

ALASKA LEGISLATURE SPECIAL COMMITTEE / SUBJECT FILES 86 / 2

596 SCOM-118: HOUSE SPECIAL COMM. ON PERMANENT FUND 1978-80

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Permanent Fund requires some independence from the executive. On balance, the provisions in HB-300 seem appropriate given the stipulation of confirmation by the legislature, and removal only "for cause".

Given the small size of the policy board, the requirement of a two-thirds quorum is particularly important to ensure an active and vital policy group in which a substantial number of the members are consistently present.

I would suggest that you consider some mix of users among the seven public members of the policy board. One user might be a representative of a municipality, another might be a representative of a regional or local development corporation, another might represent a major primary sector of industrial activity, and one might represent a distributory sector, especially in the community or regional development area. The financial community is appropriately represented on the investment committee, but users might well be similarly represented on the policy board.

I also suggest that you reconsider the soundness of having the president serve as the chairman of the policy board. The president has sufficient power as the chief executive officer. It is more common development banking practice for the chairman to be a widely-respected public member, either appointed from among the public members to serve as chairman at the pleasure of

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the governor or to be chosen by the policy board itself. Having the chairman serve at the pleasure of the governor, drawn from the public members, is one method for helping to integrate the Permanent Fund's planning into state development planning. In any event, for the protection of both the president and the institution, I suggest a separation of the chairman's and the president's functions.

Also, in my judgment, all meetings of the policy board should be public, particularly in light of the fact that the policy board does not itself make specific investment decisions. Only the personnel actions of the policy board with regard to the president should be held in executive session, and then publicly announced.

The provision in HB-300 to pay policy board members \$250 per meeting day, as well as per diem and travel expenses, is a good one. The policy board function is enormously important, in which the members carry great responsibility. It is common practice to pay private board members a fee for performing that function; the same should be true of a public development bank such as the Alaskan Permanent Fund.

The Duties of the Policy Board (Section 60) are well drawn. The distinction between your policy board and investment committee is remarkably similar to the distinction between the policy

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board of the Massachusetts Industrial Development Authority and its subsidiary investment review boards.

It may be wise to point out in precise language that the policy board cannot impose an investment decision upon, or override an investment decision of, the investment committee. It can only determine, on a periodic post-audit basis, that investment decisions made by the investment committee were within the overall annual operating and financial plan approved by the policy board.

The Structure and Duties of the Permanent Fund Investment Committee (Sections 70 and 80) are also quite sound. Here I think it is not only appropriate but essential that the president of the Permanent Fund serve as chairman of the investment committee. I would suggest, however, that at least one of the members of the Permanent Fund investment committee have "recognized competence and wide experience in" community economic development.

The Structure and Duties of the Permanent Fund President (Section 90) are also generally well articulated, although there are a few matters here which call for some clarification. For example, I wonder if I am the only one confused by the apparent contradiction between a Permanent Fund president to serve for "a term of five years," while at the same time serving "at the pleasure of the policy board." In my judgment, the Permanent

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Fund can only be effective if in fact the president is subject to employment at the "pleasure of the policy board."

Similarly, the provision in Section 170 which states that "members of the policy board are prohibited from all attempts to influence the investment committee, president, officers and staff in the discharge of their ordinary operating duties. The president, officers and staff of the Permanent Fund, in the discharge of their offices, owe their duty entirely to the Permanent Fund and no other authority," seems to me to confuse the respective responsibilities of the policy board, investment committee and president, rather than clarify them.

Finally, I am pleased that this generally good draft recognizes the importance of empowering the president of the Permanent Fund with the sole responsibility for "the organization, appointment, dismissal, and remuneration" of all other staff. The policy board wants to be able to hire and fire a president who is then held wholly accountable for all of the other operations of the Permanent Fund.

The Provisions for Technical Assistance in Section 160 are another area in which I would suggest some reconsideration by the Permanent Fund committee. This provision, however well intended, runs counter to my own experience in designing development banks. In fact, in all recent development bank legislation I have

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drafted, we have specifically prohibited the development bank from "providing financing for pre-investment activities including feasibility studies." The reasoning behind this prohibition is simple: we want to hold separate the developer function from the banker function. If the development bank invests in its own pre-investment feasibility studies or technical assistance there is a tendency on the part of the development banker to become prematurely "married" to what may turn out to be an unsound idea.

On the other hand, this kind of technical assistance is essential--particularly for many regional and local community development projects. Therefore an alternative solution has been to create a separate technical assistance agency which is specifically in the business of using "soft" tax dollars rather than "hard" investment dollars to make these pre-investment studies and then to bring the developed proposal to the development bank for an arm's-length banker review. Section 160 deserves further thought and review in light of this experience.

Intervention in the Case of Default: The apparent contradictions between Section 130 (2) (3) and Section 130 (b) need to be resolved so the management of the Permanent Fund has full power to protect its investments, including the exercise of voting rights.

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D. What Capital Structure is Necessary to Ensure that the Alaskan Permanent Fund Has the Financial Capability to Achieve These Purposes?

The capital structure of a development bank is intimately tied to the goals of the institution. Different kinds of management and different kinds of capital are both required in order to carry out the different purposes. Both international and domestic development finance experience makes it emphatically clear that for the very reason we don't want venture capitalists to make unsecured inventory loans and for the very reason we don't ask commercial bankers to make thirty-year, fixed-asset land, plant and equipment loans, we need to keep the risks, managements, and funds of the development bank separate to carry out separate tasks. Thus, the World Bank Group, for instance, separates the International Finance Corporation (an equity investing vehicle) from the World Bank itself (a market-rate debt vehicle) from the International Development Authority (a subsidized, below-market granting and lending vehicle). In Massachusetts, the Technology Development Corporation and the Community Development Finance Corporation, which are both high-risk equity and venture capital vehicles, are capitalized, managed, and insulated from each other and from the operations and risks of the long-term secured lenders such as the Industrial Finance Agency. In public development

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finance as in private finance, the terms, the cost, and the character of the sources of funds must match the uses of the funds.

It is for this reason that I suggest that operational principle number 9 which empowers the Permanent Fund to "make investments in financial intermediaries . . ." might be more precisely defined to isolate several compatible but operationally distinct tasks on a functional basis. Specifically, I suggest that the business plan of the Permanent Fund consider the possibility of establishing separate subsidiary financial intermediaries to carry out several possible specific functions of the Permanent Fund, including:

a technology development corporation to invest in technologies which would reduce the cost of value-added and refined production of both renewable and nonrenewable resources in Alaska;

an intermediate and long-term financing agency to collaborate with commercial banks and savings banks in providing debt and debt guarantees in support of greater intermediate and long-term capital for medium and small-sized enterprise;

a community development finance corporation to co-venture with regional and local community development corporations and municipalities in providing equity as well as debt and debt guarantees to finance income-producing community

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development projects particularly in lower-income and rural areas of Alaska; and
a central development bank for locally-owned cooperative banks which would be initially capitalized by the Permanent Fund but eventually repurchased by local cooperatively-owned user banks in order to support rural and community development in outlying areas of Alaska.

Each one of these four areas of activity would have its own investment review board appointed by the policy board (much like the investment committee) with persons of "recognized competence and wide experience" in the specific investment area. Their chief executive officers would be directly appointed and directly responsible to the president of the Permanent Fund, but the day to day decision-making would be the province of the investment review board and the staff of the subsidiary institutions. The policy board, the investment committee, and the president would retain the same direct power over these subsidiaries that any private corporation holds over its subsidiaries. As the Central Bank gradually became owned by its users, this authority in time would pass from the Permanent Fund to the users.

Two major areas of activity would be directly retained by the Permanent Fund:

First, those productive private investments which are of

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such a large scale and such a relatively high risk as to be beyond the capability of the private market acting alone;

Second, large-scale infrastructure investments deemed critical to the overall development of the Alaskan economy. Any subsidies necessary to finance the infrastructure, however, would be borne by the Alaskan General Fund rather than the Permanent Fund. Operational principle number 4, Section 130, implicitly suggests that any subsidies would be made by special appropriation of the legislature. I think that additional consideration might be given to the retention of income on investments by the Permanent Fund for a third purpose beyond overhead and reserves--that purpose being the explicit provision of subsidies for specific kinds of social overhead capital investment, community development, and infrastructure development. A specific prior authorization by the legislature should be required before the income of the Permanent Fund could be released to those purposes by the policy board.

Section 130 (8) could also be used to create subsidiary financial intermediaries on a geographic basis to encourage some more sensitivity to the needs of lesser-developed regions in Alaska. In our highly complex political economy, it is not necessary that capital mobilization and decision-making take place at the same level. This has been amply demonstrated in the

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operations of the Federal Home Loan Bank System and the Farm Credit System at the federal level. Similarly, there are increasing numbers of development finance intermediaries at the state and local level which operate on a decentralized basis so that decision-making is more sensitive to local conditions. Local investment decision-makers will be better able to assess the risk, service the risk, monitor the risk, and deal with problems of default than a more distant investor. International, national and private market financial experience supports this concept.

Finally, my limited exposure through memoranda to the existing thirteen revolving loan funds now operated by the Alaskan state government suggests that they might be more efficiently managed as subsidiary development finance intermediaries under the overall policy guidance of the Permanent Fund. This is another matter that calls for further review.

The Provision for Reserves in Section 120 is a good start which does not go far enough. The legislature should consider establishing specific differential reserves for different kinds of equity, debt or debt guarantee activity. For instance, reserves for community development equity investments by the Massachusetts Community Development Finance Corporation are projected to be 100 percent. Similarly, no state has established long-term industrial debt guarantee programs without limiting the

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state's exposure through a ceiling on reserves in ratio to total guarantees outstanding.

