



City of Irvine

Annual Investment Policy Calendar Year 2011

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City Treasurer**

City of Irvine
Annual Investment Policy
Calendar Year 2011

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**CITY OF IRVINE
ANNUAL INVESTMENT POLICY
FOR CALENDAR YEAR 2011**

1. INTRODUCTION

This statement of Investment Policy is intended to provide specific criteria for the prudent investment of City funds. The ultimate investment goal is to enhance the economic status of the City while protecting funds under management and meeting the daily cash flow demands of the City. The investment policy conforms to all Federal, State and local laws governing the investment of monies under the control of the City Treasurer.

This investment policy applies to the City's Irvine Pooled Investment Portfolio, Bond Proceeds Portfolio held by the City, and Special Districts Portfolio. These portfolios encompass all monies under the direct oversight of the Treasurer and include the General Fund, Reserve Funds, Special Revenue Funds, Debt Service Funds, Capital Project Funds, Proprietary Funds, Trust and Agency Funds, Irvine Redevelopment Agency, and any other funds that may be created.

2. DELEGATION OF AUTHORITY

The Charter of the City of Irvine and the authority granted by City Council assign the responsibility of investing unexpended cash to the City Treasurer. The City Treasurer may delegate daily investment activity, such as carrying out the Treasurer's investment instructions, confirming treasury transactions, and other routine activities. The City Treasurer shall establish written investment policy procedures for the operation of the investment program consistent with this policy. The procedures should include reference to: safekeeping, PSA repurchase agreements, wire transfer agreements, banking service contracts and collateral/depository agreements. Such procedures shall include explicit delegation of authority to persons responsible for investment transactions. No person may engage in an investment transaction except as provided under the terms of this policy and the procedures established by the City Treasurer.

The Treasurer is responsible for the investment of bond proceeds whether held by the City or with a fiscal agent. The Bond Proceeds portfolio(s) shall be segregated from the Irvine Pooled Investment Portfolio of the City and will be structured with maturities (or maintain an average maturity) sufficient to meet construction draws, debt service payments and other short-term liabilities. For purposes of efficiency, the Treasurer may instruct each fiscal agent to purchase certain securities regarding the investment of bond proceeds.

Currently, management of the Irvine Pooled Investment Portfolio, Bonds Proceeds Portfolio and Special Districts Portfolio has been delegated to a

contract management firm that has full authority to execute investment transactions on behalf of the City. In the event the contract management firm is not able to execute investment transactions, the City Treasurer and Deputy City Treasurer have the authority to execute investment transactions.

3. ETHICS AND CONFLICTS OF INTEREST

Officers and employees involved in the investment process shall refrain from personal business activity that conflicts with proper execution of the investment program or that impairs their ability to make impartial investment decisions. Employees and investment officials shall disclose any material financial interests that could be related to the performance of the City's investment policy annually or as necessary.

4. PRUDENCE

The Treasurer operates the City's pooled cash investment program under the Prudent Investor Rule, Government Code Section 53600.3, and applicable State laws. This affords a broad spectrum of investment opportunities so long as the investment is deemed prudent and permissible by the State of California, various bond indentures and this policy. The Treasurer strives to invest 100% of idle funds.

5. PRUDENT INVESTOR RULE

When investing, reinvesting, purchasing, acquiring, exchanging, selling, and managing public funds, the Treasurer shall act with care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiarity with those matters would use in the conduct of funds of a like character and with like aims to safeguard the principal and maintain the liquidity needs of the agency. All such investments, reinvestments, purchases, acquisitions, exchanges, and sales shall be made subject to and in accordance with this policy and the provisions of Sections 16429.1 and 53600 through 53684 of the Government Code and other applicable laws and regulations.

6. INTERNAL CONTROLS

The Treasurer and Manager of Fiscal Services shall establish procedures that separate the internal responsibility for management and accounting of the investment portfolio. An analysis by an external independent auditor shall be conducted annually to review internal controls, account activity and compliance with policies and procedures.

7. INVESTMENT OBJECTIVES

The City's cash management system is designed to accurately monitor and forecast revenues and expenditures, thus enabling the Treasurer to invest funds to the fullest extent possible. The Treasurer maintains a diversified portfolio to accomplish the primary objectives in the order of safety, liquidity, and yield.

Safety: The safety/risk associated with an investment refers to the potential loss of principal, accrued interest or a combination of these. The Treasurer seeks to mitigate credit risk by monitoring financial institutions with which he/she will do business, and by careful scrutiny of the credit worthiness of the investment instruments as well as the institutions. Such resources as Moody's and Standard & Poor's rating services are utilized for this review. The Treasurer seeks to mitigate interest rate risk through diversification of instruments as well as maturities:

Liquidity: The portfolio will be structured with sufficient liquidity to allow the Treasurer to meet anticipated cash requirements. This will be accomplished through the purchase of a diversity of instruments to include those with active secondary markets, those that can match maturities to expected cash needs, and the State Local Agency Investment Fund with immediate withdrawal provisions.

Yield: A competitive market rate of return is the third objective of the investment program after the fundamental requirements of safety and liquidity have been met. The portfolio shall be managed to consistently attain a market rate of return throughout budgetary and economic cycles. Whenever possible, and consistent with risk limitations and prudent investment management, the City will seek to augment returns above the market average rate of return through the implementation of active portfolio management strategies.

8. PERFORMANCE EVALUATION

Investment performance is continually monitored and evaluated by the City Treasurer. Investment portfolio reports are generated on a monthly and quarterly basis and submitted to the City Council, City Manager and Investment Advisory Committee. A quarterly Treasurer's report is also presented to the City Council, Finance Commission, and Investment Advisory Committee during respective regularly scheduled meetings.

