



IMPORTANT NOTICE



This presentation contains the key terms of proposed offer of bonds ("Bonds") by New Zealand Local Government Funding Agency Limited ("LGFA"). If offered, the Bonds would be offered under LGFA's master trust deed dated 7 December 2011 (as amended from time to time) ("Master Trust Deed") as is supplemented by a supplemental trust deed dated 15 February 2012 (as amended from time to time) (together, the "Trust Documents") entered into between LGFA and Trustees Executors Limited ("Supervisor"). The Bonds would be "Retail Notes" for the purposes of the Trust Documents.

No money is currently being sought and applications for the Bonds cannot currently be made. If LGFA offers the Bonds, the offer will be made in accordance with the Financial Markets Conduct Act 2013 as an offer of debt securities of the same class as existing quoted debt securities. The Bonds are expected to be quoted on the NZX Debt Market.

The proposed offer of Bonds by LGFA, if made, will be made in reliance on the exclusion in clause 19 of schedule 1 to the Financial Markets Conduct Act 2013 ("FMCA"), and will be an offer of bonds that have identical rights, privileges, limitations and conditions (except for the interest rate and/or maturity date) as LGFA's:

- a) fixed rate bonds maturing on 15 April 2020, which are quoted on the NZX Debt Market under the ticker code LGF030;
- b) fixed rate bonds maturing on 15 May 2021, which are quoted on the NZX Debt Market under the ticker code LGF040;
- c) fixed rate bonds maturing on 15 April 2023, which are quoted on the NZX Debt Market under the ticker code LGF050;
- d) fixed rate bonds maturing on 15 April 2027, which are quoted on the NZX Debt Market under the ticker code LGF060;
- e) fixed rate bonds maturing on 15 April 2025, which are quoted on the NZX Debt Market under the ticker code LGF070;
- f) fixed rate bonds maturing on 14 April 2033, which are quoted on the NZX Debt Market under the ticker code LGF080;
- g) fixed rate bonds maturing on 14 April 2022, which are quoted on the NZX Debt Market under the ticker code LGF090;
- h) fixed rate bonds maturing on 15 April 2024, which are quoted on the NZX Debt Market under the ticker code LGF100; and
- i) fixed rate bonds maturing on 20 April 2029, which are quoted on the NZX Debt Market under the ticker code LGF110,

(together, the "Quoted Bonds").

Accordingly, the proposed Bonds will, if offered, be of the same class as the Quoted Bonds for the purposes of the FMCA and the Financial Markets Conduct Regulations 2014.

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The Quoted Bonds are the only debt securities of LGFA that are currently quoted and in the same class as the Bonds.

Investors should look to the market price of the Quoted Bonds referred to above to find out how the market assesses the returns and risk premium for those bonds. The Quoted Bonds with ticker code LGF030 (referred to at paragraph (a) above) have been suspended from trading since the close of business on 1 April 2020 and will be redeemed at maturity on 15 April 2020.

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NEW ZEALAND LOCAL GOVERNMENT SECTOR



78 Local Government ("Council") entities.
Financial Management.
"A local authority should ensure prudent stewardship and the efficient and effective use of its resources in the interest of its district or region". Local Government Act 2002 S14.
Balanced budget approach – rates reset annually to balance expenditure with operating income.
 Revenue certainty through rates (property taxes) providing 66% of revenue. Rates not affected by level of economic activity or property market; Councils have broad powers to tax (rate) properties; No upper limit on rates income; Rate collection ranks ahead of all other claimants including Inland Revenue Department and mortgagees.
No defined benefit pension liabilities or welfare obligations.
Debt used essentially to finance new assets.
Robust planning with extensive public consultation.
Strong institutional framework and relationship with Central Government.
Security can be provided to lenders by Councils.
 Charge over rates and future rates income; All LGFA bondholders indirectly have the benefit of a Debenture Trust Deed from each council which gives a charge over rates and future rates income. This security is shared with other council lenders.

RANGE OF ACTIVITIES

Central Government	Mixture of Central and Local Government Funding	Local Government
Education (primary, secondary and tertiary provision)	Public transport operation (typically 53% from Central Government)	Water, wastewater and storm water
Public healthcare and hospitals	Rail infrastructure (negotiated)	Rubbish and recycling collection and disposal
Fire services	Local roads (construction, maintenance, cleaning)	Street cleaning
State highways	Public housing	Health / Sanitation Inspections
Police and corrective facilities		Building inspections
Pensions and welfare		Public facilities (parks, recreation facilities, swimming pools, sports fields)
		5

Table Source: Auckland Council

NEW ZEALAND COUNCILS - AGGREGATED FINANCIAL POSITION



Assets (NZ\$ billions)			Revenue (NZ\$ millions)		
Current Assets		4.84	Taxation revenue		
Non Current Assets			Property	5,815	
Infrastructure	93.23		Regulatory income and petrol tax	<u>647</u>	6,462
Land and Buildings	26.18		Sales and other operating income		1,603
Investments	12.81		Interest and dividend income		650
Other	7.03	<u>139.25</u>	Current grants and subsidies		<u>1,164</u>
Other	<u>7.03</u>	144.09	Total Operating Income		9,879
			Expenses (NZ\$ millions)		
			Employee expenses		2,273
<u>Liabilities (NZ\$ billions)</u>			Depreciation		2,101
Debt	16.15		Purchases of goods and services		3,990
Non-Equity Liabilities	4.37	20.52	Interest expense		769
, ,			Current grants and subsidies		<u>1,160</u>
Net Worth (NZ\$ billions)		<u>123.57</u>	Total Operating Expenses		10,293
			Net Operating Balance (NZ\$ millions)		<u>(414)</u>

COVID 19 IMPACT – NEED FOR INFRASTRUCTURE



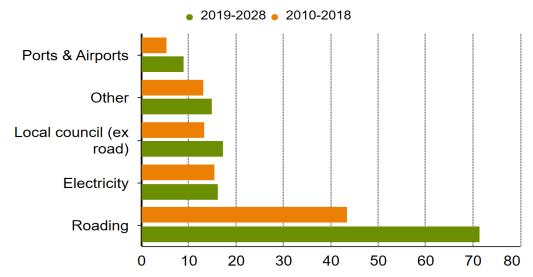
Central Government is committed to investing in infrastructure.

"When it comes to an economic recovery over both the medium and long-term, a nation-building type programme would be a significant element of future policy"

Grant Robertson (Minister of Finance) in Stuff Article 28 March 2020

- Creation of Infrastructure Industry Reference Group tasked with identifying projects that are ready to start
 as soon as construction industry returns to normal.
- Councils are a significant part of the delivery of infrastructure. Around 90% of the roading network is owned by councils.





Source: Infometrics article titled "New Zealand to invest \$129b in infrastructure over next decade" posted by Brad Olsen on 25 September 2018

COVID 19 IMPACT – COUNCIL RATES REVENUE



- Council rates revenue was \$6.3 billion in year ended June 2019
- Rates revenue makes up around 55% of the sectors income (excluding revaluation gains)
- Rates revenue makes up between 50% and 70% of individual councils income some councils are more dependent upon rates than others
- Initial response by councils has been:
 - Offer rates postponement to commercial tenants on a case by case basis
 - Waive penalty fees for ratepayers offered rates postponement
 - Some councils already have residential rates postponement schemes although use has been low
- Deferred rates will still be recognised as income
- Rates income is secured over the rating unit (this means even if it is deferred, the income would still be collected when the property is sold)

COVID 19 IMPACT – COUNCIL OTHER REVENUE



- Development Contributions are likely to fall
 - Initial sector feedback is that in the near term this could fall by 50% to 70%
 - Development contributions are not included by LGFA in revenue calculation
 - Development contributions are viewed as non-reoccurring income and therefore cannot be relied upon to support debt
- Fees and Charges are likely to fall in short term
 - Some public facilities such as libraries and swimming pools are closed
 - Will be partially offset by lower operational costs
- Capital Expenditure will be lower in the short term
 - Initial feedback is that this will fall by 50% over the remainder of this financial year (to 30 June 2020)
 - Some infrastructure development is deemed to be non-essential
 - Lower capital expenditure will assist council cashflows

COVID 19 IMPACT – CENTRAL GOVERNMENT INVOLVEMENT



- New Zealand Transport Agency
 - Public transport is now free (to assist essential workers)
 - Reimbursement to Councils of lost public transport revenue
 - Reimbursement amounts are based on revenue estimates from previous financial year
- New Zealand Provincial Growth Fund
 - \$1 billion per year invested in regional economic development
 - A large amount of this is being invested into local infrastructure
- Local Government and Central Government have teamed together to create a local government response unit
 - Help people access essential services, especially those that are vulnerable
 - Local Government to be fully reimbursed for costs incurred
- Department of Internal Affairs Revenue Workstream
 - Understand the likely impact COVID-19 will have on Council revenues and expenditure over time
 - Response required, having regard to the government's economic response and recovery objectives

COVID 19 IMPACT – COUNCIL HEADROOM



- Ability to service debt has improved significantly
 - Net interest to revenue has fallen from 7.3% in 2013 to 3.5% in 2019 (rated councils)
 - Net interest to revenue has fallen from 3.2% in 2013 to 1.7% in 2019 (unrated councils)
- Will benefit further from interest rate reductions as interest rate hedges mature over the next few years
- The Council sector is better positioned than it was six years ago
 - Net debt to revenue has fallen from 111.8% in 2013 to 68.8% in 2019 (rated councils)
 - Net debt to revenue has fallen from 52.5% in 2013 to 30.0% in 2019 (unrated councils)
- This view is reinforced by the number of credit rating upgrades that have occurred in the sector over recent years
- The highest net debt to revenue outcome was 180.3% as at June 2019 versus maximum cap at 250%. Historically a number of Councils have had a net debt to revenue ratio over 200%.

COVID 19 IMPACT - SECTOR FINANCIAL BENCHMARKS



- Rates Affordability
 - Measures whether Council's actual rate increases are in line with forecast rate increases
 - Forces Councils to have good planning

Councils will continue to meet this benchmark as Councils will seek to minimise rate increases

- Debt Affordability
 - Measures Council's debt against Council internal limits. All Councils have met this test.
 - Balanced Budget Test in 2019 year the average Council's operating revenue was 103.7% of operating expenditure
 - The average Council's forecast balanced budget outcome for the 2018 to 2028 period was 105.4% Balanced budget outcomes likely to fall but starting position is very good
- Essential Services
 - Measures whether Councils are investing sufficiently in network services
 - In 2018 and 2019 Councils invested around 180% of their depreciation cost in infrastructure In the near term lower capital expenditure will see this outcome fall

COVID 19 IMPACT - SECTOR FINANCIAL BENCHMARKS



- Debt Servicing
 - Measures Council's borrowing cost as a percentage of revenue
 - Not surprisingly Council's debt servicing costs have been falling

Lower interest rates will benefit Councils

- Debt Control
 - Measures whether Council's actual borrowing is in line with planned borrowing
 - Generally Council's meet this test as actual capital expenditure is around 80% of budgeted capital expenditure. However, there can be exceptions to this.