The Provision for Borrowing Powers in Section 40 is a very important provision in terms of the future growth and development of the Permanent Fund. The dedicated oil revenues initially capitalizing the Permanent Fund's equity base at \$2 or \$4 billion should be compared to the capital base of the World Bank or the Canada Development Corporation. If the Permanent Fund is soundly managed, the opportunity to leverage additional equity or debt in worldwide money and capital markets on top of that equity base is substantial, as has been the experience of the CDC (in equity markets) and the World Bank (in international bond markets).

MODELS AND OPTIONS
FOR THE
ALASKA PERMANENT FUND:
FUNCTIONS, REGIONALIZATION AND ACCOUNTABILITY

Report Number Two
September 14, 1977

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MODELS AND OPTIONS FOR THE ALASKA PERMANENT FUND:
FUNCTIONS, REGIONALIZATION AND ACCOUNTABILITY

September 14, 1977

INTRODUCTION: Some Models and Options

My first report of July 11, 1977 raised many questions concerning the purposes, functions, sources and uses of funds, management and accountability of the proposed Alaska Permanent Fund, based on the accumulated experience of several hundred development banks over the last one hundred years.

This second report takes the next step, and provides a beginning look at a number of development banks whose experience and functions seem particularly relevant to potential public purposes of the Permanent Fund. In selecting development banks to analyze in detail, I have been guided by two factors: first, institutions which would compliment reports already prepared for the State Investment Advisory Committee by Price Waterhouse and White, Weld; second, institutions whose purposes and functions seem particularly relevant to key potential Fund goals.

Each of these institutions have been analyzed and compared in terms of: I. Purposes; II. Sources of Funds/Capitalization; III. Uses of Funds/Operations; IV. Management; V. Accountability; VI. Evaluation; and VII. Relevance to the Alaska Permanent Fund.

In addition to this look at functional models for the Fund, two key structural issues are outlined in some detail, based on domestic and international experience: regionalization; and accountability to the taxpayers, legislature, and executive. In both instances, a conceptual approach is developed out of a range of

domestic and international experiences. This experience and the conceptual framework will probably raise more questions for your further consideration.

Again I would like to note that as an outsider, I feel competent to suggest detailed operating experience which may be relevant to the Permanent Fund's purposes, but not competent to suggest what those purposes should be. There is an old Asian proverb which says that after one trip to India foreigners write a book, after two they talk in quiet whispers, after three, they say nothing at all. This is my second trip to Alaska.

It is with special gratitude that I thank my research associate, Mitchell Rosenberg, for his extraordinary care in helping to prepare this report. One of the pleasures of teaching and working is witnessing younger colleagues and friends grow in competence to encompass their vision. I wish Mitchell well in his year in Germany.

My sense is that this second report, like the first, will raise more questions than it answers. For this reason, I have noted it a "discussion draft", and look forward to responding to the further issues it raises.

I. FUNCTIONS

A. ALASKA OWNERSHIP OF LARGE SCALE ALASKA ENTERPRISE

1. CANADA DEVELOPMENT CORPORATION
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I. PURPOSES

The CDC is an investment bank operating in the private sector of the Canadian economy. Created in 1971 by an act of Parliament, its initial capitalization was provided by the Canadian treasury in the form of a purchase of over \$250 million in common stock. Such an institution had been proposed by government officials as early as 1958 in response to concern over the high level of foreign ownership and control of Canadian business. This condition, they felt, discouraged the development of native entrepreneurial talent necessary for economic growth and job creation. The proposed use of financial mechanisms to achieve such goals met with strong opposition from the Canadian business sector and allied politicians. When the CDC bill was passed after 15 years of debate, none of these social objectives were included in the institution's statutory agenda.

Legislative Goals

The three main objectives of the CDC summarized in the act are:

- 1) to help develop and maintain strong, Canadian-controlled and managed corporations in the private sector of the economy;
- 2) to widen the investment opportunities open to Canadians; and

3) to operate profitably, in the best interests of all its shareholders, public and private.

The investment policies by which these goals are to be achieved were left purposefully broad in the act in order to accommodate conflicting views of the proper role for the institution in passing the legislation and to provide maximum managerial discretion. This is similar in concept and language to the draft of the Permanent Fund developed by the Investment Advisory Committee. However, the "Objects" section of the act, various documents of the debate prior to its passage, and statements of company officials provide a clear picture of the CDC's investment criteria and their rationale.

Management Interpretation of Goals

CDC management interprets its role as a provider of the equity capital necessary to mobilize Canada's material, human and capital resources to bring domestic industry up to internationally competitive scale in the long run. The management's investment policies following from this view are:

1) emphasis on large, longer-range development projects, particularly those involving upgrading of resources, a high technological base or good potential for building a Canadian-controlled presence in international markets.

2) Profit potentials must be commensurate with perceived risk. This is the one criterion mandated in the act, similar to the current draft of the Permanent Fund. As a rule of thumb, the Board proposed targeting investment to sectors in which predicted growth exceed twice that of GNP. Acknowledging the long-term nature of their mode of investment, the directors declare, "CDC is prepared to be patient, recognizing that some of its opportunities will exist because others are unwilling or unable to wait through the years of earnings buildup."

3) CDC in a manner again similar to the current Permanent Fund draft, does not seek to duplicate or preempt activities in the private capital market. Thus it does not lend, debt capital presumably being readily available to large-scale enterprises in the Canadian private market. It is, however, prepared to play a catalytic role in joint ventures with foreign or domestic investors.

4) CDC seeks controlling positions, through the purchase of voting stock, in the companies in which it invests--this in order "to take measures necessary to protect and increase the value of its holdings." Such measures connote input into top-level strategic and corporate planning decisions, not day-to-day management. The Permanent Fund draft is unclear on this point.

5) CDC seeks to concentrate its activities in sectors where Canada holds competitive advantage on an international

scale or can achieve such position through consolidation of markets.

6) Roles the CDC specifically rejects include buyer-of-last-resort for faltering firms, buy-back agency for foreign-controlled firms or high bidder in take-over contests where foreign firms are involved.

In order to pursue these policies, CDC has been granted a very broad range of powers. It may invest in any asset or security, promote companies, lend or guarantee funds. It may even invest in firms not carrying on any part of their business in Canada when, in the opinion of the Board of Directors, such investment would further the aims of the company.

II. SOURCES OF FUNDS/CAPITALIZATION

Authorized - CDC is authorized to issue 200 million common shares without nominal or par value, of which the first 30 million were subscribed by the Canadian government from 1971 to 1975 at prices averaging slightly over \$10 a share. The company is further authorized to issue up to \$1 billion in preferred stock with such convertibility, voting and interest features as the Board determines. CDC is under no statutory debt limit. Management has chosen a target level of 40 percent of paid-in capital, a conservative policy designed to compliment CDC's risk-oriented

investment policies. This scheme indicates a potential capitalization of \$5 billion.

Capitalization Goals

CDC wishes to finance further investment through the public issue of shares. Its aims in so doing are:

- 1) to decrease the government share of ownership to 10 percent within 10 years. The government currently holds 65 percent of all CDC stock outstanding.
- 2) to offer opportunities for equity investment in Canadian industries to Canadian investors. Political support is an expected by-product of such a policy.

Reliance on public support reinforces the profit criteria for investment, since continued growth will depend on investors' perception of CDC as a safe and profitable investment.

Actual History of Capitalization

1971 - CDC was originally capitalized by the Canadian government's purchase of 25 million shares for a price of slightly more than \$250 million. The government increased its holding incrementally over the subsequent four years until it held about 30 million shares valued at slightly more than \$300 million in 1975.

1974 - CDC placed 10 million non-voting redeemable preferred

shares with institutional investors. These preferred shares sold for \$10 and carried a dividend of 5 3/4 percent. The proceeds of this issue were used, in part, to pay off bank debt incurred to finance start-up operating costs. The shares are redeemable at the option of the holder or CDC after five years.

1975 - CDC marketed 1.5 million preferred voting shares to some 20,000 individual, institutional and governmental investors. These shares sold for \$100 and carried an 8 percent dividend. They were convertible for 10 shares of common stock with further share bonuses for early conversion. They are redeemable at the option of the holder or CDC after five years. This was the largest public stock offering in Canadian capital market history.

Despite CDC's profit orientation, its performance has not yet inspired sufficient investor confidence to support the subscription of common stock on the basis of capital gains alone.

In 1975 CDC also issued about 950,000 shares of common stock to the Canadian government as the final \$10 million payment for the Crown Corporation, Polysar.

Outstanding debt of wholly-owned subsidiaries stood at \$250 million at the end of 1975.

III. USES OF FUNDS/INVESTMENT OPERATIONS

CDC has used its funds primarily to invest in established

businesses either through buying the enterprise outright or through purchase of a significant portion of its outstanding securities. CDC's holdings in 1975, by industrial sector, were as follows:

Petrochemicals - CDC acquired Polysar Ltd., a manufacturer of rubber and petrochemical products, from the Canadian government. The negotiated price for the Crown corporation was \$62 million plus \$10 million if certain profit targets were met. As of year-end 1975, Polysar's assets were \$602 million. In 1975, CDC, through Polysar, joint-ventured with Canadian banks to finance the construction of the Petrosar naphtha cracking plant, a \$575 million, world-scale facility.