The investment portfolio reports are to be submitted within 30 days of the end of the reporting period. The monthly average yield of the Irvine Pooled Investment Portfolio will be compared to the monthly average 6-month CMT (Constant Maturity Treasury) as calculated by the Federal Reserve Bank of New York. As an added reference, the monthly average yield of the Irvine Pooled Investment Portfolio will be compared to the monthly average 2-year CMT as calculated by the Federal Reserve Bank of New York.

9. DIVERSIFICATION

The City will diversify use of investment instruments to avoid unreasonable risks inherent in over-investing in specific instruments, individual financial institutions, or maturities.

Market price volatility shall be controlled through maturity diversification, as well as ensuring adequate liquidity is available to meet cash flow requirements, thereby precluding the need to sell instruments at a market loss.

Risk of default will be controlled by acquiring instruments such as Government Securities, or by diversifying the portfolio within the constraints and parameters of Section 17 of this Policy, Authorized Investments.

10. PORTFOLIO SEGREGATION

Within the overall funds managed by the Treasurer, bond funds shall be segregated from the general City pool into their own pool and be invested in conformance with the permitted investment criteria documented in each bond indenture or guiding resolution. Furthermore, bond proceeds held by fiscal agents shall also be segregated and invested in accordance with each indenture.

The primary purpose of any separately managed bond proceeds portfolio is to structure investment maturities to meet current and future liabilities. The preservation of principal and the maintenance of liquidity are the most important factors regarding the investment of bond proceeds. Portfolio yield is not a primary factor since the portfolio structure, eligible investment assets and maturity restrictions are governed by draws and expenditure schedules of the issues. Performance will be based upon maximizing permitted positive arbitrage within the context of principal preservation as a first priority (pre-1986 Tax Reform Act issuances) or minimizing or eliminating negative arbitrage (yield-restricted issues).

11. BOND ISSUANCE ARBITRAGE REBATE

The U.S. Tax Reform Act of 1986 requires the City to perform annual arbitrage calculations and rebate excess earnings to the U.S. Treasury for investment returns that exceed the allowable interest earnings limit of each bond issue. The arbitrage calculation process must be conducted for the investment of proceeds of bond issues sold after the effective date of this law. This arbitrage calculation will be contracted out to provide the necessary technical expertise to comply with this regulation. The City's investment position relative to the interest rate arbitrage restrictions is to have safety and the highest permitted return the law allows as the highest priority while ensuring the preservation of principal and liquidity.

12. MAXIMUM MATURITIES

(1) Operating Portfolio

In accordance to California Government Code Section 53601, The City will not invest in any securities maturing more than five (5) years from the settlement date of purchase. If the Treasurer desires to make investments longer than five years, express authority to make those investments, either specifically or as part of an investment program, must be approved by the City Council no less than three months prior to the investment. In no event will securities with maximum maturities beyond four years exceed 40% of the portfolio's total carrying cost at the time of purchase.

(2) Bond Proceeds Portfolio/Special Districts Portfolio

The Bond Proceeds portfolio held by the City and/or fiscal agents will be structured with maturities sufficient to meet current and future disbursements and other liabilities consistent with the purpose of each bond issue. The Treasurer may match maturities to defined future liabilities or may structure the portfolio in such a manner as to maintain an average maturity and a defined liquidity percentage necessary to meet estimated liabilities. In no event will securities be purchased with final maturities that exceed a specifically defined future liquidity requirement (such as bond reserve fund availability requirement) or liability.

13. PORTFOLIO REPORTING

On a quarterly basis, or as otherwise requested by the City Manager, the Treasurer shall provide to the City Council an investment portfolio report indicating each of the City's investments (a description that adequately describes the security), the purchase date, maturity date, cost basis, current cost value (book value), interest rate, weighted average maturity, and current unrealized loss or gain. Various investment types will be categorized and grouped in the same structure as the qualified investment categories identified in this policy. The portfolio report shall include a statement certifying the ability of the City to meet its expenditure requirements for the next six months, or provide an explanation as to why sufficient money shall, or may, not be available. The report will also include comments on the fixed income markets and economic conditions, and the effect, if any, on the portfolio structure and investment strategy. The report shall also detail all repurchase and reverse repurchase positions and associated liabilities.

The investment portfolio report shall include mark-to-market information for all investments. A monthly market value will be obtained for each security owned by the City. For purposes of reporting, the market value of each security may be obtained from the City's custodian bank or other pricing source(s) utilized by the City's designated investment management firm (registered investment advisor).

The City shall record interest revenue on a modified accrual basis of accounting that is typical for reporting and recording of interest earnings, accretions and premium amortizations. Securities held by a fiscal agent shall also be recorded on a modified accrual basis of accounting. The Treasurer will report year-end investments in conformance with GASB 31

and GASB 40.

The Treasurer will provide a monthly reconciliation of all funds included in the investment portfolios. The reconciliation shall utilize all available information including the City's books, the Demand Deposit Bank account, the custodian's statement and the fiscal agent's statement.

14. QUALIFIED DEALERS

The Treasurer shall transact business only with Registered Investment Advisors, banks, savings and loans, and broker dealers. The dealers should be primary dealers regularly reporting to the New York Federal Reserve Bank, or approved regional or secondary market dealers that qualify under the Securities and Exchange Commission Rule 15C3-1 (uniform net capital rule).

A list of security broker/dealers approved to conduct business with the City shall be maintained. Every three years, the City shall issue a Request for Qualifications (RFQ) to be submitted by broker/dealers that wish to conduct business with the City. The RFQ is attached as Exhibit A. The City shall conduct a review and evaluation process of submitted proposals and provide a list of recommended broker/dealers to the Investment Advisory Committee and City Council for approval. Approved broker/dealers shall be required to execute the Acknowledgement of Compliance Standards for Investment Transactions prior to conducting business with the City.

