRIMS No.: 08-2000-20  
Meeting Date: July 9, 2013

TO: Vancouver City Council  
FROM: Director of Finance  
SUBJECT: Debenture Program - 2013

### **RECOMMENDATION**

A. THAT Council authorize the issuance of up to \$110 million City of Vancouver debentures, utilizing borrowing authorities approved as part of the 2011 and 2012 Capital Budgets and through special approvals as follows:

• Waterworks	\$ 13,000,000
• Sewers & Drainage	\$ 38,000,000
• Public Works	\$ 24,000,000
• Parks & Recreation	\$ 25,500,000
• Public Safety & Civic Facilities	\$ 8,500,000
• Neighborhood Energy Utility System	\$ 1,000,000
	<u>\$ 110,000,000</u>

B. THAT, until the borrowing authorities established pursuant to Recommendation A are exercised, the Director of Finance, in consultation with the Mayor, the Chair of the City Finance and Services Committee, and the City Manager, or a majority of them, be empowered to act and instruct the City's Fiscal Agent to proceed with the issuance of the debentures, and to set the interest rate, price, and other terms and conditions on which the debentures will be issued by the City.

It should be noted that once the Director of Finance instructs the Fiscal Agent to offer the debentures in the public market, Council will be required to enact the appropriate borrowing by-law to authorize issuance of the debentures.

- C. THAT the split between Plebiscite-approved and Council-approved borrowing authorities approved in the 2012 Capital Budget be corrected to the following:
- Plebiscite-approved borrowing authority \$60.8 million;
  - Council-approved borrowing authority \$34.2 million,

in accordance with the detailed project funding approved by council with no change to the total 2012 Capital Budget borrowing authority of \$95.0 million.

### ***REPORT SUMMARY***

The purpose of this report is to seek Council's authorization for the Director of Finance to issue up to \$110 million City of Vancouver debentures to finance the City's capital expenditure program.

The borrowing authorities as outlined in this report are established from the 2009-2011 and 2012-2014 Capital Plans through Council and electorate approval and the requirement for debenture funding approved by Council as part of the 2011, and 2012 Capital Budgets. Funding for the debt servicing charges (principal and interest) arising from the proposed borrowing is provided in the 2013 Operating and Utility Budgets. As the final step in the process, the Director of Finance is seeking authority to exercise these authorities to finance the capital expenditure program.

This report also seeks Council approval to correct a typographical error in the borrowing authority amounts in Recommendation A in the 2012 Capital Budget, RTS 9454, approved February 14, 2012.

### ***COUNCIL AUTHORITY/PREVIOUS DECISIONS***

It has been Council practice to fund capital expenditures for the waterworks, sewerage & drainage and energy utility systems from debenture borrowing; and to fund the balance of capital expenditures from a combination of debenture borrowing, direct contribution from the annual Operating Budget (Capital from Revenue), Development Cost Levies and Community Amenity Contributions from developers, special-purpose reserves, internal loans, fees and levies collected from property owners, and contributions from senior governments and other funding partners.

Section 242 of the *Vancouver Charter* gives Council the authority to borrow funds for the construction, installation, maintenance, replacement, repair and regulation of waterworks, sewerage & drainage and energy utility systems without the assent of the electorate. Section 245 requires that the borrowing authority for all other purposes be established through the electorate's approval of a borrowing plebiscite.

The requirement to borrow funds to finance capital expenditures is established by Council at the time of the approval of the annual capital budget and through special approvals. Borrowed funds are generally paid back over 10 years to ensure that a systematic borrowing program can be administered, that outstanding debt does not accumulate to unacceptable levels and that annual debt servicing charges (principal and interest) are maintained at a level that does not put undue pressure on the operating budget.

Section 247 A of the *Vancouver Charter* requires that full provision of annual debt servicing charges (principal and interest) be made in the annual operating budget. This ensures that debenture holders are paid the interest component at the prescribed rate and time and that sufficient funding is available to retire the obligation at maturity.

As a pre-condition to an external debenture issue, Council authorizes the Director of Finance to set the interest rate, price and other terms and conditions on which the debentures will be issued, including the power to instruct the City's Fiscal Agent to proceed with the issue. In doing so, Council commits itself to follow through with the debenture issue and enact the appropriate borrowing by-law after the debentures are sold.

### ***CITY MANAGER'S/GENERAL MANAGER'S COMMENTS***

The City Manager RECOMMENDS approval of the foregoing.

### ***REPORT***

#### ***Background/Context***

The City is the only municipality in British Columbia that manages its own borrowing program outside of the Municipal Finance Authority of British Columbia (MFABC). Pursuant to Council's authority as stipulated in the *Vancouver Charter*, the City borrows in its own name and manages its debenture portfolio with full autonomy over the timing, amounts, and terms and conditions of the debenture issues, and management of the sinking funds accumulated against City of Vancouver debentures.

The City's credit ratings continue to be among the best municipal ratings in Canada - AAA (negative) by Moody's, AA (positive) by Standard & Poor's and AA (stable) by DBRS - and are equivalent to the ratings of many Canadian regional municipalities, making City of Vancouver debentures an attractive investment in both domestic and international market. With respect to market access, the City has enjoyed the same level as the MFABC with no material difference in pricing.

Given the City's record of strong financial and liquidity position, the timing for debenture issuance is most often driven by capital market conditions such as global risk appetite, interest rates, and investors' demand. In recent years, the City has been accessing the market annually, with the last domestic issue completed in October 2012: \$120 million 40-year sinking fund debentures, maturing on October 18, 2052, at an "all-in" cost of 3.751%.