Mining - In 1973, CDC acquired, through tender, 30.2 percent of the stock of Texasgulf, Inc., the American-based energy and mining firm. At the time of this acquisition, 68 percent of Texasgulf's earnings were generated by enterprises located in Canada.

Oil and Gas - In 1975, CDC acquired 60 percent of the Canadian assets of Tenneco. These assets include gas and oil processing plants and vast areas of oil, gas and bituminous tar producing properties. These assets are valued at \$135.0 million.

Health Care - CDC has purchased several drug companies and research facilities in an effort to build a consolidated Canadian-

owned complex in the health care field. The flagship firm of Connlab Holdings Ltd. is Connaught Laboratories, a research facility formerly attached to the University of Toronto. Since the consolidation of these companies in 1974, Connlab has shown steady losses.

Venture Capital - CDC's directors have acknowledged the crucial role of financial support for technological innovation in economic development. They have not found it appropriate, however, to undertake the complex and time consuming services of venture capitalists themselves. Instead, CDC has purchased large amounts of stock in three existing venture capital firms, leaving their management free to administer the newly expanded funds. These firms invest in a wide variety of enterprises at the conceptual or early development phase.

Pipelines - CDC has advanced \$3.8 million to a consortium planning the construction of a North-South natural gas pipeline.

Looking over CDC's investments, it is apparent that they meet the institution's criteria of being in sectors where Canada holds a comparative advantage (natural resource extraction and processing) or which have experienced high growth (medical supplies and equipment). Unfortunately, statistics which would permit an estimate of CDC subsidiaries' presence in their respective sectors are not available. We can, however, get some idea of the

impact of these investments on the extent of Canadian control of these sectors by comparing 1968 statistics on total assets, Canadian and foreign held, in major sectors which appear in a 1973 government report on foreign investment in Canada to CDC's current holdings.

In 1968, assets employed in the petroleum/natural gas sector totaled \$9.2 billion, of which Canadians held \$3.7 billion (38 percent). Even given growth in this sector between 1968 and 1973, CDC's Petrosar undertaking is a sizable net addition to Canadian holdings in this sector. None of CDC's other undertakings have nearly so large a quantitative impact.

IV. MANAGEMENT

The Corporation is managed by a Board of 21 Directors drawn mostly from the business community. While the government holds over 50 percent of the stock, two Deputy Ministers are ex officio Board members with no voting power. The government may choose to appoint four Directors rather than casting its ballots at Shareholders' Meetings. Such power has not been exercised to date. The government has stated both publicly and privately that it does not intend to interfere with the affairs and management of the Corporation.

The Board's policies are administered by a highly profes-

sional central staff of twenty. Subsidiaries' production decisions are to be made independent of CDC input. The staff was kept small to encourage flexible response to problems. Specialized matters are often referred to consultants.

V. ACCOUNTABILITY

The CDC act, elements of Canadian corporate law and the political climate in which the Corporation was implemented combine to leave the CDC Board and staff in virtual total control of company operations and investment.

Legislative Accountability

By statute, CDC is not subject to Parliamentary oversight. Parliament's latitude for intervention is restricted to voting changes in capital authorization and certain exceptional by-laws concerning CDC's objectives. Given the Corporation's immense initial capitalization, it is unlikely that Parliament will have the opportunity to exercise any constraints on CDC short of closing it down.

CDC is not a Crown Corporation, i.e., a public corporation formed under the Canadian Financial Administration Act "that is ultimately accountable, through a Minister, to Parliament for the conduct of its affairs." Although it is publicly capitalized, it

is subject to no ministerial oversight or control. Rules governing disclosure for Canadian corporations have been widely attacked for being unduly lax; these are the accountability standards to which CDC is being held.

Executive Accountability

The federal government does hold a certain amount of de facto power through rules governing the distribution of shares. No association, a term defined operationally by the Board, may hold more than 3 percent of the outstanding voting stock. The federal government may hold 10 percent. Therefore, its voting position may always be dominant, given an absence of block coalitions. However, the government has chosen to maintain a hands-off stance towards CDC operations. Investment policies and priorities, for example, were set by the Board with no government input. With its current holdings, the government could exercise control through the removal of Board members, but has chosen not to do so.

The government has eschewed other control mechanisms which have been applied to mixed enterprises in Europe, where this kind of structure has a longer history. These mechanisms include having government officials as voting members of the Board of Directors, actively exercising voting shares, statutory regulation of investment operations and maintaining a permanent or intermittent

public body to audit the activities and reports of the public financial institution. The CDC act provides for none of these supervisory measures. According to most observers, such lack of government input and control eliminates CDC from use as a tool in any centrally planned economic development effort.

VI. EVALUATION

Recalling the three purposes of the institution (p. 3), how has CDC performed? Before attempting an answer, we must recognize that evidence is limited to skimpy annual reports covering only four years of operating experience.

Regarding the creation and maintenance of strong, Canadian-controlled industries, CDC has followed a policy of expansion and consolidation of existing firms. CDC's equity presence in Polysar allowed the company to incur debt to finance capital expansion at a much quicker rate than was realized under government ownership. In assembling Connlab Holdings, CDC seems to be creating a vertically-integrated drug complex covering research, production and distribution. What these policies will mean in terms of rationalization, investment and employment remains to be seen.

CDC has increased investment opportunities open to Canadians only marginally. Its one public stock issue was in the fairly large denomination of \$100/share and was apparently bought in

blocks averaging 75 shares. Clearly, this kind of marketing will not broaden participation in equity ownership. Quantitatively, however, this was a very big issue. During the decade previous to the issue, gross new issues of Canadian preferred stock averaged only \$132 million, compared to the \$150 million sold in one shot by CDC.

CDC has shown some profit in terms of earnings per share every year.

CANADA DEVELOPMENT CORPORATION

<u>Year</u>	<u>Capitalization¹</u>	<u>Value of Holdings²</u>	<u>Earnings/Share</u>
1975	708	857	\$0.31
1974	548	549	\$0.81
1973	344	465	\$1.89
1972	138	200	\$0.57

¹Capitalization = Capital stock plus retained earnings, in \$000's.

²Value of Holdings = Investments plus fixed assets of wholly-owned subsidiaries, in \$000's.

Given the \$10+ price of shares, earnings have been modest. They have fluctuated with the general conditions of the Canadian economy and have been well below the CDC Board's stated profit target of 15 percent.

CONSOLIDATED BALANCE SHEET
December 31, 1975
Canada Development Corporation

	1975	1974
	(thousands of dollars)	
ASSETS		
Current Assets	\$ 378,430	\$ 321,811
Investments	354,581	332,354
Fixed Assets of Subsidiaries	502,792	216,271
Other Assets	41,73	29,155
TOTAL	<u>\$1,277,537</u>	<u>\$899,591</u>
LIABILITIES		
Current Liabilities		
Short-term loans	\$ 95,198	\$ 97,484
Accounts payable and accrued liabilities	95,674	74,752
Dividends payable	4,280	1,437
Income and other taxes payable	15,222	3,575
Long-term debt due within one year	10,416	15,672
Total	220,790	192,920
Long-Term Debt	250,358	137,439
Deferred Income Taxes	25,337	9,744
Interest of Minority Shareholders in Subsidiaries	73,218	11,172
Total	569,703	351,275
SHAREHOLDERS' EQUITY		
Capital Stock	564,563	422,000
Retained Earnings	91,699	74,744
Excess of Book Value over Cost at Date of Acquisition of Subsidiary	51,572	51,572
Total	707,834	548,316
TOTAL	<u>\$1,277,537</u>	<u>\$899,591</u>

VII. RELEVANCE TO THE ALASKA PERMANENT FUND

In analyzing the relevance of the Canada Development Corporation to the Alaska Permanent Fund we will review the major headings in this memorandum in order: Purposes, Sources and Uses of Funds, Management, and Accountability.

Purposes: The purposes of the Canada Development Corporation appropriate for consideration by the Permanent Fund are:

- 1) to encourage the establishment and maintenance of strong Canadian controlled enterprises;
- 2) to widen investment opportunities for Canadian investors; and
- 3) to operate for a profit.

The achievement of the first two goals is conditioned by and dependent on the third. Profit is the operational goal most frequently and explicitly mentioned by management in its official reports. They attempt to make a case for their pursuit of profit by claiming that the partially public benefits of the first two goals will never be realized unless a rate of profit and growth higher than that enjoyed by foreign controlled elements of the Canadian economy are achieved. In the first annual report, management stated,

If we as a nation are to increase the Canadian content of our economy, it must be essentially by encouraging the sound growth of Canadian-controlled enterprises at a pace which exceeds that of their non-resident-owned competitors.

In the case of altering the balance of Canadian/Foreign control of Canadian industry, the statement above amounts to a tautology. In terms of providing wider investment opportunities in Canadian enterprise to Canadians, the statement is true to the extent that CDC issues must out-perform competitive securities in order to be attractive to investors. Canadian investors have access to international capital markets, and, in 1970, 40% of the securities held by institutions and individuals in Canada were of foreign issue.

The achievement of extraordinary profits by an investment holding company like CDC is unlikely. Recent work in investment portfolio theory and the experience of the securities industry in the past decade have demonstrated the futility of attempting to "out-perform" the market in the long run.

CDC may even be compounding its difficulties by investing in as few enterprises as it does. This investment strategy may lead, and in CDC's case has led, to unstable earnings and cash flow. Such a situation may inhibit the planning of future operations.