The Treasurer may direct a fiscal agent to execute investment transactions on behalf of the City for funds held by that fiscal agent.

The City may purchase A₁, P₁ rated commercial paper from its direct issuer if it presents a higher return than in the secondary market.

The Treasurer shall send annually a copy of the current investment policy by electronic mail to all broker/dealers approved to do business with the City. Broker/dealers shall be required to provide a certification acknowledging receipt of the policy and their most recent audited financial statements upon receipt of policy. The Treasurer will review the broker/dealers financial reports and report back to the Investment Advisory Committee. Confirmation of receipt of this policy shall be considered evidence that the dealer understands the City's investment policies and agrees to sell the City only appropriate investments.

15. SAFEKEEPING OF SECURITIES

To protect against losses caused by the collapse of individual securities dealers, all securities owned by the City shall be held in safekeeping by a third party bank trust department acting as agent for the City under the terms of a custody agreement or Public Securities Association master repurchase agreement or, in the case of funds held by the fiscal agent, the fiscal agent shall segregate and report securities held on the City's behalf. Any trade executed by a dealer is required to settle on a delivery versus payment basis with the City's safekeeping agent.

Fiscal agents in receipt of City of Irvine bond proceeds will settle security transactions on a delivery versus payment method based upon instructions provided by the Treasurer or the City's investment advisor. The fiscal agents will issue monthly custodian statements evidencing securities held in safekeeping, including the receipt of interest and maturity proceeds, the disbursement of funds for the purchase of securities, and the receipt of any sale proceeds.

16. COLLATERALIZATION

All demand deposits, time deposits and repurchase agreements are to be fully collateralized with securities authorized by the California Government Code and the City.

(1) The eligible collateral for repurchase agreements must be those investments authorized by Section 53651 of the California Government Code. The Treasurer may specify the type of eligible collateral for use in repurchase agreements. Eligible collateral must be in book entry form. Collateral is valued at current market plus accrued interest through the date of valuation.

(a) The cost value (book value) of collateral pledged for demand deposits must at all time be equal to or greater than the amount on deposit, plus accrued interest, in accordance with the following ratio:

U.S. Treasury Securities	110%
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(b) The cost value (book value) of collateral pledged for repurchase agreements must at all time be equal to or greater than the par amount, plus accrued interest, with the following ratios:

U.S. Treasury Securities	102%
U.S. Government Agencies	102%
Cash (in immediately available funds)	100%

- (2) It is the policy of the City to require reports at least on a quarterly basis from institutions with which the Treasurer has pledged security interest. The Treasurer shall monitor the adequacy of collateralization to ensure that balances are collateralized in accordance with the ratios approved herein.
- (3) With regard to repurchase agreements, it is the policy of the City to initiate a margin call in the event pledged collateral falls below the appropriate ratio.
- (4) Collateralized investments and deposits often require substitution of collateral. Any broker or financial institution requesting substitution must contact the City for approval in the event the counterparty to the transaction is not authorized under agreement with the City to make substitutions.

17. AUTHORIZED INVESTMENTS

The City is governed by the California Government Code, Sections 53600 et. seq. Within the context of these limitations and based on the cost at the time of purchase, the following investments are authorized as further limited herein:

Authorized Investment Summary Matrix

<u>Category</u>	<u>Percent</u>
A. US Treasuries	no limit
B. US Agencies	no limit
C. Bankers' Acceptances	25%
D. Commercial Paper	15%
E. Repurchase Agreements	25%
F. Reverse Repurchase Agreements	15%
G. Local Agency Investment Fund (LAIF)	25%
H. Municipal Bonds	no limit
I. Corporate Medium Term Notes	15%
J. Money Market Mutual Funds	20%

- A. United States Treasury Bills, Bonds, and Notes, or those for which the full faith and credit of the United States are pledged for payment of principal and interest. There is no limitation as to the percentage of the portfolio that can be invested in this category.
- B. Obligations issued by the Government National Mortgage Association (GNMA), the Federal Farm Credit Bank System (FFCB), the Federal Home Loan Bank Board (FHLB), Federal Home Loan Mortgage Corporation (FHLMC), Federal National Mortgage Association (FNMA), and the Student Loan Marketing Association (SLMA). Although there is no percentage limitation on these issues, the "prudent investor" rule shall apply for a single agency name.
- C. Bills of exchange or time drafts drawn on and accepted by a commercial bank, otherwise known as Bankers' Acceptances. Bankers' Acceptances purchased may not exceed 180 days to maturity or 25% of the cost (book) value of the portfolio. No more than \$5 million may be invested in Bankers' Acceptances issued by any one bank. Prior to the purchase of any Banker's Acceptance, the portfolio manager shall review the rating of the issuing bank. Bankers' Acceptances of issuing financial institutions shall have both a short and long term rating in the highest category by at least one nationally recognized rating agency at the time of purchase.
- D. Commercial Paper ranked P1 by Moody's Investor Services and A1 by Standard and Poor's and issued by a domestic corporation having assets in excess of \$500 million. The commercial paper must also have an A or better rating for the issuer's debt, other than commercial paper, if any, as provided by Moody's or Standard and Poor's. Purchase of commercial paper from corporations on negative credit watch by a major rating agency shall be prohibited. Purchases of eligible Commercial Paper may not exceed 270 days to maturity. Purchases of Commercial Paper may not exceed 15% of the cost value of the portfolio at time of purchase. No more than 1% of the cost value of the portfolio may be invested in Commercial Paper issued by any one corporation. Corporate Medium Term Note and bankers' acceptance holdings shall be considered when calculating the maximum dollar amount in any issuer name.