Outcomes will vary by Council. Some Councils may need to increase short term borrowing to assist with cashflow management

- Operations Control
 - This measures whether actual cashflow from operations are in line with budgeted cashflows from operations
 - Generally Councils meet this test but there can be exceptions due to unforeseen events

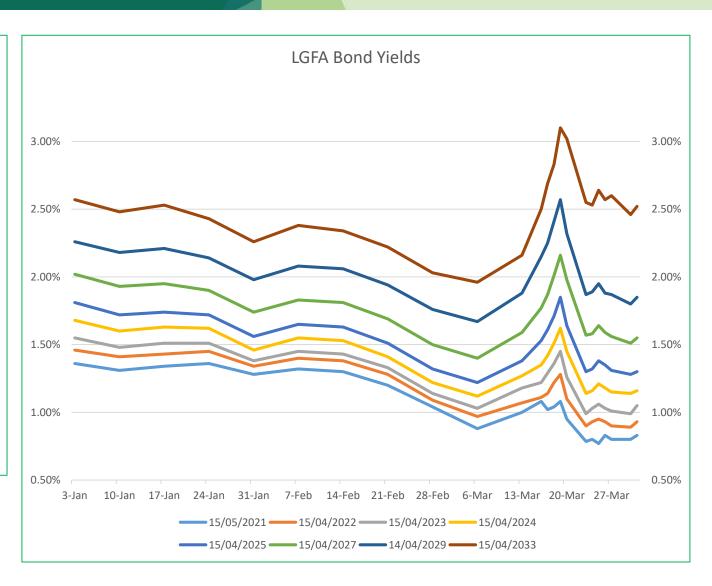
Outcomes will vary by Council. Some Councils may need to increase short term borrowing to assist with weaker short term cash flows

COVID-19 IMPACT ON LGFA BONDS IN SECONDARY MARKET



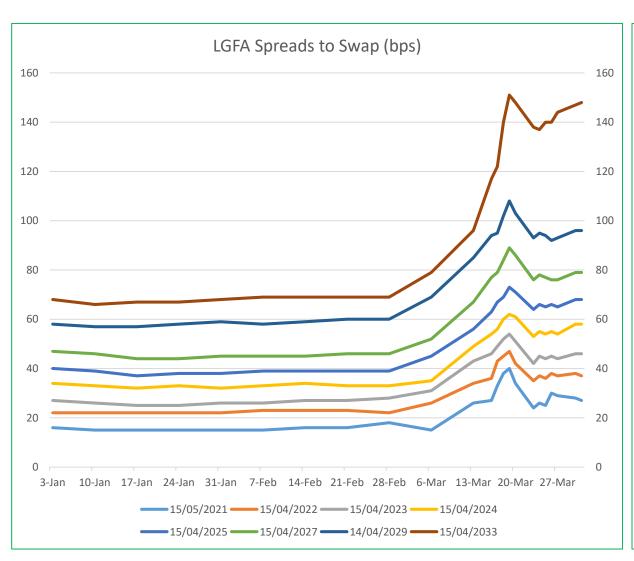
- Higher outright yields, steeper curve and wider spreads to NZGB and Swap.
- Wider bid ask spreads in secondary market.
- Secondary market turnover in line with 12 month average.
- Spread and yield movements similar to Australian semi government and other high grade bonds.

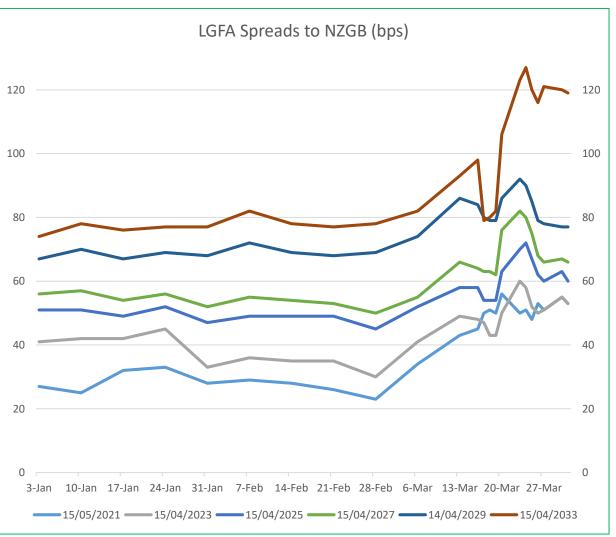
Source: LGFA secondary market end of day yields sourced from BNZ and Bloomberg



COVID-19 IMPACT ON LGFA BONDS IN SECONDARY MARKET







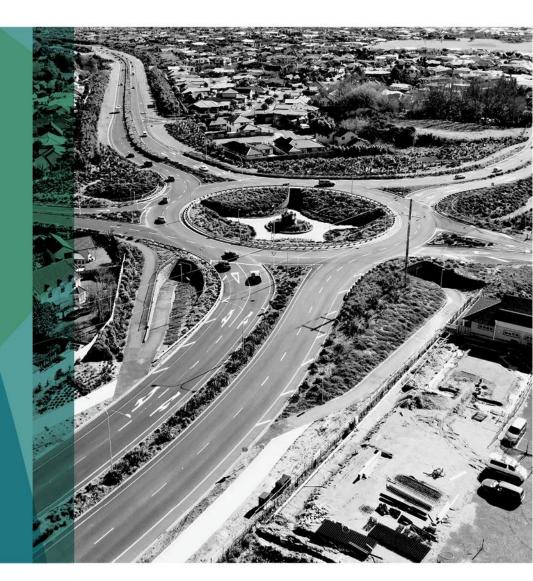
LGFA COVID-19 RESPONSE



- Seamless transition to remote working environment
- Placed rollout of standby facility product to Councils on hold pending increase in Liquid Assets Portfolio
- Increased soft cap on LGFA bond maturities from NZ\$1.5 billion to NZ\$1.75 billion
- Issued 2.5 year Floating Rate Note by private placement
- Increased on-lending margin to councils by 10 bps
- Increase Treasury Stock holding per LGFA bond maturity by NZ\$50 million (to NZ\$100 million per series) at next issuance opportunity
- Seeking Council approval to increase Borrower Notes percentage from 1.6% to 2.5%
- Councils providing best estimate of future borrowing requirement on monthly basis for next six months
- Currently working with Department of Internal Affairs, Treasury and Office of Auditor General on implications for Councils including stress testing the financial impact



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LGFA OVERVIEW



SHAREHOLDERS

- ☐ Central Government largest shareholder at 20%
- ☐ 30 councils hold 80% shareholding
- ☐ Can only sell shares to Central Government or local authorities

GOVERNANCE

- Board of six directors with 5 Independent and 1 Non Independent
- Bonds listed on NZX so under listing rules
- Independent Trustee
- Issue of securities under the Financial Markets Conduct Act
- ☐ Audited by Audit NZ

GUARANTORS

- ☐ 54 guarantors of LGFA
- ☐ Guarantors comprise:
 - All shareholders except the NZ Government
 - Any non shareholder who may borrow more than NZ\$20 million
- ☐ Security granted by each of the guarantors is over their rates income (property taxes)
- ☐ Guarantors cannot exit guarantee until
 - Repaid all their borrowings
 - Wait for longest outstanding LGFA bond to mature (currently 2033)
- ☐ Changes will be made requiring other Councils to join guarantee when LGFA implements lending to CCOs

LIQUIDITY

- NZ\$1 billion liquidity facility from NZ Government
- NZ\$857 million liquid assets portfolio
- NZ\$250 million of Treasury Stock currently available for repo

BORROWERS

- **1** 67 member councils
- ☐ Approx. 90% market share
- ☐ Under Local Government Act 2002 councils must manage finances prudently implies must run balanced operating surplus and only borrow for capital expenditure
- ☐ Councils borrow secured against rates
- ☐ Must meet LGFA financial covenants

CAPITAL STRUCTURE

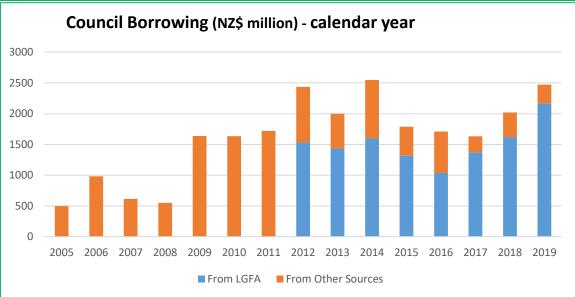
- NZ\$25 million paid in capital
- NZ\$20 million uncalled capital
- NZ\$54 million retained earnings
- NZ\$163 million Borrower Notes that can be converted to equity
- ☐ Current capital ratio of 2.20% with policy of 2% minimum and target of 3%

As at 31 March 2020

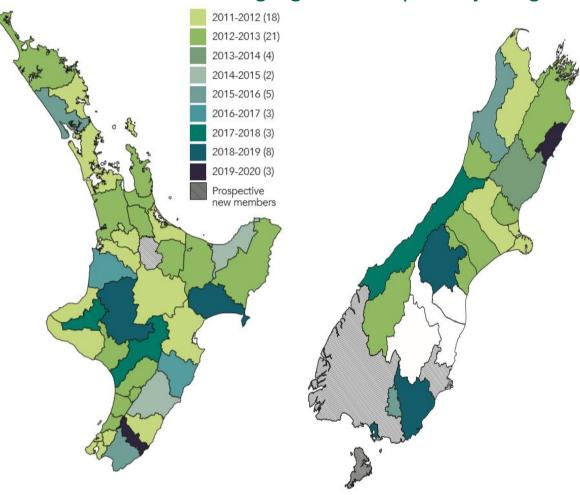
COUNCIL MEMBERSHIP AND BORROWING







LGFA member councils highlighted with year of joining



Note there are 11 councils not currently members of LGFA. Some of these (notably Regional Councils) may overlap on this map.