CDC's investment operations raise issues of control over the exploitation of natural resources, operations of the Canadian capital market and ownership structure of major industries, all of which are legitimate concerns of the Federal government and the Canadian people. The proponents of CDC in its present form

convinced Parliament that it was necessary to give up control over these matters in order to achieve the more limited goals in the statute. However, what the government got for relinquishing such controls is of questionable value. Lack of government input into CDC operations is the major weakness of the institution.

Sources and Uses of Funds: The management of the Canada Development Corporation has intentionally developed a strong equity base with only 40 percent debt in order to undertake the kinds of long-range, high-risk strong ownership positions which are essential to carry out its purposes.

On the other hand, the Canada Development Corporation must maintain a very strong return on its invested capital in order to attract the substantial private investment in the Canada Development Corporation which it is seeking. The Permanent Fund will not have such a constraint, which has both negative and positive aspects. From a positive standpoint, it will not be forced to get such a market return; from a negative standpoint, it will not have the correction of the marketplace monitoring its investments quite so carefully.

Management: The Canada Development Corporation has the kind of strong, independent, professional staff necessary to any successful development bank. The Canada Development Corporation follows the wise course of only overseeing the major strategic

planning decisions of its subsidiaries and affiliates, and not involving itself in day to day decision making.

Also, the Canada Development Corporation management has been given the very broad managerial discretion to make investment decisions which is contemplated in the current draft of the Permanent Fund.

Accountability: On the other hand, the Canada Development Corporation is a preeminent example of a development bank which does not have sufficient accountability to either the executive or the legislature.

INTRODUCTION

The National Enterprise Board, established under the Industry Act of 1975, is a public financial and promotional institution whose principal objectives are to assist the economy of the U.K., to promote industrial efficiency and international competitiveness and to expand opportunities for productive employment.

From 1968 to 1971, the British government operated a public financial institution with a similar purpose--the Industrial Reorganization Corporation (IRC). IRC's functions were limited to promoting and providing finance for mergers which the directors felt would help effect the rationalization of an industry. (Many of Britain's manufacturing sectors are characterized by firms too small to compete on an international scale.) IRC generated a great deal of opposition from private financial interests which felt that they were being subjected to unfair competition. The institution was disbanded by the newly elected Tory government in 1971. NEB, which incorporates the functions of IRC into the comprehensive program described below, began operations in November 1975.

I. PURPOSES

In order to meet these broad objectives the NEB carries out several different functions. Some observers feel these functions

are not consistent with each other. In planning its investments, the Board is to apply standard commercial criteria of profitability. On the other hand, it is viewed by government and its own directors as an instrument of national industrial policy and is therefore responsible for meeting various public policy criteria in its operations. The implications of NEB's mixed agenda will be examined in the detailed enumeration of the institution's purposes below.

NEB's operations fall into four conceptually separable classifications:

- a) Finance for Industrial Investment - NEB acts essentially as an investment banker, purchasing the equities of private firms where it feels the investment will show a reasonable return, will help effect the purposes of the Act and will not displace private investment. NEB also makes loans on commercial terms.
- b) Industrial Holding Company - NEB is responsible for the strategic management and financial monitoring of several large nationalized firms.
- c) Assistance to Companies in Financial Difficulty - NEB administers capital assistance to firms in temporary financial difficulties. Funds for this activity are provided by the Secretary of State for Industry who is also responsible for deciding which firms will be considered for such assistance.

d) Promotional Activity--NEB offers assistance in procuring foreign contracts for British firms or groups of firms and in coordinating the activity of regional development authorities.

Each of these four purposes is analyzed below.

a. Finance For Industrial Investment

NEB's main function is the provision of finance for industrial investment, particularly for the expansion and modernization of productive facilities in manufacturing. In addition, finance or advisory services may be provided to promote industrial restructuring. Finance is normally provided in the form of equity, but loans at commercial rates of interest may also be provided.

NEB's investment policies are shaped by an interim statement of guidance from the Secretary of State for Industry, which is now pending statutory enactment. Except for those investments made at the direction of the Secretary* (see Section c), profitability, defined as the projected discounted rate of return to capital, is to be the main investment criterion. Subsidiary to this are certain public policy considerations, including:

*Note: In this profile, "Secretary" denotes the office of the Secretary of State for Industry.

- i. preparing for growth by action to increase longer-term capacity in key sectors of manufacturing industry;
- ii. increasing exports or savings imports; and
- iii. where there is a choice of location, creating new jobs in areas of high unemployment.

NEB devoted considerable time to identifying sectors where its assistance would be most beneficial in terms of promoting efficiency. They incorporated data and analysis from the White Paper accompanying the Industry Act and a 39-sector industry study by the National Economic Development Councils into their annual investment plans. NEB intends to use these studies and other analysis provided by the Secretary to guide future investment policy.

b. Industrial Holding Company

The NEB acts as a holding company for a number of shareholdings previously held directly by the government. The portfolio will be added to from time to time as a consequence of the NEB's role as a provider to new equity finance and through the purchase of existing shares in companies. In addition, the NEB has power under the Act to set up new enterprises or to participate in joint ventures with the private sector.

The basic job of the NEB as shareholder is to ensure a proper

return is secured to the taxpayers who provide capital through the Consolidated Fund, the general tax revenues of the British government. In so doing, the Board does not intend to participate in day to day management. Their oversight consists in most cases of making arrangements for the provision of regular monthly information to the NEB on performance and financial prospects, for the provision of annual and long-range plans for the approval by the NEB and for the submission (in the case of subsidiaries-- wholly-owned companies) of major capital investment proposals, acquisitions and disposals for approval.

Many of the "transferred companies'" problems have arisen from unstable industrial relations resulting from the inability of management and labor to work out satisfactory wage and productivity provisions. There are three high union officials on the NEB's ten-member Board of Directors. Their presence may be interpreted as a move to force some rapprochement between labor and management, given the Board's responsibility for strategic management and oversight of the troubled enterprise.

c. Assistance to Companies in Financial Difficulty

The NEB may be directed by the Secretary to assist a company in financial difficulties which needs to be restored to a sound state for reasons of employment or industrial policy. In some

cases, the Board will consider the provision of funds in some combination of commercial and subsidized terms. In such cases, the NEB will be reimbursed specifically for their involvement; and to ensure that their financial discipline is not undermined, these activities will be accounted for separately.

d. Promotional Activities

Foreign Contracts - In keeping with its policy to expand exports, the NEB attempts to use its central organizing and financial capabilities to help British industries compete for large foreign contracts. According to the Directors' analysis, "Overseas contracts are becoming so large in value, and the conditions attached to them so onerous, that many UK companies do not have a big enough asset base to undertake the risks; in addition there is a tendency among developing countries to favour tenderers with some form of government backing." NEB has announced that it is willing to joint venture with firms or groups of firms competing for such contracts. In 1976, it assisted in two such projects. The contracts were, however, awarded to other bidders.

Regional Activities - The Secretary's interim policy statement directed NEB to give particular weight to creating jobs in areas of high unemployment. In accordance with this direction, NEB has set up offices in Liverpool and Newcastle. The Regional

Directors' initial task has been to establish their offices, to build up close relations with public and other bodies concerned with regional development and industrial investment in their regions, and to seek out companies with potential which might require finance from the NEB to fulfill their modernization and expansion plans.

II. SOURCES OF FUNDS/CAPITALIZATION

NEB's investments are financed wholly by the national government. NEB may draw on two sources within the government: the National Loans Fund, and "public dividend capital" appropriated annually by Parliament to the Secretary of State by the Treasury for use in industrial investment. The National Loans Fund is a revolving fund to be used to make loans to private firms. The amount of money in the fund and the annual volume of loan activity is set by Parliament; it is administered by the Secretary. NEB may borrow from the Fund at private commercial rates and lend this money to the firms in which it invests. NEB must repay these loans on a fixed schedule set in advance in consultation with the Secretary. NEB may charge a small interest rate differential to its borrowers to cover its costs in originating and monitoring the loan.

Public dividend capital is another pool of investment funds

made available to the Secretary by Parliament, with controls similar to those exercised over the National Loans Fund. Repayment of these advances are flexible. Dividends and recovery of capital are set by the Secretary in consultation with NEB on a yearly basis. In 1976, NEB paid no dividends on the public dividend capital it received and subsequently invested in the firms it financed. Returns on public dividend capital are to be paid into the Consolidated Fund.

The Secretary and the Treasury must approve all advances from both the National Loans Fund and public dividend capital. The Board must supply accounts of the application of these funds to both offices.

The Treasury may authorize the use of general tax revenues to guarantee repayment of loans undertaken by NEB. The Treasury must notify Parliament of all such guarantees.

As of December 31, 1976, the breakdown of funds received by NEB was:

Public Dividend Capital

Debt assumed from the government upon transfer of investments; Directed by Secretary of State to be treated as public dividend capital:	Subsidiaries 418.4
	Associates 6.2
	Others 1.2
	425.8
Issued to NEB during 1976	54.0
Total	479.8

Loans

Capital debt assumed from transferred companies:	77.8
New loans issued to NEB during 1976	21.3
Total	99.1

(All figures in £ million.)

Since NEB does not market securities, debt/equity ratios are not material to its success in obtaining further funds for investment. More important will be its return on capital and the performance of its subsidiaries. These factors will figure prominently in the Secretary's decision to continue providing investment funds to NEB.