Upon any announcement of negative credit watch or downgrade by a major rating agency of any issue within the portfolio, the investment manager should contact the City Treasurer/City Manager and recommend a course of action. If at any time a security falls below "investment grade," the investment manager should obtain

the best bid and take the necessary steps toward liquidation.

- E. Repurchase agreements. The City may invest in repurchase agreements with banks and primary dealers with whom the City has entered into a master repurchase agreement that specifies terms and conditions of repurchase agreements. No more than 25% of the cost value of the portfolio may be invested in repurchase agreements at any time. The maturity of repurchase agreements shall not exceed 75 days.

The cost value of securities used as collateral for repurchase agreements shall be monitored daily by the Treasurer and will not be allowed to fall below the margin ratios specified in Section 16 (1)(b) of this policy. In order to conform with provisions of the Federal Bankruptcy Code which provides for the liquidation of securities held as collateral for repurchase agreements, the only securities acceptable as collateral shall be securities that are direct obligations of, or that are fully guaranteed as to principal and interest by, the United States Government such as Treasury bills, Treasury notes or Treasury bonds with less than a five year maturity.

- F. Reverse repurchase agreements. The City may invest in reverse repurchase agreements only with those banks and primary dealers with whom the City has entered into a master repurchase agreement outlining terms and conditions of repurchase and reverse repurchase agreements. The City may only invest in reverse repurchase agreements for the following purpose:
1. The City may enter into reverse repurchase agreements when funds obtained through the reverse can be reinvested in a higher yielding security to obtain additional interest income for the City at a spread deemed to be acceptable by the Treasurer under then prevailing market conditions. Reverse repurchase agreements entered into in accordance with this paragraph may not exceed 75 days to maturity and must be matched as to maturity and dollars invested with its corresponding reinvestment. No more than 15% of the cost value (book value) of the portfolio may be invested in reverse repurchase agreements.
 2. Reverse repurchase agreements may be used for liquidity purposes when it is determined that the portfolio has sufficient additional collateral coming due within the

term of the reverse repurchase agreement equal to or exceeding the amount of the reverse repurchase agreement.

- G. Local Agency Investment Fund (LAIF). The City may invest in the LAIF established by the State Treasurer for the benefit of local agencies up to the maximum permitted by State law, but not to exceed 25% of the cost value (book value) of the total portfolio exclusive of the fiscal agent cash portfolio.
- H. Bonds issued by local agencies of the United States, including bonds payable solely out of the revenues from a revenue-producing property owned, controlled, or operated by the local agency or by a department, bond, agency, or authority of the local agency rated "AA" or better. "AA" rated bonds shall be limited to 36 months maximum maturity and "AAA" rated bonds shall be limited to 60 months maximum maturity.

Upon any announcement of negative credit watch or downgrade by a major rating agency of any issue within the portfolio, the investment manager should contact the City Treasurer/City Manager and recommend a course of action. If at any time a security falls below "investment grade," the investment manager should obtain the best bid and take the necessary steps toward liquidation.

- I. Corporate medium term notes issued by a domestic corporation having assets in excess of \$500 million and having an "AA" or better rating criteria at time of purchase on its long-term debentures as provided by Moody's or Standard and Poor's. Purchase of corporate medium term notes from corporations on negative credit watch by a major rating agency shall be prohibited. "AA" rated medium term notes shall be limited to 36 months maximum maturity and "AAA" rated medium term notes shall be limited to 60 months maximum maturity. The aggregate total of all purchased medium term notes may not exceed 15% of the cost value of the portfolio. No more than 1% of the cost value of the portfolio may be invested in corporate medium term notes issued by any one corporation. Commercial Paper and bankers' acceptance holdings shall be considered when calculating the maximum percentage in any issuer name.

Upon any announcement of negative credit watch or downgrade by a major rating agency of any issue within the portfolio, the investment manager should contact the City Treasurer/City Manager and recommend a course of action. If at any time a security falls

below "investment grade," the investment manager should obtain the best bid and take the necessary steps toward liquidation.

- J. Money Market Mutual funds having a rating of AAA/Aaa or an equivalent by one or more national rating agencies with no load and maintained at \$1 par value. No more than 20% of portfolio value should be invested in this category; investment in a single mutual fund will not to exceed 10% of the cost value (book value) of the total portfolio exclusive of the fiscal agent cash portfolio, and the City's investment in any specific mutual fund will not exceed 2% of that mutual fund's total assets.

18. INELIGIBLE INVESTMENTS

Investments not described herein including, but not limited to, equity securities such as common stocks, preferred stocks, convertibles, inverse floaters, range notes and interest-only strips that are derived from a pool of mortgages are prohibited from use in this portfolio. The City is prohibited from entering into a margin agreement and/or borrowing on margin.

19. INVESTMENT ADVISORY COMMITTEE

The City has created a five member Investment Advisory Committee as a standing Committee to advise the City on matters relating to the City's Investment Policy and the investment of City funds. The Committee meets at least quarterly with the Treasurer and City staff and reports directly to the City Council. Each Councilmember appoints one person to the Committee. The Committee member's term is concurrent with the term of the appointing Councilmember. The Committee will be governed by a set of Bylaws (Exhibit B) to be reviewed and approved annually.

20. INVESTMENT POLICY ADOPTION

The City Council shall review and adopt this Investment Policy annually.

GLOSSARY

AGENCIES - Agencies of the Federal government set up to supply credit to various classes of institutions (e.g., S&L's, small business firms, students, farmers, housing agencies, etc.) Examples include Federal Home Loan Mortgage Corporation (FHLMC), Federal National Mortgage Association (FNMA), Federal Home Loan Bank (FHLB) and Federal Farm Credit Bank (FFCB).