Source: LGFA, PwC Quarterly Local Government Debt Report 19

LGFA - RECENT DEVELOPMENTS 2019-2020



- Credit ratings
 - S&P Global Ratings
 - placed long term local (AA+) and foreign currency (AA) credit ratings of LGFA on positive outlook (February 2019) due to the New Zealand Government credit rating being placed on positive outlook
 - placed long term credit ratings of seven councils with AA credit rating on positive outlook (February 2019)
 - methodology change for rating local and regional governments outside of the U.S. (July 2019) one council upgraded 2 notches
 - Fitch
 - LGFA foreign currency IDR of AA placed on positive outlook (January 2020) no change to domestic currency IDR of AA+
 - introduced new ratings methodology for international local and regional governments (April 2019)
- Increase in short term lending to councils
 - June 2018 (NZ\$280 million) to June 2019 (NZ\$451 million) to December 2019 (\$525 million) to 31st March 2020 (\$461 million)
- Record amount of long term lending to councils
 - Twelve month period to 30 June 2019 lending of NZ\$2.446 billion and LGFA bond issuance of NZ\$2.455 billion
 - Six month period to 31 December 2019 lending of NZ\$732.1 million and LGFA bond issuance of NZ\$1.105 billion
 - Three month period to 31 March 2020 lending of NZ\$800.3 million and LGFA bond issuance of NZ\$530 million
- Ten new member councils between July 2018 and 31st March 2020
- Productivity Commission final report into Local Government funding and financing on 30th November 2019.
- Department of Internal Affairs currently reviewing regulation and supply of the 3 waters.
- LGFA issued a new April 2024 bond maturity by syndication on 15 March 2019 and April 2029 bond maturity on 23 August 2019.
- New product initiatives

WHO DOES LGFA LEND TO AND WHO GUARANTEES LGFA?



Council Borrower	Amount Borrowed (NZ\$ million)	% of Total Borrowing
Auckland	\$2,657	24.9%
Christchurch City	\$2,019	18.9%
Wellington City	\$600	5.6%
Tauranga City	\$540	5.1%
Hamilton City	\$455	4.3%
Wellington Regional	\$400	3.7%
Kapiti Coast District	\$225	2.1%
Hutt City	\$209	2.0%
Rotorua District	\$207	1.9%
Bay of Plenty Regional	\$192	1.8%
57 other member councils	\$3,149	29.6%

Council Borrowing	Volume (NZ\$ million)
Short Term (loan terms less than 12 months)	\$461
Long Term	\$10,192
Total	\$10,653

Borrower Type	Number of councils	Amount Borrowed (NZ\$ million)	% of Total Borrowing
Guarantors	54	\$10,538	98.9%
Non guarantors	13	\$115	1.1%
Total	67	\$10,653	100%

Note:

Auckland Council borrowing is capped at 40% of total LGFA lending

Three member councils have yet to borrow from LGFA

Guarantee contains provisions apportioning share to each council based upon their relative share of total rates revenue of all guarantors. A council's obligation under the guarantee is secured against rates revenue.

Council Guarantor	% share of Guarantee
Auckland	31.9%
Christchurch City	8.6%
Wellington City	5.5%
Hamilton City	3.0%
Tauranga City	2.9%
Wellington Regional	2.9%
Hutt City	2.0%
Canterbury Regional	1.8%
Whangarei District	1.7%
Palmerston North City	1.7%
44 other council guarantors	38.0%

As at 31 March 2020

WHAT IS THE CREDIT QUALITY OF THE LENDING BOOK?



 90.1% of LGFA loans to councils with credit ratings 89.1% of LGFA loans to AA- rated councils or better Average credit quality is above AA-
Improving trend in underlying credit quality of local
government sector over the past seven years 9 councils on positive outlook = NZ\$1.77 billion (17.5% loan book) no councils on negative outlook
■ Not all councils have credit ratings due to cost of
obtaining a rating vs benefits
 Average total lending to unrated councils is NZ\$29 million per council
NZ\$45 million of debt is approximate
breakeven for a borrower to obtain a credit rating
☐ LGFA undertakes detailed credit analysis of all
member councils separate to the external credit rating process performed by S&P, Fitch and Moody's
 Unrated councils are assessed by LGFA as having in general, better credit quality than those councils with credit rating

External Credit Rating (S&P, Fitch)	Lending (NZ\$ millions)	Lending (%)	Number of Councils
AA+	\$145	1.4%	3
AA	\$5,751	54.0%	18
AA-	\$3,586	33.7%	8
A+	\$115	1.1%	1
Unrated	\$1,056	9.9%	37
Total	\$10,653	100%	67

As at 31 March 2020

NEW ZEALAND COUNCILS WITH CREDIT RATINGS



Council	S&P	Fitch	Moody's
Ashburton District Council		AA+	
Auckland Council	AA		Aa2
Bay of Plenty Regional Council	AA		
Christchurch City Council	AA-		
Dunedin City Council	AA		
Wellington Regional Council	AA (pos outlook)		
Hamilton City Council		AA-	
Hastings District Council	AA		
Horowhenua District Council	A+		
Hutt City Council	AA		
Invercargill City Council		AA+	
Kapiti Coast District Council	AA		
Marlborough District Council	AA (pos outlook)		
Nelson City Council	AA		
New Plymouth District Council	AA (pos outlook)		
Palmerston North City Council	AA (pos outlook)		
Porirua City Council	AA		
Queenstown-Lakes District Council		AA-	
Rotorua District Council		AA-	
South Taranaki District Council	AA- (pos outlook)		
Selwyn District Council		AA+	
Tasman District Council	AA		
Taupo District Council	AA (pos outlook)		
Tauranga City Council	AA-		
Timaru District Council		AA-	
Waimakariri District Council	AA		
Waipa District Council		AA-	
Whanganui District Council	AA		
Wellington City Council	AA (pos outlook)		
Western Bay of Plenty District Council	AA (pos outlook)		
Whangarei District Council	AA (pos outlook)		

31 councils in New Zealand have credit ratings – 30 are members of LGFA

Over the past five years

- Christchurch, Nelson and Tauranga City
 Councils and Kapiti Coast, South Taranaki,
 Tasman, Taupo, Western Bay of Plenty
 (twice), Whanganui and Whangarei District
 Councils were upgraded
- No council ratings were downgraded

Eight councils with "AA" credit rating placed on positive outlook in 2019 (S&P)
Three councils have "AA+" credit rating (Fitch)

As at 31 March 2020 Source: S&P, Fitch, Moody's, LGFA

PRUDENT APPROACH TO RISK MANAGEMENT



LGFA's policy to minimise financial risks and carefully identify, manage and control all risk.

■ Market Risk

- PDH limit of NZ\$100,000 current exposure (as at 31 March 2020) \$25,500
- VAR limit of NZ\$1,000,000 current exposure (as at 31 March 2020) \$140,000

☐ Credit Risk

All Councils that borrow from LGFA are obliged to:

- Provide security in relation to their borrowing from LGFA and related obligations.
- Issue securities (bonds/FRNs/CP) to LGFA.
- Comply with their own internal borrowing policies.
- Comply with the LGFA financial covenants within either the Lending Policy or Foundation Policy Auckland Council is limited to a maximum of 40% of LGFA's total Local Authority assets.

No more than the greater of NZ\$100 million or 33% of a Council's borrowings from LGFA will mature in any 12 month period.

☐ Liquidity and Funding Risk

Cash and Investments

- LGFA manages liquidity risk by holding cash and a portfolio of liquid assets to meet obligations when they fall due.
- > Only invest in NZD senior debt securities, money market deposits and registered certificates of deposits within strict counterparty limits.

NZ Government liquidity facility

- The New Zealand Government provides a committed liquidity facility up to NZ\$1 billion in size that LGFA can draw upon to meet any exceptional and temporary liquidity shortfall.
- Facility size is set by LGFA at NZ\$700 million (as at 31 March 2020)

Financial covenant	Lending policy covenants	Foundation policy covenants
Net Debt / Total Revenue	<175%	<250%
Net Interest / Total Revenue	<20%	<20%
Net Interest / Annual Rates Income	<25%	<30%
Liquidity	>110%	>110%

Liquidity position as at 31 March 2020	NZ\$ million
Cash and cash equivalents	\$75.7
Deposits and Marketable Securities	\$781.3
NZ Government Liquidity Facility (amount available)	\$700.0
Total	\$1,557.0

LGFA CREDIT RATINGS



☐ Fitch Ratings - November 2019 / January 2020

Local Currency AA+ / Stable/ F1+ Foreign currency rating AA / Positive / F1+

Fitch notes:

- strong links to the sovereign classified as a credit linked Public Sector Entity;
- deemed to be of strategic importance;
- sound underlying asset quality of its shareholders, local councils;
- long-term rating is capped by the ratings of the sovereign;
- support of a joint and several liability guarantee.

Long-term foreign-currency Issuer Default Rating placed on positive outlook on 27th January 2020

S&P Global Rating's – February 2020

Local Currency AA+ / Positive / A-1+ Foreign Currency AA / Positive / A-1+ Both long-term ratings placed on "positive outlook" on 4th February 2019

Strengths:

- dominant market position as source of funding for New Zealand local government;
- high credit quality of underlying lending;
- extremely strong likelihood of support from the New Zealand Government in a stress scenario;
- robust and experienced management and governance.

Weaknesses:

- highly concentrated loan portfolio;
- modest risk adjusted capital ratio;
- > reliance upon domestic market funding.

Rating Agency	Domestic Currency	Foreign Currency	Date of Report	
STANDARD &POOR'S	AA+ (positive outlook)	AA (positive outlook)	27 February 2020	
Fitch Ratings	AA+ (stable outlook)	AA (positive outlook)	27 January 2020	

Source: S&P, Fitch, LGFA



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- ☐ LGFA Structure
- ☐ LGFA Debt Market Activity
- Appendices



LGFA BOND ISSUANCE – FUNDING STRATEGY

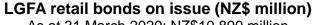


Issuance Strategy

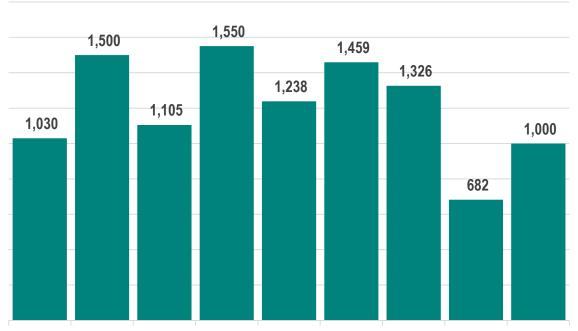
- Match NZ Government Bond where possible
 - Maturities, Tenders, AIL paid on behalf of offshore holders
- Recent issuance of non NZGB maturity (April 2022)
- Recent move to syndication of April 2024 and April 2029
- Liquidity important objective of NZ\$1 billion plus series and soft cap of \$1.75 billion per series
- NZD issuance only to date
- All LGFA bonds listed on NZX
- Objective to target tender issuance every five weeks of NZ\$125 million to NZ\$200 million in size and at least three maturities tendered
- Recent private placement not a substantial change to strategy

SOI Forecast	Projected Gross Issuance	Projected Net Issuance		
2019-20	NZ\$1.64 billion	NZ\$660 million		
2020-21	NZ\$2.28 billion	NZ\$831 million		
2021-22	NZ\$1.85 billion	NZ\$775 million		
2022-23	NZ\$1.90 billion	NZ\$450 million		

Based on assumed council long-term borrowing of NZ\$1.08 billion in 2019-20 year, \$2.15 billion in 2020-21 year, \$1.77 billion in 2021-22 year and \$1.80 billion in 2022-23.