III. USES OF FUNDS/INVESTMENT OPERATIONS

NEB's assets consist largely of investments and loans to five large public corporations transferred to it by the government. All of these companies have suffered financial, managerial and labor problems in the last few years. They have been only marginally profitable or have shown losses. The book value of these companies' assets was £624.1 million at the time of transfer. Their negotiated price, discounted for their market problems and used for calculating returns to NEB, was £495.7 million. During 1976, NEB made £40.41 million in new equity investments and £20.13 million in loans to these companies.

The operating status of NEB's major industrial holdings as of the date of transfer from the government was as follows:

British Leyland Ltd.

	<u>12 months to Sept. 1975</u>	<u>15 months to Dec. 1976</u>
Sales	£1,868 mill.	£2,692 mill.
Profit (Loss), Before Tax	(76.1)	70.5
U.K. Employment	191,000	183,000

British Leyland is a major manufacturer of motor vehicles and allied products. The companies comprising this conglomerate had shown steady losses during the Sixties. They were consolidated and nationalized in 1973. British Leyland's small profit in 1976 is attributed to higher export margins resulting from the decline of the pound. The firm's major problem is that it has been unable to produce enough vehicles to meet demand. This is due mainly to disrupted labor relations. During the 15 months ended December 1976, 7.1 million man-hours were lost due to strikes and subsequent layoffs.

Data Recording Instrument Co. Ltd.

	<u>12 months to Sept. 1975</u>	<u>15 months to Dec. 1976</u>
Sales	£10.15 mill.	£8.50 mill.
(Loss) Before Tax	(0.14)	(0.09)
U.K. Employment	923	1,030

Data Recording is a young firm producing computer peripheral equipment. Some 60 percent of its output is sold overseas. Its management has announced expansion plans calling for a doubling of employment in the next four years. However, the sales figures above do not seem to warrant such optimism.

Ferranti Ltd.

	<u>12 months to Sept. 1975</u>	<u>15 months to Dec. 1976</u>
Sales	£86.3 mill.	£108.5 mill.
Profit (Loss) Before Tax	(0.5)	4.1
U.K. Employment	16,651	15,576

Ferranti is a conglomerate producing many lines of heavy electrical equipment and electronic instruments. Its operations are international, with subsidiaries in Canada, Brazil and Scotland. As of the end of 1976, divisional management was being decentralized in an attempt to accelerate the increase in profitability indicated above.

Herbert Ltd.

	<u>12 months to Sept. 1975</u>	<u>15 months to Dec. 1976</u>
Sales	£49.7 mill.	£49.4 mill.
Profit (Loss) Before Tax	(13.4)	(0.7)
U.K. Employment	6,716	6,017

Herbert is one of Britain's largest machine tool manufacturers. This industry had been particularly hard hit by the recession of the early Seventies, and the firm had been forced to postpone planned equipment modernization. As of the end of 1976, domestic and foreign orders were increasing. Herbert was planning to complement upgrading of its capital with wide-reaching decentralization of divisional management responsibility and worker participation in plant-level management.

Rolls Royce Ltd.

	<u>12 months to Sept. 1975</u>	<u>15 months to Dec. 1976</u>
Sales	£602.1 mill.	£620.2 mill.
Profit (Loss) Before Tax	4.5	(21.9)
U.K. Employment	62,375	59,758

Rolls Royce Ltd. produces aircraft engines and industrial turbines. The automotive division was separated from the firm upon nationalization in 1971. Recessionary declines in demand for air travel and electricity cut severely into the derived demand for Rolls Royce's products. Declining sales leading to increased unit costs forced management to close three plants and curtail subcontracting business. Despite steady international orders for military aircraft engines, PR intends to continue cutbacks in capital expenditure and production.

During 1976, NEB also invested in new and existing smaller firms, mostly in the machine tool, computer and metalworking industries. These investments amounted to £11.51 million in equity and £21.18 million in loans.

IV. MANAGEMENT

NEB is managed by a Board of Directors consisting of two full-time and eight part-time members. The two full-time members, Chairman and Deputy Chairman, are former senior executives of industrial enterprises. Of the eight part-time members, five are business executives and three are union officials. The Board is the ultimate authority in investment decisions except in those cases reported in the "Functions" section.

The Board is assisted by a professional staff of 47, headquartered in London with regional branches in Liverpool and Newcastle.

V. ACCOUNTABILITY

Accountability to the Executive

The NEB is subject to a great deal of oversight by the Secretary of State for Industry and the Treasury. NEB must satisfy these officers that its investments are sound by commercial criteria (except in the case of investments directed by the Secretary).

NEB STATEMENT OF SOURCE AND APPLICATION OF FUNDS

for the period from 20 November 1975 to 31 December 1976

	<u>Note</u>		
<u>Source of Funds</u>			
From Her Majesty's Government			
Public dividend capital	14	53.97	
National Loans Fund	15	<u>21.29</u>	75.26
From Her Majesty's Government upon the transfer of investments and loans under Section 5 of the Industry Act 1975			
Public dividend capital	14	425.79	
Capital Debt	15	<u>77.84</u>	<u>503.63</u>
<u>Application of Funds</u>			
Overall Excess of Expenditure over Income	7		1.09
Less Depreciation			<u>.05</u>
			1.04
Purchase of Fixed Assets	7		.65
Purchase of investments			
Subsidiaries	9	40.41	
Associates	11	10.70	
Others	10	<u>.81</u>	51.92
Loans to			
Subsidiaries	9	20.13	
Associates	11	.76	
Others	10	<u>.42</u>	21.31
Investments transferred by Her Majesty's Government			
Subsidiaries	9	418.36	
Associates	11	6.24	
Others	10	<u>1.19</u>	425.79
Loans transferred by Her Majesty's Government			
Subsidiaries	9	74.59	
Associates	11	<u>3.25</u>	

It must also make an effort to fulfill a rather long list of public policy responsibilities as well. These include:

- 1) location of new facilities in areas of high unemployment;
- 2) ensuring the furthering of democratic managerial practice;
- 3) ensuring that the use of funds is consonant with anti-inflation policy;
- 4) ensuring that public corporations maintain financial discipline;
- 5) assisting and coordinating activities with regional planning agencies; and
- 6) ensuring protection of consumer interests.

Commercial standards for investment are well understood, and there exist permanent agencies within the government to monitor NEB's performance on this account. No standards or mechanisms of oversight have been brought forth by which to judge NEB's performance on the social criteria or to hold it accountable.

In setting guidelines for NEB, the Secretary acknowledged that the institution had to be left with enough discretion to respond flexibly to quickly changing investment opportunities. Thus, government oversight is to be exercised through the review of three-year investment plans submitted annually to the Secretary. The plan is to include sections dealing with:

- a) existing NEB holdings (with particular attention to the activities of large companies);
- b) acquisitions, joint ventures and new ventures; and
- c) assistance operations;

with a discussion of the balance between these various activities.

The Secretary may enforce his decisions through two mechanisms discussed above, regulation of certain investment activities and control over the amount of investment funds available to NEB. Should the policies of the Board and the Secretary seriously diverge, these provisions could become powerful sanctions on the discretion of NEB management. At the moment, however, relationships between NEB and the government seem more collaborative than adversary.

The overall framework of the NEB's accountability to the government on matters of public policy and financial goals is given above. Here we list certain types of investment operations which require notification of or approval from the Secretary of State.

Notification of the Secretary is required when:

- 1) commitments exceed £10 million or the investment raises new or significant policy issues;
- 2) NEB acquires more than 10 percent of the voting shares of a company; and/or

3) the acquisition may require investigation under monopoly laws.

Approval is required when:

- 1) NEB wishes to dispose of securities;
- 2) commitments exceed £25 million; and/or
- 3) the costs of acquiring share capital exceed £10 million or confer upon NEB more than 30 percent of voting stock in a company.

Most of these restrictions on investment activity were enacted in order to assure the business community that NEB would not use its access to large amounts of government funds to compete at an advantage with private investors. NEB is subject to the same laws regarding ownership acquisition and disclosure that apply to private investors; it may not make use of privileged information such as planning agreements worked out between the government and private firms; it may not compel private owners to sell out.

Legislative Accountability

NEB is only indirectly accountable to Parliament through ministers appointed by them. Parliament also controls the amount of National Loans Funds and public dividend capital available to all recipients.

VI. EVALUATION

The most remarkable aspect of the NEB is the array of conceptually separable functions it is to fulfill and problems it is to address. After only one year of documented activity, it is impossible to assess the Board's performance. We can, however, review NEB's functions and design to make some prognosis on its chances of success. First we must review interpretations of Britain's present industrial difficulties.

Since 1960, the post-tax rate of return on physical capital to British commercial and industrial companies has fallen from 8 percent to near zero. The cause most frequently identified by commentators on this phenomenon is lack of sufficient reinvestment to maintain capacity. However, recent studies have shown that Britain's rate of reinvestment has been stable and comparable to those of other Western industrialized countries.

Recently, attention has been focused on the low productivity of labor as the major cause of unprofitable manufacturing activity. In manufacturing and utility sectors, Britain's enterprises rank consistently lowest in international comparisons of output (sales) per unit of manpower employed. This condition is particularly acute in the nationalized industries where, for example, British Leyland uses about twice as much manpower/unit as its continental counterparts producing similar cars with similar

equipment. Frequent strikes cut further into productivity of capital. For obvious political reasons, both Labour and Tory governments have been obliged to maintain employment and have thus subsidized losses in nationalized enterprises and in larger private manufacturing companies as well. Unions, therefore, face few constraints, in terms of membership job loss, in pressing for more and more costly wage and benefit settlements. Nationalized industries have also been subject to price controls in the face of continuously rising factor costs.