ASK/OFFER - The price at which securities are offered. (The price at which a firm will sell a security to an investor)

BANKERS' ACCEPTANCE (BA) - A draft or bill of exchange accepted by a bank or trust company. The accepting institution guarantees payment of the bill as well as the issuer.

BASIS POINT - One one-hundredth of a percent (i.e., 0.01%)

BEAR MARKET - A period of generally pessimistic attitudes and declining market prices.

BID PRICE - The price at which a broker/dealer will buy securities from an investor.

BOND EQUIVALENT YIELD - The basis on which yields on notes and bonds are quoted.

BOOK VALUE (COST VALUE) - The purchase price of the security as recorded on the City's books.

BROKER/DEALER - An individual or firm acting as principal in a securities transaction.

BULL MARKET - A period of generally optimistic attitudes and increasing market prices.

CALLABLES - Securities that the issuer has the right to redeem prior to maturity.

CERTIFICATE OF DEPOSIT (CD) - A time deposit with a specific maturity evidenced by a certificate. Large denomination CD's are typically negotiable.

CMT - Constant Maturity Treasury - An index of the average yield on United

States Treasury securities adjusted to a constant maturity.

COLLATERAL - Securities, evidence of deposit or other property which a borrower pledges to secure repayment of a loan. Also refers to securities pledged by a bank to secure deposits of public monies.

COMMERCIAL PAPER – Short-term, unsecured, negotiable promissory notes issued by businesses.

CORPORATE MEDIUM TERM NOTE - A security issued by a corporation doing business in the U.S. with a maturity not to exceed five years.

COST VALUE (BOOK VALUE) - The purchase price of the security as recorded on the City's books.

COUPON - a) The annual rate of interest that a bond's issuer promises to pay the bondholder on the bond's face value; b) a certificate attached to a bond evidencing interest due on a payment date.

DEBENTURE - A bond secured only by the general credit of the issuer.

DELIVERY VS PAYMENT - Delivery of securities with a simultaneous exchange of money.

DEMAND ACCOUNT – An account with a commercial bank from which check withdrawals may be made at any time.

DERIVATIVES - Financial products that are dependent for their value on (or derived from) an underlying financial instrument, a commodity, or an index representing values of groups of such instruments or assets.

DIVERSIFICATION - Dividing investment funds among a variety of securities offering independent returns.

FEDERAL FUNDS RATE – Interest rate charged by one institution lending federal funds to another.

FEDERAL OPEN MARKET COMMITTEE (FOMC) - Consists of seven members of the Federal Reserve Board and five of the twelve Federal Reserve Bank Presidents. The President of the New York Federal Reserve Bank is a permanent member, while the other presidents serve on a rotating basis. The Committee periodically meets to set Federal Reserve guidelines regarding purchases and sales of Government Securities in the open market as a means of influencing the volume of bank credit and money.

FINANCIAL ADVISOR - A firm or bank that acts in a financial advisory capacity with respect to a new issue of municipal securities pursuant to a written contract.

FISCAL AGENT - A financial institution with trust powers which acts in a fiduciary capacity for the benefit of the bondholders in enforcing the terms of the bond contract.

INTERNAL RATE OF RETURN - Rate of return over the life of a security on variables.

LOCAL AGENCY INVESTMENT FUND (LAIF) – A special fund administered by the State Treasurer. It is part of the Pooled Money Investment Account (PMIA) which is a major portfolio managed by the Treasurer's Office. Local governments and special districts may participate in the LAIF under Government Code Section 16429.1 et seq. for investment purposes.

MARKET VALUE - The price at which a security is trading, usually the liquidation value.

MONEY MARKET MUTUAL FUNDS – Open-ended mutual fund that invests in commercial paper, banker's acceptances, repurchase agreements, government securities, certificates of deposit and other highly liquid and safe securities, and pays money market rates of interest. The fund's net asset value remains a constant \$1 a share, with the interest rate increasing or decreasing.

OFFER PRICE - The price at which a broker/dealer will offer securities to an investor.

OPEN MARKET OPERATIONS - Federal Reserve activity. Under the Federal Reserve Act, the Fed uses purchases and sales of Government and Federal Agency securities to add to or subtract from commercial bank reserves. Goals are to sustain economic growth, high employment and reasonable price stability.

PRIMARY DEALER - A group of government securities dealers that submits daily reports of market activity, positions and monthly financial statements to the Federal Reserve Bank of New York, and are subject to its informal oversight. Primary dealers include Securities and Exchange Commission (SEC) registered securities broker/dealers, banks and a few unregulated firms.

PSA - The Public Securities Association is the international organization of banks, dealers and brokers that underwrite, trade and sell municipal securities, mortgage-backed securities, money market securities and U.S. government and federal agency securities.

RATE OF RETURN - The yield obtainable on a security based on its purchase price or its current market price. This may be the amortized yield to maturity; on a bond, the current income return.

REPURCHASE AGREEMENT (REPO) – Agreement between a seller and buyer, usually of U.S. Government securities, whereby the seller agrees to repurchase the securities at an agreed upon price and, usually, at a stated time.

REVERSE REPURCHASE AGREEMENT – Agreement between a seller and buyer, usually of U.S. Government securities, whereby the seller agree to repurchase the securities and to sell them back to the buyer at a later date.

SAFEKEEPING - The service provided by banks and trust companies for clients when the bank or trust company stores the securities, takes in coupon payments, and redeems issues at maturity.

SPREAD - a) The yield or price difference between the bid and offer on an issue; b) the yield or price difference between different issues.