The City utilizes a Fiscal Agent to provide expert advice on debenture issues and to lead a syndicate of investment brokers who purchase the City of Vancouver debentures and market them to domestic and international investors. The current syndicate is co-led by RBC Global Markets, CIBC World Markets and National Bank Financial, three of the largest public sector debenture management firms in Canada.

## *Strategic Analysis*

### Market Conditions

As the global economy struggles with continued uncertainty in Europe and other areas, interest rates have remained low by historical standards although recent discussions regarding the US removal of fiscal stimulus has provided some lift to rates. Despite market volatility, investors' appetite for municipal debentures with good credit quality remains strong. Recently, the estimated "all-in" cost for a ten year issue is in the range of 3.50% to 4.00%, which would continue to be low by historical standards. Although the City has typically issued ten year debentures, market opportunities in longer term issues continue to be available and the City did issue a forty year debenture in 2012 taking advantage of the low rate environment. Staff will continue to monitor the market situation to determine an opportune time to issue, likely in the fall. The Director of Finance recommends that the City be positioned to proceed to market a \$110 million debenture issue and have the necessary approval in place.

Integral to the City's cash management strategy, any debenture proceeds that are not immediately required to fund capital expenditures will be invested on an interim basis to reduce the debt carrying costs. On the other hand, should market conditions change drastically that preclude such a launch, the capital expenditure program can also be financed internally while awaiting the next opportunity.

### Debenture Issuance Process

Given the market volatility and dynamics, the issuer needs to have a high degree of flexibility in determining the timing, structure, interest rate and pricing of the debenture issue right up to the market launch. The schedule of Council meetings at which approval for a debenture issue can be sought does not support such degree of flexibility. It has been Council practice to delegate the authority to initiate a debenture issue to the Director of Finance, in consultation with an advisory group consisting of the Mayor, the Chair of the City Finance and Services Committee, and the City Manager. This group is empowered to make the final decision leading to the issuance of the debentures. Once this group approves the sale, Council is committed to enact the appropriate borrowing by-law as part of the debenture documentation package. This arrangement has worked well in the past and is recommended for the upcoming issue.

### Fiscal Agent

As a periodic participant in the capital market, the City relies on its Fiscal Agent to provide expert advice on market conditions; timing, size and structure of the issue; orderly marketing procedures to avoid conflicts with competing issuers; and marketing strategy to achieve the lowest possible borrowing cost for the City. When the City is ready to launch an issue, the Fiscal Agent is responsible for managing the sale of the debentures through a syndicate of investment brokers. The City's current syndicate is led by RBC Capital Markets, CIBC World Markets and National Bank Financial with the role of Fiscal Agent alternating between the firms.

Borrowing Authorities

The \$110 million debenture issue contemplated in this report is comprised of borrowing authorities approved as part of the 2011 and 2012 Capital Budgets and through special approvals as follows:

Waterworks	\$	13,000,000
Sewers & Drainage	\$	38,000,000
Public Works	\$	24,000,000
Parks & Recreation	\$	25,500,000
Public Safety & Civic Facilities	\$	8,500,000
Neighborhood Energy Utility System	\$	<u>1,000,000</u>
	\$	<u>110,000,000</u>

The borrowing authorities for Waterworks and Sewer & Drainage were established by Council and the borrowing authorities for Public works, Parks & Recreation, and Public Safety & Civic Facilities were established by the electorate as part of the 2009-2011 and 2012-2014 Capital Plans. The requirement to borrow funds to finance these capital expenditures was established by Council at the time of the approval of the 2011 and 2012 Capital Budgets and through special approvals.

The 2012 Capital Budget report (RTS 9454) approved in February 2012 had a typographical error which resulted in the amounts shown for Plebiscite-approved and Council-approved borrowing authorities being reversed. The borrowing authority total amount (\$95.0 million) and the specific project detail funding source amounts in the report appendix were correctly stated.

Debenture Structure

The City has been a regular debenture issuer, with annual issuance in recent years. As reported in the 2012 Annual Financial report, the City had \$703.8 million in external debt outstanding as of December 31, 2012. The City has accumulated \$121.5 million in Sinking Fund reserves for retirement of this debt which leaves a net external debt outstanding of \$582.3 million. The summary of outstanding debt along with details on the last four City debenture issues is included in Appendix A.

*Financial*

The annual debt servicing charges (principal and interest) on a \$110 million debenture issue are estimated at \$15 million subject to bond market conditions upon issuance. Funding required for 2013 (one interest payment of up to \$1 million) has been provided for in the 2013 Operating Budget and Utility Budgets. On-going debt charges will be offset by the anticipated debt maturities and/or the use of debt charges stabilization reserves.

**CONCLUSION**

The Director of Finance recommends that the City be positioned to proceed to market a \$110 million debenture issue and have the necessary approval in place.

**Appendix A****City of Vancouver  
Debt Structure**

Capital Plan Debenture borrowing	Issued \$ 000's	Maturity	Interest Rate
2012 issue - 40 year term	\$120,000	18-Oct-52	3.70%
2011 issue - 10 year term	\$140,000	2-Dec-21	3.45%
2010 issue - 10 year term	\$125,000	1-Jun-20	4.50%
2009 issue - 10 year term	\$125,000	2-Dec-19	4.90%

	Total Outstanding \$ 000's	Sinking Fund Reserve \$ 000's	Net Outstanding \$ 000's
Outstanding City debt @ Dec 31/2012	\$703,771	\$121,459	\$582,312

Source: 2012 Annual Financial report - supplementary financial Information: pages 35, 39 & 40