These are only a few of the problems facing large-scale industry in Britain; they face conditions weighing on all import-dependent industrial economies. They do, however, have the advantages of a relatively modern industrial plant and a highly trained technical and managerial elite.

What are the prospects for NEB's various roles given the simplified analysis above? Taking them one at a time:

Provision of Investment Capital: NEB's operations are a substantial improvement over previous British systems of capital assistance to private firms. Under older programs, the Treasury had to be petitioned for virtually every disbursement of investment funds, bureaucratic response tended to be slow to the point of obstructing the completion of deals. Furthermore, most assistance was in the form of loans with inflexible repayment terms.

Recipients often had to petition for further assistance to pay off their government loans.

Within rather high per investment limits, the NEB may act on its own initiative, without executive approval. Since its own source of capital for new investments is predominantly public dividend capital (76 percent of the total funds available to it in 1976), it may advance equity to the companies it invests in. Thus, NEB can absorb long gestation periods necessary for new enterprises or new operations within existing enterprises to show profits.

Holding Company: The problems facing Britain's nationalized industries are too complex, too embedded in historical patterns of class, social and economic relations for any super-managerial authority to turn around in the foreseeable future. The NEB may provide one of many desperately needed forums in which labor and management representatives can be induced to address common problems.

Assistance to Financially Troubled Companies: This is NEB's least enviable and least-to-be-emulated function. To the extent that the analysis above holds true in individual cases, provision of additional capital under any terms is economically inefficient. It may, however, be politically necessary. NEB keeps separate accounts for such activities and is reimbursed for them. Thus,

the "subsidy" nature of these activities is acknowledged in NEB's records, allowing for the application of other-than-commercial standards in judging performance.

Promotional Activities: Both the foreign contract and regional development functions seem to be sensible approaches to creating markets and encouraging coordination, particularly in sectors dominated by small units. Coupled with NEB's financial powers, these could be particularly effective services for increasing Britain's international competitiveness.

VII. RELEVANCE TO THE ALASKA PERMANENT FUND

Purposes: The British National Enterprise Board, like the Canada Development Corporation is relevant to the Alaska Permanent Fund in that its central function is to finance the restructuring of ownership to ensure that assisted firms are efficiently operated under British management control.

Like the Canada Development Corporation and like the proposed draft of the Alaska Permanent Fund, the British National Enterprise Board is required to return a profit on investment that essentially meets the norms of the marketplace. On the other hand, the British National Enterprise Board statute goes one major step beyond that of the Canada Development Corporation in requiring that any subsidies are borne directly by the British General Fund and not by the National Enterprise Board. That implication exists in the current draft of the Alaska Permanent Fund but should be made more explicit.

Finally, the principal weaknesses of the British National Enterprise Board are the conflicts in incompatible goals. As was emphasized in the July 11 memorandum to the House committee, this is a principal danger of an improperly structured development bank. Any separate goals such as the separate and conflicting tasks of the British National Enterprise Board should

be separated into subsidiary institutions which have sources and uses of funds and management capable of dealing with those distinct functions.

Sources and Uses of Funds: The British National Enterprise Board is, of course, 100 percent financed by the British government. Unlike the Canada Development Corporation, it does not have to float its stock issues or bonds on the private market. Therefore it does not have a market sensitivity.

The Canada Development Corporation is too sensitive to the marketplace; the British National Enterprise Board is not at all sensitive to the marketplace. The result is that the British National Enterprise Board can and does make unsound investments which are unproductive and in the long run a disservice to the British economy. The ideal is a mixed public and private financing in which the initial capitalization of the government provides flexibility but the subsequent financing is from the marketplace and is market sensitive as, for instance, in the case of the European Investment Bank. The Alaska Permanent Fund can be organized to create a substantial multiplier of private financing on its public capital which will both improve its performance and make more efficient use of its resources.

Management: The British National Enterprise Board, like the Canada Development Corporation, does not involve itself in the day to day management decisions of its affiliates or subsidiaries, a policy which should again be followed by the Alaska Permanent Fund.

It is also important to note the balance among government, business and labor on the British National Enterprise Board, a balance which may or may not have any relevance to Alaska.

Accountability: The British National Enterprise Board statute and its executive implementation provide some of the most striking models for the legislative and executive oversight of a large and powerful development bank.

First, NEB's financial reporting standards are extremely rigorous. Even in its Annual Report, all accounts are unconsolidated, so that the performance of subsidiaries and special purpose funds is apparent from casual perusal. For example, the conversion of a large portion of Rolls Royce government debt to public dividend capital was duly noted. This was a relaxation of financial discipline contrary, perhaps, to NEB's stated policy. However, this information was picked up by the British financial press and used by members of Parliament to bring political pressure to the struggle to impose stricter standards on nationalized industries. Since the solutions to

Britain's industrial problems must be worked out in the political as well as the economic and financial spheres, the informed participation of the interested public may serve as an important control on NEB's activity.

Secondly, day-to-day investment activities are subject to regulations designed to ensure that NEB is not displacing private market investment. While the success of these regulations is impossible to measure, it should be noted that CDC is under no such control.

Thirdly, and most importantly, NEB must justify its requests for investment funds on an annual basis to the Secretary of State for Industry, who makes the final decision on the disbursement of these funds. The Secretary is, in turn, accountable to Parliament, which appropriates the money. On one hand, this ensures that NEB's management is using its funds in a manner consonant with national policy and financial responsibility (to the extent these two goals do not conflict). On the other hand, such approval mechanisms may involve bureaucrats far removed from the operations of the assisted firms. They may also inhibit the timely provision of funds necessary to negotiate and effect deals. However, this does not seem to have been a problem so far.

B. EXPANSION OF SMALL AND MEDIUM SCALE PRODUCTIVE ENTERPRISE

CONNECTICUT DEVELOPMENT AUTHORITY
Discussion Draft

September 14, 1977
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INTRODUCTION

The Connecticut Development Authority (CDA) is one of many independent state agencies in the United States designed to assist existing small- and medium-sized firms in obtaining long-term debt financing for expansion and upgrading of physical plant and equipment. Created in 1973 by an act of the Connecticut state legislature, its operations to date are noteworthy on several accounts:

- 1) They have been self-sustaining. All operating expenses have been financed by service fees and float from efficient cash-flow management.
- 2) Screening procedures have been rigorous. Virtually all CDA service users have been financially successful.
- 3) Management has been innovative in harnessing the private money markets to provide finance to firms which, due to their small size, have had restricted access to capital on suitable terms, particularly during tight money periods.

I. OPERATIONS: PURPOSES, SOURCES AND USES OF FUNDS

The Authority manages five programs, each of which deals with a somewhat different aspect of providing expansion capital to small- and medium-sized firms. The volume of these operations in the past three years is shown in Table i, in terms of number of loans closed or insured and their total dollar amounts. Since

Table I
\$ AMOUNTS IN MILLIONS

Program	Self-Sustain	Umb. Bond	Ind. Mort. Ins.	Small Business	Contractor
Year					
1974 #	37	18	2	5	-
\$ amount	172.4	5.1	4.4	.09	-
1975 #	19	8	3	9	-
\$ amount	48.6	4.3	5.2	.10	-
1976 #	11	10	8	5	2
\$ amount	35.3	4.9	21.2	.09	.04
Total #	67	36	13	19	2
\$ amount	256.3	14.3	30.8	.28	.04

sources and uses of funds are functionally tied to each other by these financial mechanisms, these two important topics will be discussed in the context of the individual programs rather than summarized separately as in the other profiles in this series.

CDA's three major programs, both for volume of business and for purposes of illustrating the match of perceived need for financial services to program design are:

- 1) The Industrial Mortgage Insurance Program which insures loans made by private institutions to finance the purchase of plant and equipment;
- 2) The Self-Sustaining Revenue Bond Program through which the CDA administers a conventional state-wide industrial revenue bonding system; and
- 3) The Umbrella Loan Program, a direct industrial mortgage lending operation financed by revenues bonds of the Authority.

The Umbrella Program is the most innovative and aggressive of these operations and, for purposes of program design, the most important.

A. Self-Sustaining Revenue Bonds

In Connecticut, industrial revenue bonds are sponsored at the state as opposed to the local level. IRB's are a mechanism by which a state or municipal authority may transfer the tax-

exempt status of the interest it pays on borrowings to bonds of private industrial concerns. The recipient firms usually use the proceeds of such issues to finance new plant or pollution control facilities. These securities are evaluated in the market solely on the financial condition of the borrowing firm. Thus, state involvement lowers the interest cost, but not the risk, information or transaction costs--factors influencing the availability--of such capital. Hence the term self-sustaining. CDA charges a fee to cover the legal, investigative and administrative costs of such issues. These fees are used to cross-subsidize the more costly and time consuming operations involved in the other programs managed by CDA.

B. Industrial Mortgage Insurance

Purpose

Commercial banks tend to view smaller firms as risky borrowers due, mostly, to the volatile nature of the markets in which they operate. Larger firms are favored borrowers for several other reasons, including:

- 1) They offer the prospect of entering into larger, more profitable customer relations with the lenders for services such as business accounts (compensating balances).

- 2) Loan origination costs per unit of earning assets tend to be less the larger the loan.

3) Commercial banks are seldom willing to make loans with long repayment periods appropriate for the financing of plant and equipment, and small firms do not have access to the corporate bond and private placement markets which provide long-term finance to larger firms. CDA claims that banks have been willing to extend their typical five to seven year terms when participating in the insurance program. This reduces the borrowers' annual debt burden.