SWAP - The sale of one issue and the simultaneous purchase of another for some perceived advantage.

TREASURY BILLS - A non-interest bearing discount security issued by the U.S. Treasury to finance the national debt. Most bills are issued to mature in three months, six months or one year.

TREASURY BONDS – U.S. Treasury securities that have initial maturities of more than ten years.

TREASURY NOTES - Intermediate-term coupon bearing U.S. Treasury securities having initial maturities of from one year to ten years.

TRUSTEE - A financial institution with trust powers that acts in a fiduciary capacity for the benefit of the bondholders in enforcing the terms of the bond contract.

UNREALIZED GAIN OR LOSS - Term used for unrealized gain or loss on securities being held in a portfolio based on comparison of current market quotes and their original cost. This situation exists as long as the security is held while there is a difference between cost value (book value) and the market value.

WHEN ISSUED BASIS (WI) - A term applied to securities that are traded before they are actually issued with the stipulation that transactions are null and void if securities are not issued.

YIELD CURVE - Yield calculations of various maturities at a given time to observe spread difference.

YIELD TO MATURITY - The current coupon yield minus any premium above par, or plus any discount from par in the purchase price with the adjustment spread over the period from date of purchase to maturity.

Exhibit A

CITY OF IRVINE

Request for Qualifications Selection of Broker/Dealer Firms

I. Introduction:

The City of Irvine (City) has issued a Request For Qualifications (RFQ) for the purpose of maintaining an Approved List of qualified broker/dealers. It is the intent of the City to promote an open and thorough process, subject to periodic review, where qualified broker/dealer firms may be added (or removed) from the Approved List. The Approved List will be in effect for a period of three (3) years. At the conclusion of the three year period the City will issue a new RFQ. The approval process will be conducted by the City's Investment Advisory Committee (IAC).

The RFQ process will include specific criteria that the City of Irvine believes is necessary for broker/dealer firms to efficiently and competitively "offer or bid" eligible securities to be purchased and sold by the City's Investment Manager. Broker/dealers on the Approved List will be used strictly for trade execution purposes only.

The IAC, City Treasurer, designated City staff, and the City's Investment Manager will participate in the evaluation process. After a review of RFQ responses and consideration of staff's recommendation, the IAC will make the final selection of broker/dealers for inclusion on the List. Each firm on the list will be required to complete an Acknowledgement of Compliance Standards for Investment Transactions (Attachment 1). Once the Approved List of all qualified firms has been completed by the IAC, the City's Investment Manager will utilize such firms when executing investment transactions for the various portfolios of the City.

The City's Investment Manager will meet (or discuss via conference call) with the approved broker/dealer firms for the purpose of reviewing the City's Investment Policy (Attachment 2), defining the types of investment strategies that may be employed during differing bond market environments, identifying various eligible investments to be utilized for the portfolios, reviewing the securities selection process and how securities are evaluated prior to purchase, and reviewing other technical matters relevant to promoting an efficient and competitive trade execution process.

The City's Investment Manager will review the quality of the broker/dealer coverage based upon the criteria as presented in this RFQ, and notify the IAC, City staff, and the City Treasurer of any deficiencies in the quality of coverage. Recommendations to add or delete may be made at any time, as recommended

by the City's Investment Manager and approved by the City Treasurer and the IAC.

The number of broker/dealers on the City's approved list will vary based upon the need to balance a competitive process within the context of manageable and efficient executions.

II. Brief Overview of the City of Irvine's Investment Program

The City of Irvine (the City) is a statutory (home rule) Government operating under the laws of the State of California and the City's Municipal Code. The City's main portfolio, comprised of operating funds, ranges in size from \$400 - \$450MM. The Pooled Investment Portfolio (operating funds) primarily contains various Federal Agency obligations, both non-callable and callable. The City also maintains a bond proceeds portfolio and several Special Districts accounts, primarily comprised of short-maturity securities. The City's investment program is governed under California Government Code 53601 and is further defined by an adopted Investment Policy.

III. Minimum Qualifications of Respondents

Candidate broker/dealers:

- (1) Must be licensed to operate as a broker/dealer in the State of California.
- (2) Must be employed by a firm that qualifies under the Securities and Exchange Commission Rule 15C3-1 (Uniform net capital rule).
- (3) Must be in good standing with the appropriate regulatory agencies.

Note: Good standing includes both the broker/dealer firm as well as the registered representative assigned to the City's account.

- (4) Must have a working knowledge of the State of California Government Code § 53601 that governs public funds investment.

Note: Selected broker/dealers must sign the City's approved Investment Policy as an acknowledgement of receipt and comprehension.

- (5) Must provide audited annual financial statements and SEC 10K reports evidencing the current and historical profitability of the firm.

- (6) Must have institutional fixed-income experience.

Broker/dealer firms and the registered representative assigned to the City's account must be experienced in the area of institutional fixed-income. Specific experience illustrating knowledge of the one to five year yield curve will be considered during the review process. The City's Investment Manager may utilize approved broker/dealers where they demonstrate their most efficient and competitive executions. However, all broker/dealers must be capable of offering all eligible securities, as defined in the City's approved Investment Policy. Such offerings may include US Treasury Bills, commercial paper, bankers' acceptances, US Treasury Notes, and federal agency discount notes, and new-issue and secondary Federal agency obligations.

- (7) Participation in New-Issue Federal Agency Securities

Broker/dealers will be asked to provide details of the amount and structure of new-issue federal agency issues sold to institutional accounts over the preceding three-year period.