As at 31 March 2020: NZ\$10,890 million Includes NZ\$450 million treasury stock



Apr 2020 May 2021 Apr 2022 Apr 2023 Apr 2024 Apr 2025 Apr 2027 Apr 2029 Apr 2033

In addition to the retail bonds listed on the NZDX, LGFA has NZ\$130 million of Wholesale Floating Rate Notes on issue

LGFA RETAIL BOND ISSUANCE - HISTORY



LGFA Retail Bonds Issued by June Financial Year (NZ\$ million)

	LGFA RE	tali buli	us issued	i by Julie	rillalicial	i teai (iva	الالاللالا كِــا	I <i>)</i>	
Maturity	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20
15-Apr-15	155	10	75						
15-Dec-17	605	245	110	55					
15-Mar-19	75	900	95	40	70	20	40		
15-Apr-20				365	200	190	225		
15-May-21		445	625	100	150	30	70	30	
14-Apr-22							270	440	345
15-Apr-23			355	655	275	65	79	21	50
15-Apr-24								950	238
15-Apr-25					100	560	309	410	30
15-Apr-27				285	470	205	96	220	
20-Apr-29									632
14-Apr-33						215	140	385	210
Total Volume (NZ\$ million)	835	1600	1260	1500	1265	1285	1229	2456	1505
Average Bond Tender Size (NZ\$ million)	209	182	153	188	141	143	137	188	176
Average Issuance Term (years)	5.34 years	6.57 years	7.04 years	7.92 years	8.10 years	8.28 years	6.07 years	6.62 years	7.35 years

- Typically a new bond maturity each year
- Historically annual issuance volume NZ\$1.2 billion to NZ\$1.6 billion except 2018-19
- Longer duration of issuance except
 2017-18 year
- Average tender size increasing

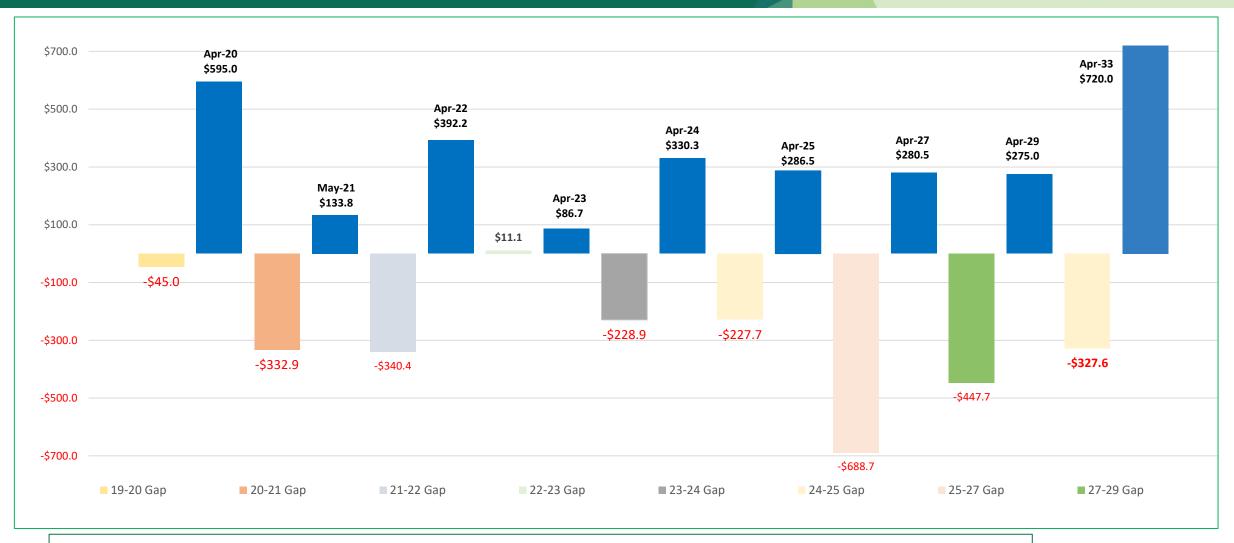
Note in addition to the retail bonds listed on the NZDX, LGFA has NZ\$130 million of Wholesale Floating Rate Notes on issue not included in this table

Source: LGFA

As at 31 March 2020

ASSET LIABILITY MISMATCHES



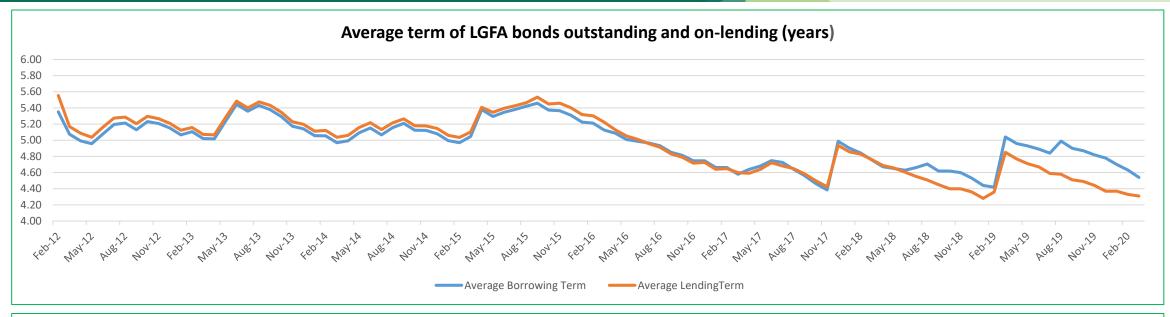


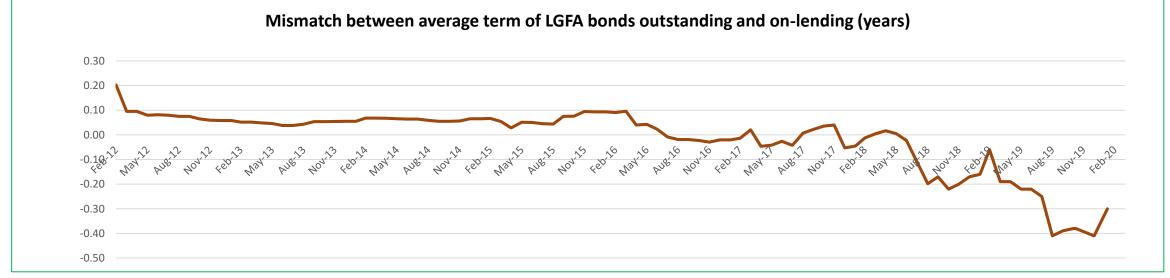
The asset liability mismatch is the difference between LGFA bonds issued and loans to Councils for each date or period. The positive outcomes show more LGFA bonds have been issued than loans made to Councils for that date or period. The negative outcomes show loans made to Councils with maturity dates between LGFA bond maturities.

As at 31 March 2020

MINIMAL MISMATCH BETWEEN LGFA BONDS AND LOANS

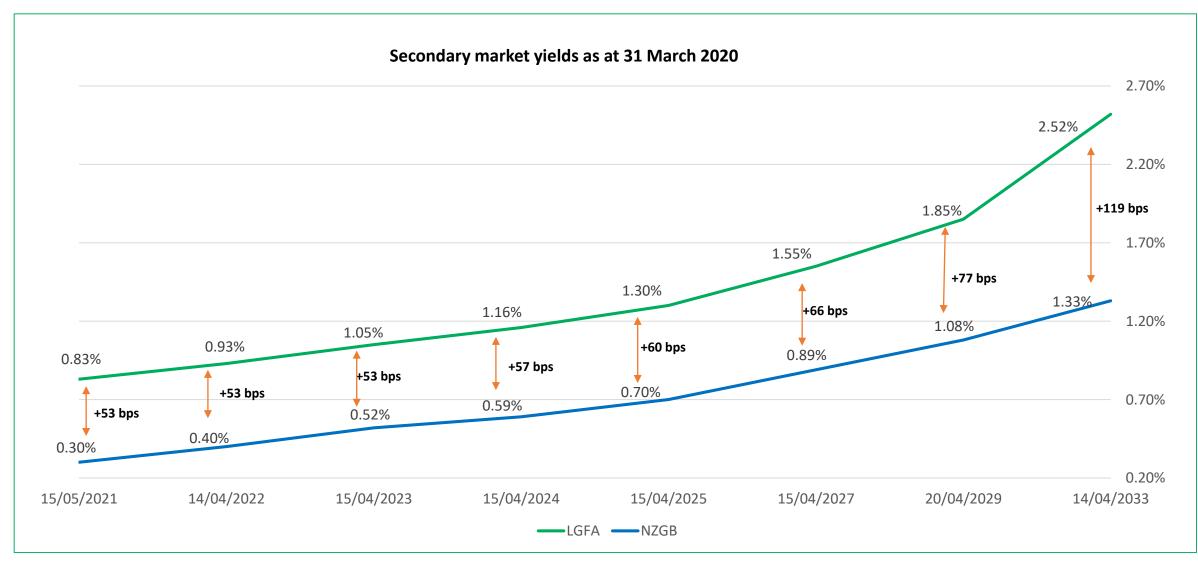






YIELD CURVES – NZGB AND LGFA

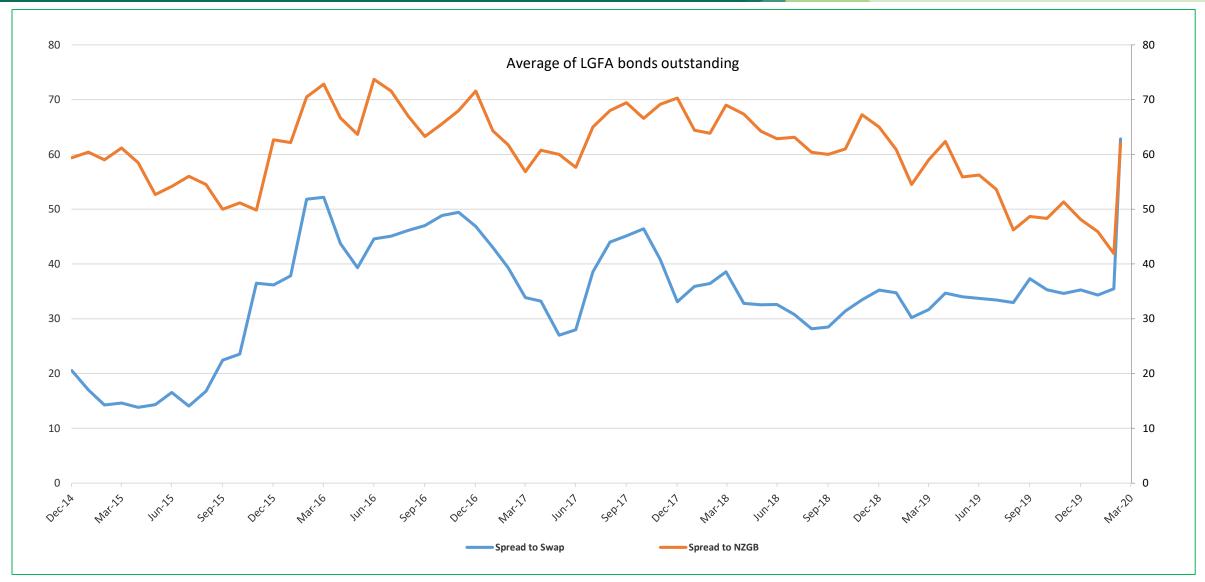




NZLGFA Curve on Bloomberg: GC 1737

LGFA SPREADS TO NZGB AND SWAP (bps)