4) Small firms often cannot afford the downpayment on an asset required by banks under reserve requirements. Insured loans are not counted against reserve requirements under certain circumstances. Thus banks are induced to lower their up-front requirements of small borrowers.

Salient Features of the Service

Recent empirical studies show that, during periods of high loan demand, loans to small businesses are the first to be curtailed. In order to counteract the reluctance of commercial banks to lend on favorable terms to smaller businesses, CDA offers to insure all payments, interest, principal and property insurance, on loans for up to 90 percent of the value of new or expanded real assets and 80 percent of the value of equipment. Loans to recreation and commercial projects are not eligible for

coverage, nor are working capital loans. All loans must be secured by a first mortgage on the asset. Eligible borrowers include firms wishing to locate or expand facilities in Connecticut, community foundations, private developers or realty holding companies. Other important features of the service are:

Eligible projects: Manufacturing and processing or research facilities and offices or warehousing attached thereto;

Project limits: Real property - \$10 million

Equipment -

Maximum terms: Real Property - 25 years

Equipment - 10 years

Application Fees: Sliding scale determined by loan amount.

Maximum - \$7,500

Minimum - \$300

Premiums: Real Property - 1/2 percent of outstanding balance

Equipment - 1 percent of outstanding balance.

Screening and Review

A bank which agrees to be the primary mortgage lender to a firm seeking an insured loan applies to the CDA for coverage on behalf of the borrower. The CDA screening process includes a review of the borrower's eligibility under the programs and a brief review of the firm's financial condition and plans. The bank

performs the usual assessment of the borrower's ability to repay the loan. The program rejection rate is approximately 10 percent.

Financing

The CDA supports its obligations under insurance contracts through an insurance fund in which all premiums are deposited. As of December 31, 1976, this fund stood at \$2.4 million. Should this fund prove insufficient to meet its obligations, CDA may request that the State Bond Commission authorize the issue of general obligation bonds up to \$100 million in order to cover defaulted payments.

Operating expenses of the program are covered by application and commitment fees.

Operating History

The Mortgage Insurance Program was begun in 1961 under the management of the Connecticut Industrial Building Commission. It was taken over by CDA in 1973. As of July 1976, the program had insured 123 loans (not including loans made under the Umbrella Program), and had suffered only three defaults. Through cooperation with creditors in disposing of insured property, none of these defaults ever led to a charge on the insurance fund. Bond authorization for \$600,000 was used in one case to finance the

acquisition of a defaulted property. The CDA has been able to lease the repossessed facility at rates which more than cover debt service on the bonds.

Volume of activity under this program for the past three years has been three, two and eight loans per year, respectively. For the prior 10 years, the average number of loans insured was 11. The decline in insurance contracts may be traced to a cyclical loosening of the market for loan funds and to competition in similar services from the CDA's Umbrella Bond program. Because the Umbrella program has been used to deal with loans below \$1 million, the average amount of the loans in the Insurance program has risen.

C. The Umbrella Bond Program

During the period 1970-1972, when markets for commercial loans to small companies were particularly tight, the management of CDA determined that it was necessary to take more positive action (than that permitted by an insurance program) to address the problems enumerated in the previous section. The CDA now issues tax-exempt bonds, the proceeds of which are used to provide long-term loans to small companies seeking first mortgage finance for plant and equipment. The process by which this is accomplished is rather complicated and might best be understood through a brief, step-by-step outline.

The Process

- 1) CDA solicits and receives loan applications from small firms with eligible projects.
- 2) After screening similar to that of a commercial bank's, applications are submitted to the Board of Directors for approval.
- 3) If the loan application is accepted, the borrower is issued a conditional loan commitment which (s)he uses to help procure temporary financing from a private institution for the construction of the project. The Authority may only make loans secured by completed projects.
- 4) Upon completion of the project, the Authority takes a mortgage from the borrower, the proceeds of which are used to pay off the construction loan. Umbrella program borrowers are required to participate in the Industrial Mortgage Insurance program. In order to finance this loan, the Authority has procured a \$12 million line of credit with two commercial banks. Before the success of this scheme had been demonstrated, the Authority had issued Bond Anticipation Notes to cover interim financing. The line of credit reduces uncertainty over the terms and availability of interim financing, which in turn makes it less likely that CDA will violate IRS rules pertaining to arbitrage. During this period before a bond is issued to provide permanent financing for the mortgages, the Authority may charge its borrowers an interest rate of 1/2 percent above its own cost of funds.

5) When a sufficient number of loans have been made such that their repayment would secure a marketable revenue bond issue (about \$10 million--minimum), the loans are consolidated into several series on the basis of size and maturity. (Series cannot exceed \$1 million due to IRS regulations.) These revenue bonds are then sold to the public.

6) A portion of the proceeds of these bonds is used to pay off the interim creditors. The borrower's terms are then restructured so that interest rates under permanent financing are 1/2 percent above the Authority's cost of funds under the bond issue. After costs of issuance are paid, the remainder of the bond proceeds are placed in a Special Capital Reserve Fund whose function is described below. Principal and interest payments on the bonds are so structured that repayment of the loans should cover them.

Salient Features of the Service

Other features of the service are similar to those of the Insurance Program. The only significant difference is the project limits: \$500,000 for real property, \$400,000 for equipment. Besides being necessary to meet IRS requirements for unconsolidated reporting and filing, this limit targets services to smaller firms.

Screening and Review

The screening process used by the Umbrella Bond program is considerably more stringent than that at a commercial bank. Besides the usual financial records and projections, independent asset appraisals, security checks, insurance on principals, personal pledges and on-site investigations are required. These policies have paid off in that there have been no defaults during the program's five-year operating history.

Authority officials claim that the extra cost imposed on borrowers to meet these requirements are more than compensated by reduced interest and more favorable repayment terms of Umbrella loans.

Financing

In order to facilitate sales in an already crowded market for tax-exempt securities, the Umbrella Bonds have extensive financial backing. Should loan payments be insufficient to cover debt service, the first pool of funds to be tapped is a Special Capital Reserve Fund maintained at the level of one year's debt service. Should this fund fall below the required level, the Authority must use the Insurance Fund to make up the deficit. This fund is backed by general obligation bonding authority. Should these resources be insufficient to restore the Reserve Fund to its required

level, money from the general fund of the state is "deemed to be appropriated" at the end of each calendar year to make up the deficit. Since this backing requires no legislative approval, it is a good deal stronger than the "moral obligations" which underlie most revenue bond issues. In some states, this arrangement is likely to be unconstitutional.

Operations are financed by the 1/2 percent spread between borrowers' interest rates and the Authority's cost of funds, application and commitment fees and float generated by deposit of loan payments prior to disbursement of debt service.

Operating History

The Umbrella program was established in 1972. As of January 1977, 173 firms had submitted formal applications of which 80 had been rejected or were voluntarily withdrawn. Seven were in process and 86 had been approved. Of these, 67 had been closed, and 66 were outstanding with a balance aggregating \$24.4 million. Approved loans not yet closed totaled about \$6 million.

These loans have been financed by two bond issues; one in 1975 for \$23.5 million, of which \$20 million was applied to permanent mortgage financing; one in 1977 for \$10.5 million of which \$9.2 million will be applied to permanent financing. The average loan size has been about \$300,000 with the majority being for 25

years. Interest rates to borrowers, including insurance premiums, were 9.38 percent for real property and 9.3 percent for equipment on the first issue, and 7.23 and 7.73 percent for the second issue. Commercial interest rates without insurance coverage at the time of these issues were approximately 10.5 and 9.5 percent, respectively.

Considerable delay and difficulty accompanied the first bond issue, despite its AA rating due to the dislocations in the tax-exempt market caused by New York City's financial difficulties and the unprecedented form of the issue itself. The second issue, however, went off smoothly, the bonds being well-accepted in the marketplace.

D. Other Operations

CDA also administers, for the Connecticut Department of Commerce, two smaller programs funded by occasional general obligation bond issues of the state.

Cooperative financing of 502 Local Development Corporations -
Under this program, the CDA lends 50 percent of the front-end investment which a local development corporation must raise in order to receive either SBA or EDA long-term financing. CDA is empowered to lend up to \$2 million of its resources for this seed money financing. As of July 1976 it had made \$228,000 in such loans.

Contractor's Loan Programs - The CDA has provided small loans on a contract by contract basis to construction firms who demonstrate a need for working capital to carry out procured contracts. CDA accords priority to minority businesses.

II. MANAGEMENT

The CDA is a subdivision of the Connecticut Department of Commerce. However, it is an independent agency whose operating decisions are made by a seven-member Board of Directors. The Board consists of the Commissioners of Finance and Commerce, the Treasurer and four members appointed by the governor, who have tended to be executives in private financial institutions. The Board is assisted on all Umbrella Loan decisions by a nine-man screening committee composed of experts in various sub-areas of industrial finance. Each loan write-up is submitted to three members of the committee who review the proposal and return a recommendation to the Board. These outside reviewers are compensated by a set fee for each loan reviewed.

The professional staff of ten, which performs most of the screening loan evaluation and program administration functions, consists of an Executive Director, managers for the programs, and loan officers. The fact that this staff is subject to state civil service regulation has caused some operating problems.

Because the state civil service commission regulates the Authority's hiring practices and the salaries it may offer, CDA has found it difficult to hire staff in the timely manner required by professional financial operations. It has also found it difficult to retain qualified personnel since the private market provides higher salaries and more opportunities for advancement to those with commensurate skills.