IV. Additional Criteria:

In addition to the minimum requirements set forth in the RFQ, the City may elect to include the following additional criteria during the evaluation process:

1. Registered representatives who are employed by a broker/dealer firm whose offices are located in Southern California, preferably within the City of Irvine, and the registered representative of the broker/dealer is working at the California location.
2. Registered representatives of broker/dealers who provide coverage to other California local agencies with portfolios similar to the City of Irvine.
3. Total capital and/or capital adequacy ratio of the firm.
4. Whether the firm is self-clearing or has outside clearance arrangements.

Note: The clearing arrangements of broker/dealers with total capital of less than \$10MM will be examined before any firm is added to the approved list.

5. The current and historical profitability of the firm.
6. If the firm has insurance to cover any losses that may be attributable to errors that have impacted the City's investment program (i.e., unresolved delivery problems, delivery of incorrect securities).

V. Submittal Information

Statements of Qualifications must be submitted electronically by visiting the City's website at www.cityofirvine.org/purchasing. Click the link under "register your firm" and then enter your User Name and Password. Click "Bid Opportunities" then select the RFQ. Click on "Bid Online Now" and then follow instructions.

The deadline for statement of qualifications submissions is: January 5, 2011 at 4:00 p.m. However, submittals may be submitted at any time prior to the deadline. (Submitted statements of qualifications may be withdrawn and resubmitted at any time prior to the deadline, and cannot be viewed by City staff until the close date and time.)

Late statements of qualifications will not be accepted.

Statements of qualifications must be submitted via the City's BidsOnline system as a PDF file. No other form of submission will be accepted. Large files may take time to upload so plan the timing of your submittal accordingly.

Statements of Qualifications

- Name your file "11-2700_companyname" but do NOT exceed 20 characters or your file will not upload. If your name is too long, then abbreviate. Failure to upload document shall result in disqualification.
- If the proposal contains more than one file, you should create a zip folder, containing the various PDF proposal documents.
- Name the zip folder "11-2700_companyname."

To create a zip folder:

- Right click on your desktop
- Select "New," and then "Compressed Zip Folder"
- Name the folder "11-2700_companyname."
- Drag your various proposal PDF documents into the Folder

Mac users

- Create a folder for your files and name it "11-2700_companyname"
- Drag your various proposal PDF documents into the folder
- Right-click the folder and select "create archive"

Please respond to the following items using this form along with additional sheets if needed.

Request for General Information from Broker/Dealer Candidate

1. Name of firm:
Address – Local:
Headquarters:
Telephone – Local:
 Headquarters:

2. Primary Representative (provide an attachment if more space is required)

Name:
Title:
Telephone:
Email Address:
Address:

Additional Staff

Name:
Title:
Telephone:
E-mail Address:
Address:

Name:
Title:
Telephone:
E-mail Address:
Address:

Provide background information concerning the account representatives listed in above. Please include information on the individual's employment history as it relates to the securities industry, official licenses and certificates, the history and details of any disciplinary actions or complaints and the disposition of each as well as the history of any arbitration or litigation, the nature of the case and status or disposition.

3. Has/have the representative(s) listed in No. 2 been authorized by the firm to be the account representative(s) for the City of Irvine?

Yes _____ No _____

If Yes, by whom? _____

4. Has/have the representative(s) listed in No. 2 obtained all required licenses to operate as a broker/dealer in the State of California?

Yes _____ No _____

5. Please list the name, and title of the immediate supervisor of the account representative(s) named in your response to No. 2 above.

1. _____
2. _____

6. Briefly describe any formal program of supervision of the account representative(s) named in No. 2 if your firm has established such a program.

7. Is the firm a:

Primary Dealer _____ Regional Dealer _____ Brokerage Firm _____

8. Has the firm consistently complied with the Federal Reserve Bank's capital adequacy guidelines? Include certified documentation of your current capital adequacy as measured by Federal Reserve standards.

9. Please provide the firm's and primary representative's experience in covering fixed income institutional accounts, in particular public entities. Please indicate the percentage of the firm's accounts that are comprised of public entities.

10. Please provide the following information regarding at least four comparable clients with whom any of the representatives listed in No. 2 have an established relationship.

Client Name:
Contact Person:
Address:
Phone:
Length of relationship:

Client Name:
Contact Person:
Address:
Phone:
Length of relationship:

Client Name:
Contact Person:
Address:
Phone:
Length of relationship:

Client Name:
Contact Person:
Address:
Phone:
Length of relationship:

11. Does the firm self-clear securities? Yes _____ No _____

If no, please provide specific details of the firm's clearing arrangements. Include details of your firm's internal process for ensuring that delivery in good order occurs on settlement date.

12. Describe the firm's insurance to cover losses that may occur if securities are not delivered, or if the delivery of incorrect securities causes a loss to the City.

13. Is the firm able to offer all eligible securities as defined in the City's Investment Policy?

Please respond to the following questions in a comprehensive manner by providing specific details of the Firm's agency offerings.

1. Participation in New-Issue Federal Agency Securities

Please discuss each of the following categories, where relevant, regarding your firm's participation and experience as a participant in the underwriting of new-issue Federal Agency obligations. Provide specific information such as issuance size, structure, and par amount sold attributable to your firm:

- (1) Approved by one or more federal agencies as an underwriter of their debt issuance program; name the federal agencies.
- (2) Participated as a selling group member of one or more federal agencies.
- (3) The firm regularly obtains federal agency securities from selling group members during syndication periods.
- (4) The firm has experience as a sole underwriter.

2. Reverse Inquiries

Detail the firm's experience in underwriting and/or participating in "reverse inquiries", including the structure of such underwritings.

3. Structure of Past Issuances

Please provide information regarding the type (i.e., discount notes, fixed or floating rate) and call structure of issuances in which the firm participated as an underwriter. Please provide information regarding the types and structures in which the firm participated as a selling group member.