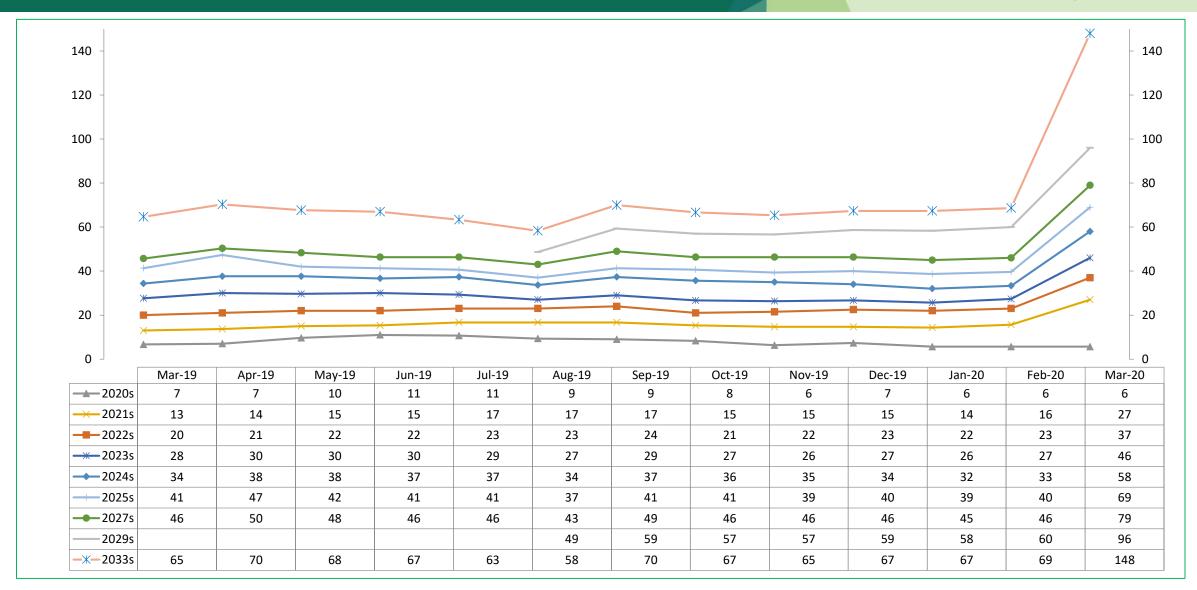


Secondary market levels as at end of each month taken from end of month closing rate sheets published by NZ banks (except March 2020 where LGFA estimate is used)

32

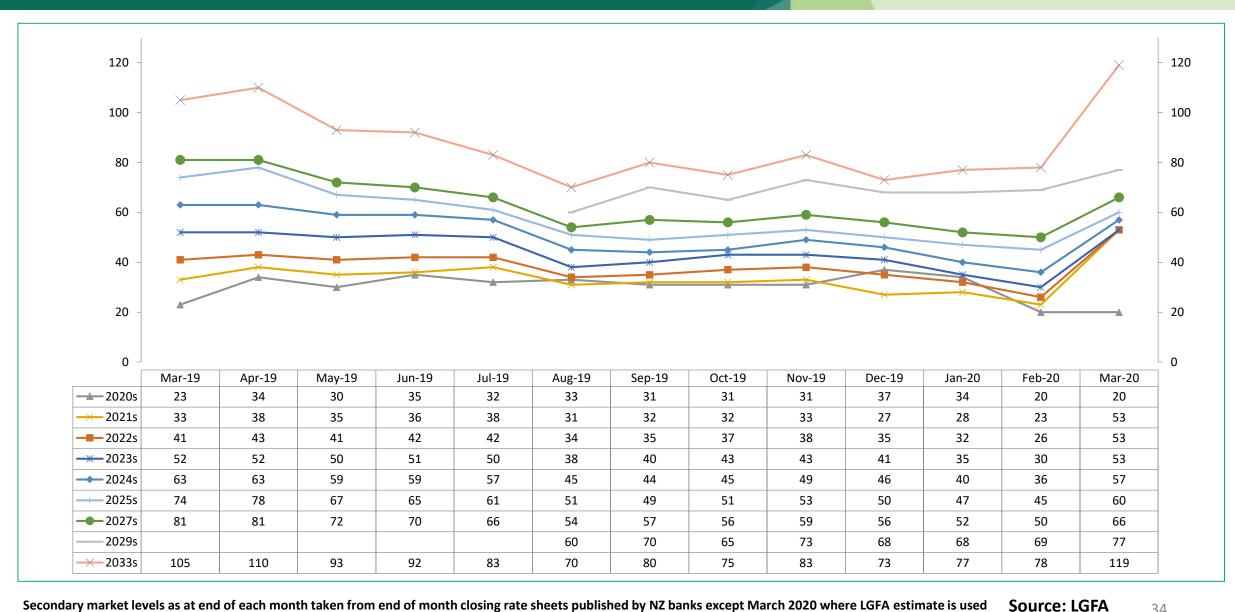
LGFA SPREADS TO SWAP (bps)





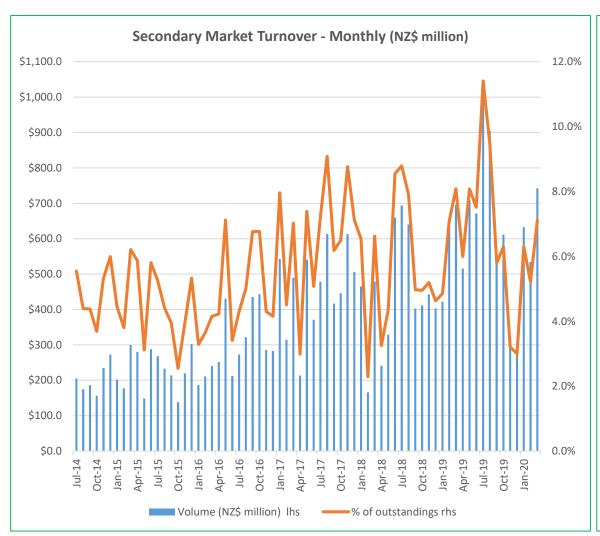
LGFA SPREADS TO NZGB (bps)

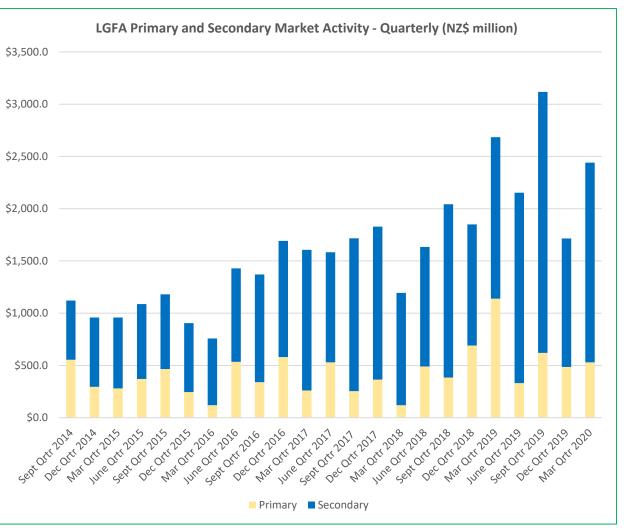




PRIMARY AND SECONDARY MARKET ACTIVITY







Note: LGFA analysis of change in investor holdings at Computershare registry. Buy side only, does not capture intra day activity or tender activity.

Activity in LGFA bonds excluded six months prior to maturity.

Source: LGFA

CONSIDERATION OF BOND OFFER



	On 1 April 2020 LGFA announced that it is considering, April 2026 bondssubject to market conditions, an offer of unsecured, unsubordinated fixed rates bonds maturing on 15
	If LGFA decides to proceed with the offer, full details of the
	offer will be released closer to the time the offer is expected
	to open
	If LGFA offers the Bonds, any offer will be made in
	accordance with the Financial Markets Conduct Act 2013 as
	an offer of debt securities of the same class as existing
	quoted debt securities.
	The Bonds are expected to be quoted on the NZX Debt
	Market
	Appointment of four banks as JLMs
	ANZ, BNZ, CBA and Westpac
	While LGFA is considering the offer, it may decide not to
	proceed with the tender currently scheduled on 8 April
	2020.
	Considerations
	■ Market conditions
	☐ Investor demand

☐ Council borrowing appetite for volume and tenor

2020 Indicative Bond Tender and Settlement Date Schedule					
Tender # Announcement Date		Tender Date	Settlement Date		
71	Monday, 6 April 2020	Wednesday, 8 April 2020	Wednesday, 15 April 2020		
72	Friday, 29 May 2020	Wednesday, 3 June 2020	Monday, 8 June 2020		
73	Monday, 6 July 2020	Wednesday, 8 July 2020	Monday, 13 July 2020		
74	Tuesday, 11 August 2020	Thursday, 13 August 2020	Monday, 17 August 2020		
75	Monday, 5 October 2020	Wednesday, 7 October 2020	Monday, 12 October 2020		
76	Tuesday, 10 November 2020	Thursday, 12 November 2020	Monday, 16 November 2020		
77	Monday, 14 December 2020	Wednesday, 16 December 2020	Monday, 21 December 2020		

No money is currently being sought and applications for the Bonds cannot currently be made.



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- ☐ Appendices



LGFA MEMBERS (As at 31 March 2020)



Shareholders	Total Shares (NZ\$)	Shareholding (%)	Amount borrowed (NZ\$ million)	Borrowing (%)	Share Guarantee (%)
New Zealand Government	5,000,000	11.1%			
Auckland Council	3,731,960	8.3%	2,657.0	24.9	31.6
Christchurch City Council	3,731,960	8.3%	2,018.8	19.0	8.7
Wellington City Council	3,731,958	8.3%	599.5	5.6	5.4
auranga City Council	3,731,958	8.3%	540.0	5.1	2.9
lamilton City Council	3,731,960	8.3%	455.0	4.3	3.2
Vellington Regional Council	3,731,958	8.3%	400.0	3.8	2.9
apiti Coast District Council	200,000	0.4%	225.0	2.1	1.1
lutt City Council	200,000	0.4%	209.0	2.0	1.9
ay of Plenty Regional Council	3,731,958	8.3%	191.7	1.8	0.9
asman District Council	3,731,958	8.3%	167.8	1.6	1.3
Vaimakariri District Council	200,000	0.4%	160.1	1.5	1.0
lastings District Council	746,392	1.7%	160.0	1.5	1.4
/hangarei District Council	1,492,784	3.3%	152.0	1.4	1.7
almerston North City Council	200,000	0.4%	127.0	1.2	1.7
lew Plymouth District Council	200,000	0.4%	119.5	1.1	1.5
orowhenua District Council	200,000	0.4%	115.1	1.1	0.7
aupo District Council	200,000	0.4%	115.0	1.1	1.2
outh Taranaki District Council	200,000	0.4%	111.0	1.0	0.7
1arlborough District Council	400,000	0.9%	100.3	0.9	1.2
/hanganui District Council	200,000	0.4%	91.0	0.9	1.1
Vestern Bay of Plenty District Council	3,731,958	8.3%	90.0	0.8	1.2
Nanawatu District Council	200,000	0.4%	72.0	0.7	0.6
/hakatane District Council	200,000	0.4%	67.0	0.6	0.8
/aipa District Council	200,000	0.4%	60.1	0.6	1.0
isborne District Council	200,000	0.4%	58.6	0.6	1.1
hames-Coromandel District Council	200,000	0.4%	56.0	0.5	1.1
lasterton District Council	200,000	0.4%	55.0	0.5	0.5
auraki District Council	200,000	0.4%	43.0	0.4	0.5
elwyn District Council	373,196	0.8%	35.0	0.3	1.0
torohanga District Council	200,000	0.4%	3.0	0.0	0.2
otal	45,000,000		9,254.6	86.9	80.2

Note: Total shares includes called and uncalled shares

LGFA MEMBERS (CONTINUED) (As at 31 March 2020)



Borrowers and Guarantors	Amount borrowed (NZ\$ million)	Borrowing (%)	Share of Guarantee (%)
	42.0	0.4	
Ashburton District Council			0.6
Canterbury Regional Council	54.0	0.5	1.8
Far North District Council	76.7	0.7	1.6
Gore District Council	22.5	0.2	0.3
ławkes' Bay Regional Council	2.5	0.0	0.4
lurunui District Council	37.0	0.3	0.3
Manawatu-Whanganui Regional Council	37.0	0.3	0.8
nvercargill City Council	67.7	0.6	0.9
aipara District Council	44.0	0.4	0.6
Matamata-Piako District Council	21.5	0.2	0.6
lelson City Council	65.0	0.6	1.3
Porirua City Council	121.5	1.1	1.1
Queenstown-Lakes District Council	115.1	1.1	1.3
Rotorua District Council	206.6	1.9	1.6
Ruapehu District Council	23.0	0.2	0.4
ararua District Council	33.0	0.3	0.4
aranaki Regional Council	4.0	0.0	0.2
imaru District Council	79.6	0.7	0.9
outh Wairarapa District Council	19.9	0.2	0.2
tratford District Council	14.5	0.1	0.2
Jpper Hutt City Council	51.0	0.5	0.7
Vaikato District Council	85.0	0.8	1.5
Vaikato Regional Council	22.0	0.2	1.6
Vaitomo District Council	38.1	0.4	0.4
otal	1283.4	12.0	19.8

LGFA MEMBERS (CONTINUED) (As at 31 March 2020)



Borrowers Only	Amount borrowed (NZ\$ million)	Borrowing (%)	Share of Guarantee (%)
Buller District Council	15.0	0.1	Nil
Central Hawkes Bay District Council	20.0	0.2	Nil
Carterton District Council	0.0	0.0	Nil
Clutha District Council	5.0	0.0	Nil
Grey District Council	19.0	0.2	Nil
Kaikoura District Council	0.0	0.0	Nil
Northland Regional Council	9.6	0.1	Nil
Mackenzie District Council	0.0	0.0	Nil
Opotiki District Council	8.5	0.1	Nil
Rangitikei District Council	3.0	0.0	Nil
Wairoa District Council	9.0	0.1	Nil
Westland District Council	18.6	0.2	Nil
West Coast Regional Council	7.6	0.1	Nil
Total	115.3	1.1	NII
Total Borrowing from LGFA	10,653.3	100.0	100.0

LGFA INTERNAL CREDIT RATINGS



LGFA undertakes its own internal credit assessment and rating process for all member councils using most recent annual reports (June 2019)

Primary Criteria

- > Debt levels relative to population affordability
- > Debt levels relative to asset base
- ➤ Ability to repay debt
- ➤ Ability to service debt interest cover
- Population trend

LGFA member councils by internal rating category

LGFA Internal Ratings	2012	2013	2014	2015	2016	2017	2018	2019
AA+	1	2	2	4	4	6	7	8
AA	12	12	12	10	12	13	19	17
AA-	13	13	16	15	19	17	19	23
A+	8	6	3	11	10	12	13	10
Α	6	10	11	6	6	3	4	4
A-	5	2	1	1	0	2	2	2

Secondary Criteria

- ➤ 30 Year Infrastructure Strategy
 - Quality of Assets
 - Capital Expenditure Plan
- > Risk Management
 - Insurance
- Governance
- > Financial flexibility
- Cashflow
- Budget performance (balanced budget)
- Affordability of rates / Deprivation Index
- Natural hazards
- Group activities (CCO's)

As at 30 June each year

Source: LGFA internal models

LGFA FINANCIAL COVENANTS – MEMBER COUNCIL OUTCOMES FOR JUNE 2019 YEAR



LGFA Financial Covenants – Councils as at 30 June 2019 with an external credit rating (29)

Foundation Policy Covenant	Net Debt / Total Revenue <250%	Net Interest / Total Revenue <20%	Net Interest / Rates <30%
Range of Councils' compliance	-149.8% to 180.3%	-5.9% to 9.4%	-9.6% to 19.4%

LGFA Financial Covenants – Councils as at 30 June 2019 without an external credit rating (35)

Lending Policy Covenant	Net Debt / Total Revenue <175%	Net Interest / Total Revenue <20%	Net Interest / Rates <25%
Range of Councils' compliance	-92.6% to 121.0%	-1.0% to 5.0%	-1.9% to 8.3%

- Note some negative outcomes due to some councils having negative Net Debt i.e. financial assets and investments > borrowings
- LGFA Councils operating within financial covenants
- Ranges highlight the differences between Councils
- Sufficient financial headroom for most Councils
- Improvement from 2013 for most Councils
 - Revenue increased
 - Interest rates lower
 - Capex and debt constrained

Source: LGFA using data from individual council annual reports

PERFORMANCE UNDER LGFA COVENANTS



LGFA Councils with an external credit rating (29 in 2019, 26 in 2018, 23 in 2017, 22 in 2016, 20 in 2015 and 17 in both 2014 and 2013)

Financial Covenant	2019	2018	2017	2016	2015	2014	2013
Net Debt to Revenue	68.8%	76.0%	86.0%	87.9%	96.4%	104.7%	111.8%
Net Interest to Revenue	3.5%	4.0%	5.3%	6.1%	6.8%	6.6%	7.3%
Net Interest to Rates	5.5%	6.1%	8.1%	9.1%	10.0%	9.6%	11.1%

LGFA unrated Councils (35 in 2019, 29 in 2018, 29 in 2017, 28 in 2016, 25 in 2015, 26 in 2014 and 21 in 2013)

Financial Covenant	2019	2018	2017	2016	2015	2014	2013
Net Debt to Revenue <175%	30.0%	32.3%	29.9%	32.4%	38.2%	42.6%	52.5%
Net Interest to Revenue <20%	1.7%	1.9%	1.8%	2.2%	2.4%	2.9%	3.2%
Net Interest to Rates <25%	2.8%	2.9%	2.6%	2.9%	3.1%	4.0%	4.1%

Calculated by simple average of Councils in each group

Source: LGFA using data from individual Council annual reports

COUNCIL FINANCIAL DISTRESS - MITIGANTS



- Local Government Framework reduces risk of financial distress no historical default by a council
- Council have own Treasury Management and borrowing policies most have independent advice
- Council financial oversight by Office of Auditor General (OAG), Audit NZ and Department of Internal Affairs
- Councils under Local Government (Financial Reporting and Prudence) Regulations 2014 required to report annually on performance against benchmarks including

Rates
Affordability

Debt
Affordability

Essential
Services

Debt
Servicing

Debt Control

Operations
Control

Six step intervention process possible by Central Government



Council required to comply with LGFA lending covenants

Annual attestation by council LGFA credit analysis and monitoring performed through the year LGFA credit watch-list in place LGFA not obligated to lend to council members

Covenant breach is an Event of Review – after 30 days LGFA can seek repayment of loans

COUNCIL FINANCIAL DISTRESS – LGFA IMPACT



- 30 LGFA member councils have credit ratings (A+ to AA+ range)
- LGFA undertakes detailed credit analysis of each Council if they apply to join LGFA (and ongoing) not every Council has been accepted as a member
- A Council default becomes a timing issue for LGFA
 - ➤ LGFA lending secured against rates revenue under Debenture Trust Deed
 - > Unlikely to be other material claimants on rates revenue given LGFA is the dominant lender to Councils
 - ➤ Council's Debenture Trustee appoints receiver and a special rate (property tax) levied on all properties in the Council region to meet secured obligations when due
 - > Property taxes unavoidable and first ranking security over property
- Sources of LGFA liquidity and additional capital