4. Participation in the Secondary Market

Please describe your firm's capacity to "offer" or "bid" secondary market issues. Has the firm regularly offered and delivered specifically defined securities or structures as requested by your institutional client(s)? If an order for specific securities was not filled, has the firm offered alternative securities with similar structures (and price) that "fit" the institutional client's criteria? Please provide examples.

5. Access to Inventory

Does the firm maintain its own inventory positions that can be accessed by the City's Investment Manager? If not, please discuss the firm's ability to acquire an inventory of specific securities, as identified by the City's Investment Manager.

At the option of the City's Investment Manager the firm may be asked to offer other securities of similar structure and yield spread. Please provide past examples of inventory items that your firm has listed (for consideration by your institutional clients), including accompanying specifics of the offerings.

6. Order-Based Transactions

On occasion, the City's Investment Manager may periodically request an offering of securities that fits the current investment strategy where the market yield of such securities is priced at a yield spread versus the yield of various "benchmark" securities. Please describe past transactions, including the firm's ability to fill such orders in a timely manner and at price levels equivalent to the market's existing yield spread basis, versus the relevant benchmark securities, at the time of execution.

Explain your methods of pricing an offering; i.e., the price based upon a yield spread basis and/or the spread of other comparable securities, or both. Provide recent examples.

7. Delivery of Securities

All firms must demonstrate their ability to deliver securities on settlement date. Only delivery versus payment transactions to the City's designated custodian bank will occur. Regular delivery "fails" will be grounds for removal as an approved broker/dealer. Please provide the number and percentage of failed trades within the last year.

Note: The City utilizes a third party custodian bank and numerous trustee accounts to safekeep its securities. All broker/dealers must deliver securities to the custodian versus payment.

VI. Request for Broker/Dealer Candidate Disclosure

1. To the best of your knowledge, has there been any "material" litigation, arbitration or regulatory proceedings, either pending, adjudicated or settled, that the firm has been subject to within the last five years that involved issues concerning the suitability of the sale or purchase of securities to institutional clients or fraudulent or unfair practices related to the sale of securities to an institutional client? If so, please describe each such matter briefly. For purposes of this section, proceedings are "material" if your independent accountant applying generally accepted accounting principles determines that such proceedings required disclosure on your financial statements.
2. Has this firm, or the representatives assigned to this account, been subject to a regulatory agency, state or federal investigation for alleged improper, disreputable, unfair or fraudulent activities related to the sale of securities or money market instruments in the past five years that resulted in suspension or censure? Are there outstanding claims? If yes, please explain.
3. Have any of your public-sector clients ever sustained or claimed a loss on a securities transaction or loss of principal arising from a misunderstanding or misrepresentation of the risk characteristics of a recommended instrument purchased through your firm? If yes, please explain.
4. Describe the precautions taken by your firm to protect the interests of the public when dealing with a governmental agency.
5. Please include annual audited financial statements with this RFQ for the past three fiscal years which confirm compliance with the capital adequacy standard and indicate the amount of the firm's liquid capital. Also include current fiscal year SEC 10K reports. Confidential financial information should be submitted in a separate sealed envelope, marked, "Confidential."
5. Please include a letter from a Certified Public Accountant indicating there are no material weaknesses in the firm's internal control systems.

VII. Certification

I hereby certify that I have personally read the City of Irvine's Investment Policy and the California Government Code pertaining to the investments of the City of Irvine; that the above information is true and correct to the best of my knowledge; and that I am authorized to execute this RFQ on behalf of _____

Signed _____
Print Name _____
Title _____
Date _____

Counter signature by Company President or person in charge of government securities operations:

Signed _____
Print Name _____
Title _____
Date _____

Definitions:

A "Benchmark" security is a bond or note of a significantly large issuance size whose yield at a moment in time is used to establish the price of another security, based upon a yield spread. Both new-issue federal agencies and securities in the secondary market are regularly offered on this basis. For example, the current 2-yr, 3-yr, or 5-yr US Treasury Notes are primarily used when examining the yield spread that exists in the bond market when determining the market price or yield of a federal agency obligation as established by market forces. The shape of the yield curve typically affects changes in yield spreads between asset classes.

A "Reverse Inquiry" occurs when the client selects a broker/dealer to underwrite an issue (federal agency) based upon specific structural criteria defined by the client. A firm participates in a reverse inquiry by selling portions of the issue size to other clients. Selling a portion of the issue to other clients is more difficult since the original structure was customized by the original client.

Exhibit B

BYLAWS OF THE INVESTMENT ADVISORY COMMITTEE OF THE CITY OF IRVINE

ARTICLE I - PURPOSE

The purpose of the Investment Advisory Committee is to oversee the management of the investment portfolio through regular quarterly meetings. The Committee will review investment transactions, discuss economic conditions and strategies regarding the management of the portfolio, and report to individual Councilmembers on the meetings.

ARTICLE II - STRUCTURE

The Committee shall be comprised of five members. Each Councilmember shall be responsible for appointing one member to the Committee with the term of the member running concurrent with the term of the Councilmember making the appointment.

The Chairperson and Vice Chairperson of the Committee shall be elected by a majority vote of the members and shall hold the seat for a one-year term. These positions may be elected for two consecutive terms. At the end of the second consecutive term, the members shall elect a new Chairperson and Vice Chairperson.

ARTICLE III - MEETINGS

The meetings shall be held at least quarterly at Irvine City Hall. Each meeting shall be held prior to the presentation of the quarterly report to Council on the status of the portfolio. Three members of the Committee must be present to constitute a quorum.

ARTICLE IV - PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern the Committee in all cases to which they are applicable and where they are not inconsistent with these Bylaws.

ARTICLE V - AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Committee.