\$1 billion liquidity facility from NZ Government Liquid Assets Portfolio

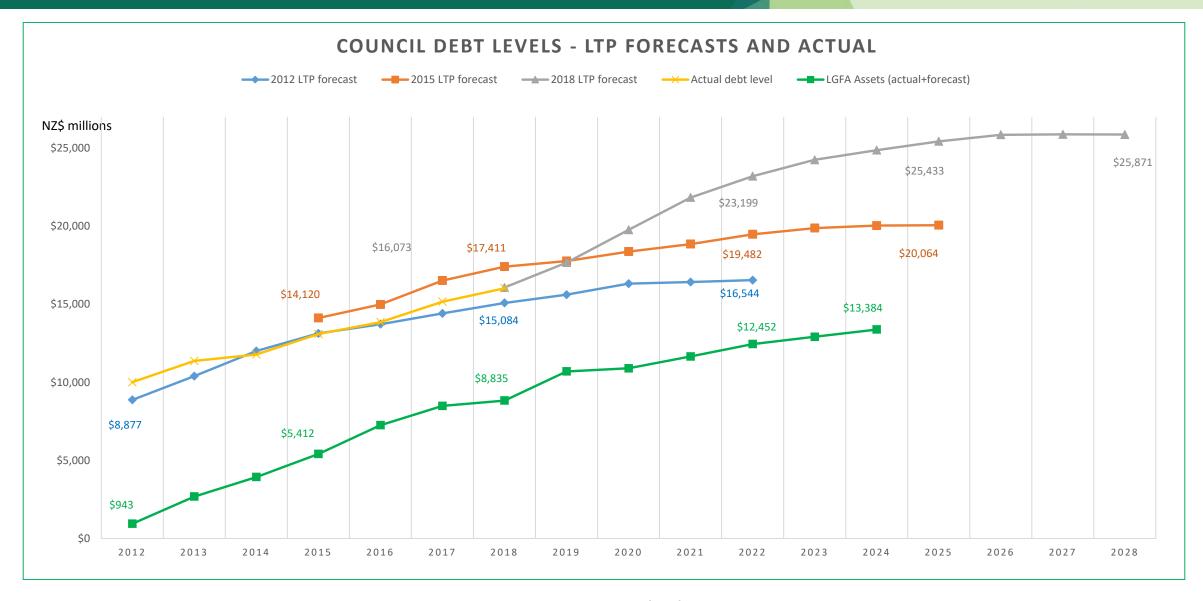
Issuance of additional LGFA Bills and Bonds Conversion of Borrower Notes into equity

Uncalled capital of \$20 million

- Beneficiaries of the Council guarantee (including LGFA bondholders) can also call upon the guarantee in prescribed circumstances
- Central Government does not guarantee obligations of either LGFA or council members

2018-28 LTP FORECAST DEBT LEVELS OF SECTOR HIGHER THAN PREVIOUS LTPs





Source: LGFA with underlying data sourced from each councils Long Term Plan (LTP). LGFA assets from Annual Reports and Draft SOI 2020-21 46

LGFA BILL ISSUANCE

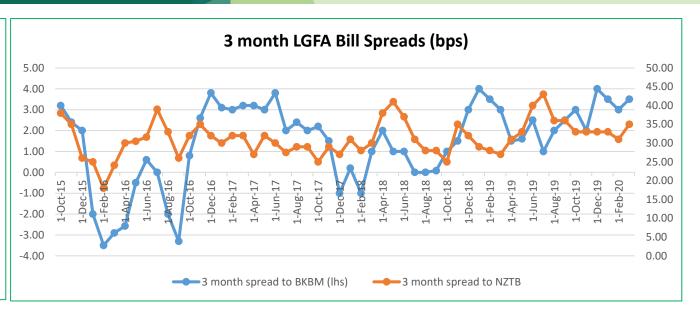
Same security as LGFA Bonds

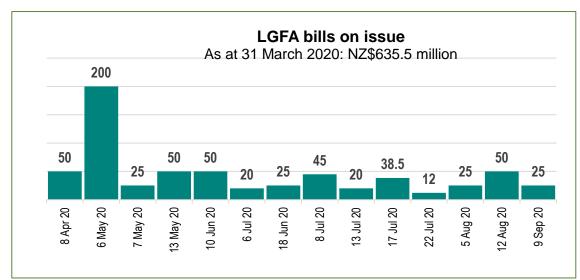
LGFA bonds

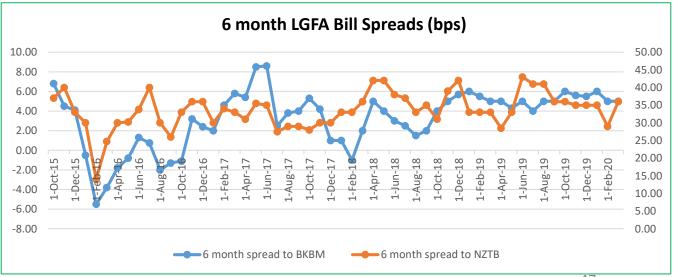


□ Commenced Issuance in October 2015
 □ Monthly tenders via YieldBroker
 □ NZ\$25 million 3 month Bills
 □ NZ\$25 million 6 month Bills
 □ NZ\$635.5 million on issue as at 31 March 2020
 □ NZ\$225 million of tender issuance and
 □ NZ\$410.5 million of reverse enquiry private placements
 □ Weighted average issuance yield between 0.94% and 1.36%
 □ Rated A-1+ by S&P

LGFA pays Approved Issuer Levy (AIL) on behalf of investor as per







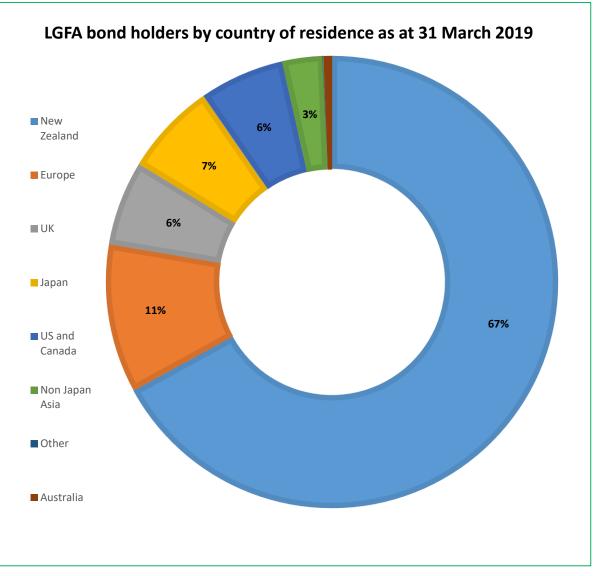
Source: LGFA

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WHO HOLDS LGFA BONDS?

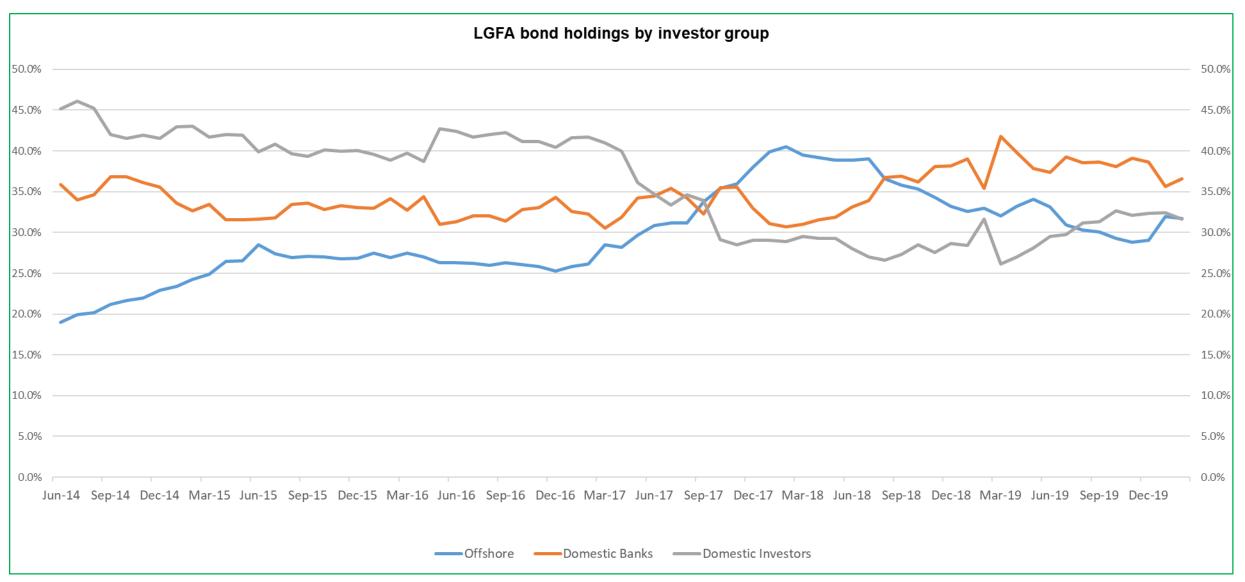






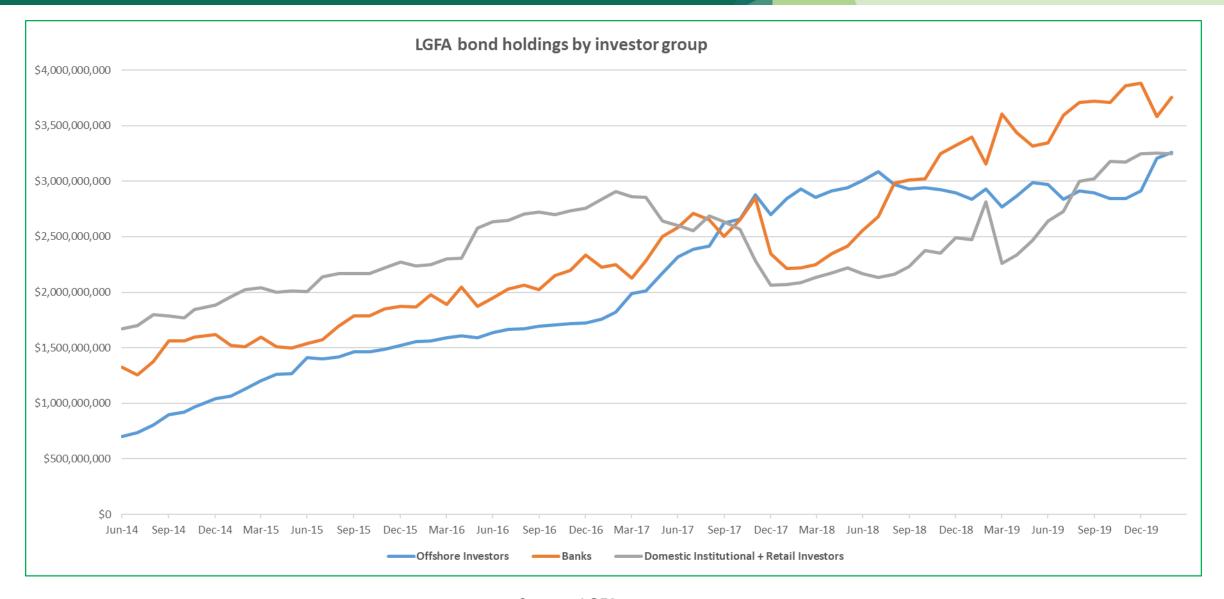
LGFA INVESTOR HOLDINGS OVER TIME (%)





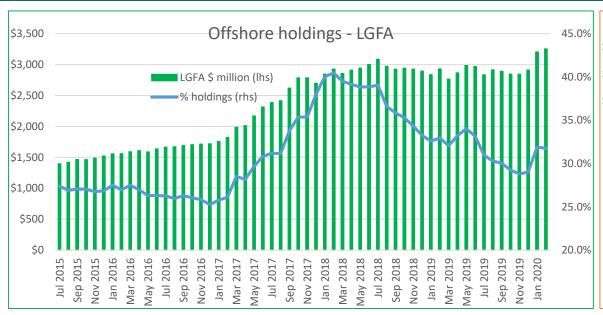
LGFA INVESTOR HOLDINGS OVER TIME (NZ\$ AMOUNTS)

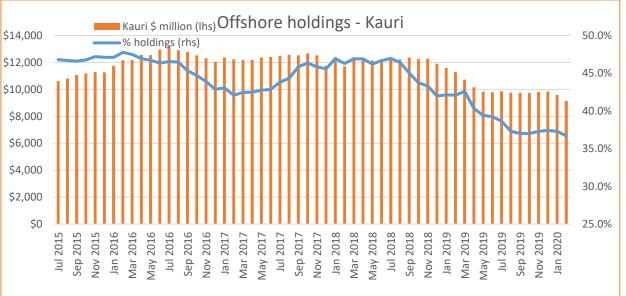


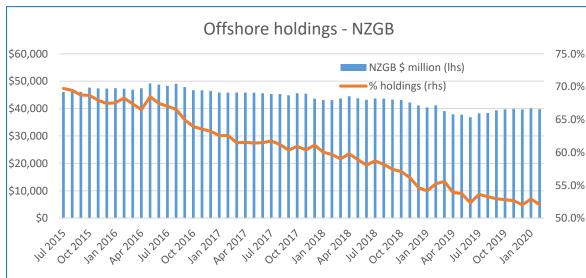


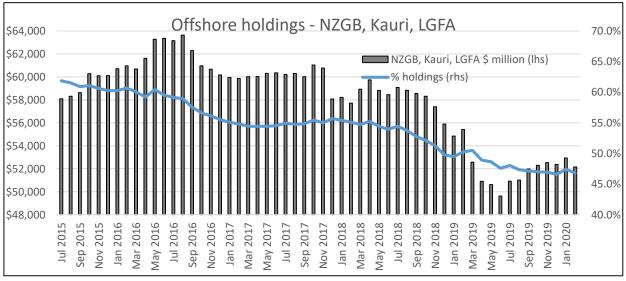
OFFSHORE HOLDINGS – NZGB, KAURI AND LGFA











Source: LGFA, RBNZ

LGFA WITHIN NZ DOMESTIC CAPITAL MARKETS



Largest issuers of NZD bonds – by outstandings

Largest individual tranches of NZD

	Issuer	Amount Outstanding (NZ\$ millions)
1	LGFA (AA+)	\$11,020
2	World Bank (AAA)	\$6,262
3	Bank of New Zealand / NAB (AA-)	\$4,700
4	Westpac Bank Group (AA-)	\$4,327
5	ASB Bank / CBA Group (AA-)	\$4,004
6	Asian Development Bank (AAA)	\$3,642
7	ANZ Bank Group (AA-)	\$3,392
8	International Finance Corp (AAA)	\$3,107
9	KFW (AAA)	\$2,440
10	Housing New Zealand Ltd (AA+)	\$2,300
11	Toyota Finance Group (AA-)	\$2,044
12	Auckland Council (AA)	\$1,975
13	Rentenbank (AAA)	\$1,680
14	Kommunalbanken (AAA)	\$1,541
15	Nordic Investment Bank (AAA)	\$1,525
16	Inter-American Development Bank (AAA)	\$1,500
17	EDC (AAA)	\$1,425
18	Infratil (Unrated)	\$1,306
19	Kiwibank (A)	\$1,120
20	Transpower (AA-)	\$1,075

Maturity	Amount Outstanding (NZ\$)
22/01/2021	\$2,025,000,000
29/05/2020	\$1,650,000,000
15/04/2023	\$1,550,000,000
15/05/2021	\$1,500,000,000
15/04/2025	\$1,459,000,000
15/04/2027	\$1,326,000,000
15/04/2024	\$1,238,000,000
20/05/2020	\$1,125,000,000
14/04/2022	\$1,105,000,000
6/10/2021	\$1,050,000,000
15/04/2020	\$1,030,000,000
30/11/2023	\$1,000,000,000
23/04/2024	\$1,000,000,000
14/04/2033	\$1,000,000,000
17/01/2023	\$925,000,000
5/10/2026	\$900,000,000
25/01/2022	\$900,000,000
7/09/2023	\$900,000,000
29/07/2024	\$900,000,000
	22/01/2021 29/05/2020 15/04/2023 15/05/2021 15/04/2025 15/04/2027 15/04/2024 20/05/2020 14/04/2022 6/10/2021 15/04/2020 30/11/2023 23/04/2024 14/04/2033 17/01/2023 5/10/2026 25/01/2022 7/09/2023

LGFA HISTORIC FINANCIAL PERFORMANCE



Financials (NZ\$ million)	2012	2013	2014	2015	2016	2017	2018	2019
Interest Income	\$10.9	\$73.7	\$149.1	\$222.8	\$278.2	\$320.7	\$342.8	\$361.1
Interest Expense	\$9.9	\$68.1	\$138.9	\$208.9	\$262.6	\$303.2	\$323.9	\$342.3
Net Interest Income	\$1.0	\$5.7	\$10.2	\$13.9	\$15.5	\$17.5	\$18.9	\$18.8
Total Income	\$1.0	\$5.7	\$10.2	\$13.9	\$15.5	\$17.5	\$18.9	\$18.8
Operating Expenses	(\$5.2)	(\$3.0)	(\$3.2)	(\$4.7)	(\$6.0)	(\$6.5)	(\$7.1)	(\$7.6)
Net Profit	(\$4.2)	\$2.6	\$7.0	\$9.2	\$9.5	\$11.0	\$11.8	\$11.2
Liquid Assets Portfolio	\$52.8	\$66.3	\$101.7	\$107.9	\$266.3	\$327.5	\$482.8	\$448.1
Loans to Local Government	\$832.7	\$2,514.9	\$3,742.5	\$5,031.9	\$6,451.3	\$7,783.9	\$7,975.7	\$9,310.6
Other Assets	\$57.5	\$107.0	\$74.0	\$271.9	\$539.7	\$380.0	\$321.1	\$610.1
Total Assets	\$943.0	\$2,688.2	\$3,918.2	\$5,411.8	\$7,257.3	\$8,491.4	\$8,779.6	\$10,382.3
Bonds on Issue	\$908.9	\$2,623.6	\$3,825.3	\$5,247.3	\$6,819.7	\$7,865.4	\$8,101.0	\$9,612.4
Bills on Issue	\$ nil	\$ nil	\$ nil	\$ nil	\$223.9	\$348.2	\$473.4	\$503.2
Borrower Notes	\$13.2	\$40.7	\$61.9	\$85.1	\$108.4	\$131.6	\$135.1	\$154.2
Other Liabilities	\$0.2	\$0.6	\$2.1	\$16.1	\$61.0	\$92.3	\$5.8	\$38.5
Total Liabilities	\$922.3	\$2,664.8	\$3,889.3	\$5,375.6	\$7,213.0	\$8,437.5	\$8,715.3	\$10,382.3
Shareholder Equity	\$20.8	\$23.4	\$28.8	\$36.3	\$44.2	\$53.9	\$64.3	\$74.1

Note: As at 30 June each year or for the twelve month period ending 30 June each year. Source: LGFA Annual Reports

LGFA HISTORIC FINANCIAL RATIOS

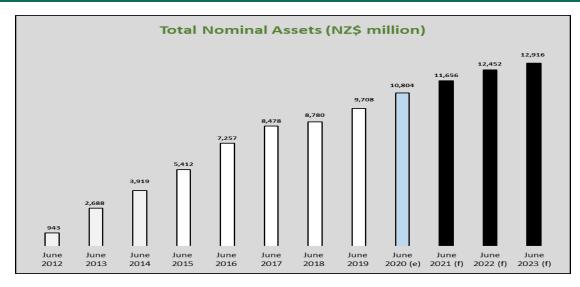


Ratios as at 30 June each year	2012	2013	2014	2015	2016	2017	2018	2019
Liquid Assets / Funding Liabilities	5.7%	2.5%	2.6%	2.0%	3.8%	4.1%	5.6%	4.4%
Liquid Assets / Total Assets	5.6%	2.5%	2.6%	2.0%	3.7%	3.9%	5.5%	4.3%
Net Interest Margin	0.12%	0.23%	0.27%	0.28%	0.24%	0.23%	0.22%	0.18%
Cost to Income Ratio	531.2%	53.6%	31.8%	33.8%	38.7%	37.1%	37.6%	40.4%
Return on Average Assets	-0.45%	0.10%	0.18%	0.17%	0.13%	0.13%	0.13%	0.11%
Shareholder Equity / Total Assets	2.2%	0.9%	0.7%	0.7%	0.6%	0.6%	0.7%	0.7%
Shareholder Equity + Borrower Notes / Total Assets	3.6%	2.4%	2.3%	2.2%	2.1%	2.2%	2.3%	2.2%
Asset Growth	n/a	185.1%	45.8%	38.1%	34.1%	17.0%	13.4%	18.3%
Loan Growth	n/a	202%	48.8%	34.5%	28.2%	20.7%	2.4%	16.7%
Return on Equity	n/a	12.7%	29.8%	31.9%	26.3%	25.0%	21.9%	15.1%
Capital Ratio	18.0%	11.9%	11.6%	11.2%	10.5%	10.9%	10.9%	10.9%

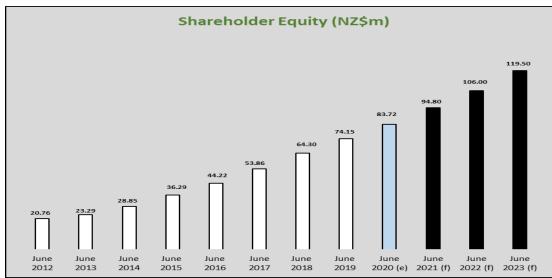
Note: As at 30 June each year or for the twelve month period ending 30 June each year. Source: LGFA Annual Reports

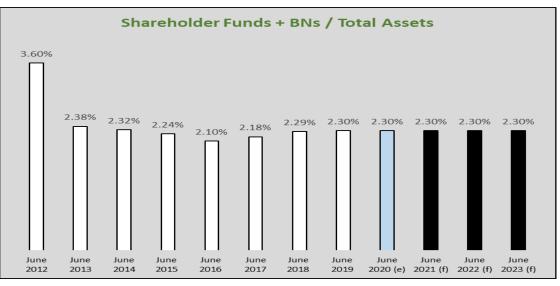
HISTORIC & FORECAST FINANCIAL PERFORMANCE











Forecast performance based upon assumptions outlined in LGFA Draft SOI 2020-21 available at www.lgfa.co.nz/for-investors/annual-reports-and-statement-of-intent Note: Based upon nominal values and Draft SOI published 27 February 2020

Source: LGFA Annual Reports and Draft SOI

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