Although CDA is an independent agency, it is very much tied to the Connecticut Department of Commerce in which it is housed and whose Commissioner is Chairman of the Board. On one hand, this close connection is beneficial in that the Department's promotional activities are a source of new business. On the other hand, differences of opinion concerning professional judgment on financial matters have arisen between the Board and the Staff.

III. ACCOUNTABILITY

To The Executive

The Authority's operations are, for the most part, unencumbered by executive oversight or control. Approval of the Treasurer and the State Bond Council is needed in order to issue bonds, and yearly reports must be submitted to the Commissioner of Commerce. Indirect power may be exercised through appointments to the Board. However, any sanctions go into effect only if the

Authority is in financial trouble or wishes to expand its already generous program limits. Given CDA's record, this situation is not likely to arise soon.

Given the stringency of IRS regulations on disclosure and arbitrage and the competitiveness of an already-glutted tax-exempt market, it would appear that CDA is more fully accountable to the IRS, the banks with whom it cooperates, and its investors than to any state governmental body for its financial performance.

In terms of public benefits, CDA does require loan applicants to submit employment estimates for their projects. However, the Authority makes no attempt to analyze the incremental impact of their operations (new as opposed to retained jobs, replacement of private sources of investment funds, etc.). Authority managers state bluntly that these considerations are secondary to maintaining the financial credibility of CDA operations.

To the Legislature

CDA is not required to report its activities to the state legislature. This body exercises no sanctions over the operations of the Authority.

IV. EVALUATION

The CD has been particularly effective in countering the

informational and cyclical money market problems which many observers feel account for recurrent contractions in the long-term debt market for small firms. The benefits of the Authority's services can be divided into two classes: assistance in making capital markets more efficient, the pecuniary benefits of which accrue mostly to banks and investors; and assistance to firms receiving financial services, to the extent that these services would not have been offered on as favorable terms, or at all, by the private market.

Making Capital Markets More Efficient

Numbers of applications for CDA services have been highest during periods of tight money, indicating that the Authority picks up the private institutions' lower priority customers. Yet the Authority's borrowers and insurees have not been bad credit risks. In fact, the default rate on CDA's portfolio of "risky" loans is considerably lower than that of most banks'. This constitutes some evidence that the Authority is tackling informational problems sloughed off by banks and investment houses which prefer to lend to bigger customers. Through the Insurance Program and the Umbrella program, CDA reduces the information costs involved in adequately assessing the creditworthiness of small firms to banks and individual investors. The expenses for this

service, however, are borne by the borrowers through fees and premiums and by the taxpayers who must somehow make up revenues foregone due to the use of tax-exempt financing.

Benefits to service users have included access to capital during a period of universally-recognized shortage in the case of the first Umbrella Bond issue and access to capital on extremely attractive terms in the case of the second. Participants under both the Umbrella and Mortgage Insurance programs enjoy lower down payments and decreased annual debt burden, both of which may be important factors for firms with uncertain or variable cash flows. The size of these benefits, however, is nearly impossible to estimate.

Finally, it should be remarked that the CDA's success and integrity are due to the efforts of its management rather than to any features of its legal structure or capitalization. Similar arrangements have led to unproductive allocations of capital and serious defaults in mortgage insurance programs in other states and most notably in special-purpose public authorities with tax-exempt bond issuing powers.

V. RELEVANCE TO THE ALASKA PERMANENT FUND

Purposes: The principal importance of the Connecticut Development Authority to the Alaska Permanent Fund is as the best North American model of a state-sponsored development bank financing intermediate- and long-term capital for medium and small business on a collaborative basis with the private marketplace. The Connecticut Development Authority has been extremely efficient in carrying out that purpose.

The Connecticut Development Authority, however, need not take 90 percent of the risk in all of its financing. In that regard, the Massachusetts Industrial Finance Agency (modeled after the Connecticut Development Authority in most respects) is pursuing a course much more like that of the European Investment Bank in taking only 40 percent of the risk, once again ensuring local and private market participation in both the risk and the resources.

Sources and Uses of Funds: The sources and uses of funds of the Connecticut Development Authority are again the ideal model for this purpose of appropriate state backing to ensure that virtually all of the used funds are raised in the private market. The Alaska Permanent Fund will be able to set up the same kinds of reserves with its own capital resources without the

need of any Alaska General Fund backing, in my judgment, given the vast size of the Alaska Permanent Fund's paid-in capital resources.

Management: The Connecticut Development Authority has built up an extremely fine management, but has tended to lose good staff or not be able to hire them in the first place because of the constraints of a Civil Service salary structure. Were the Connecticut Development Authority capable of hiring independent professional staff as does the Canada Development Corporation or the European Investment Bank, it might be an even stronger institution.

The Connecticut Development Authority has also made good use of professionals from the private market both on its board and on its investment committee to ensure that its decisions are sound.

Accountability: CDA is essentially unaccountable to any division of the Connecticut state government. Any sanctions reserved to the executive are activated only in the event of severe financial crisis, say the default of a substantial number of insured or umbrella loans. Even the token legislative oversight entailed in "moral obligation" arrangements has been relinquished. This

insulation from democratic scrutiny and control has not left CDA operations free of political influence. The Executive Director of the Authority has reported confidentially that professional staff judgment on loan applications has been compromised, on occasion, by pressure from appointed officials to take on the deal.

C. COMMUNITY DEVELOPMENT IN UNDERDEVELOPED AREAS

COMMUNITY DEVELOPMENT FINANCE CORPORATION
Discussion Draft

September 14, 1977
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INTRODUCTION

The Community Development Finance Corporation (CDFC) is a state-owned institution designed to provide equity investment in enterprises sponsored by community-based economic development organizations in depressed areas of Massachusetts. It was created by an act of the Massachusetts state legislature in 1975. It is funded by a \$10 million general obligation bond issue authorized in 1976. At present, the CDFC Board of Directors has been appointed; counsel and accountants have been selected. However, the institution is not yet staffed, nor has it undertaken any investment activities.

Despite this lack of actual operating experience, CDFC is of considerable interest to policy-makers concerned with state assistance to community-based economic development in depressed areas. The institution has been the object of a great deal of interaction, not to mention controversy between government officials, businessmen, community leaders and academics. All these groups sought to have their political and economic interests in the design of CDFC's structure and operations. Some of these concerns have been addressed in the definitions, statements of purpose, required findings and operating procedures specified in the CDFC bill. Others, less easily-specified, will have to be worked out on a case-by-case basis when operations begin.

The basic issues discussed in this profile are:

1) The nature of the financial needs of firms likely to locate in depressed areas; why these needs are seldom met by conventional financial institutions; how CDFC's proposed structure and operations are designed to meet these needs.

2) The mechanisms by which investment funds are to be targeted to eligible areas and projects. Where is investment likely to produce the greatest good in terms of increased employment and its concomitant benefits? What organizations are likely to be most capable of managing the investment?

3) The methods by which financial responsibilities and rewards will be distributed among CDFC, the management of the ventures it finances and the local public organization sponsoring the venture. How can the motivations of the key participants be balanced: the desire of the management of the enterprises financed for an adequate return on investment of time, energy and capital; CDFC's claim to a return on its investment sufficient to maintain operations; and the local organization's wish to ensure that substantial benefits accrue to its constituents?

4) By what standards, financial and social, can CDFC's performance be measured, and how can the various participants be held accountable?

I. PURPOSES

CDFC's purpose is to help increase levels of employment, capital ownership, tax revenues and overall economic activity in depressed areas by providing financial services to firms located or intending to locate in those areas. (See Section B for the legislative definition of depressed areas.) The plan for the type of financial services CDFC would offer proceeded from an analysis of the type of firms that could operate efficiently in depressed areas and their financial needs. The elements of this analysis were drawn from academic and empirical work on the determinants and patterns of business location and from the operating experience of financial, non-financial and governmental managers in Massachusetts. The argument for CDFC's planned operations is as follows:

1) Massachusetts employment, particularly in the manufacturing sector had been declining rapidly for at least 15 years prior to the formulation of the CDFC idea. The effects of this decline were particularly visible in cities and towns dependent on one or a few manufacturing plants for their economic activity. These towns contained high levels of surplus, semi-skilled labor and abandoned or underutilized physical plant.

2) Empirical analysis of the composition of employment level change, taking the individual states as the unit of observation, demonstrated that:

a) The creation of new firms and the expansion of existing firms contributed most of the increases in the number of jobs in a given state.

b) The contraction or closing of existing firms composes the greatest portion of the decrease in the number of jobs within a given state.

c) Interstate movement of business activities, despite the publicity such incidents received, accounted for little change in employment levels in the states of origin or destination. Most interstate moves were accounted for by the relocation of branch plants of corporations serving a national market. These moves were usually in response to conditions such as differential factor costs and proximity to markets which state governments, acting independently, were powerless to affect.

4) The actual location of smaller and newer firms was not adequately explained by cost-minimization. In the absence of such behavior, their location might be influenced by active state promotion and financial assistance. These firms accounted for approximately 80% of the manufacturing employment in Massachusetts.

5) At the time, CDPC was first proposed, the United States was suffering its worst recession since the Great Depression. New stock issues had slowed to five per year, and venture

capitalists were reluctant to invest in any company in its early stages of development. Without such investment, firms were unable to develop products, markets and operations to the point where they could attract debt financing from conventional sources.

6) The experience of business and financial people in Massachusetts indicated that there were many businesses, falling into several distinct categories, whose potential viability would be greatly enhanced by the provision of equity capital, but which could not offer the potential for return (30% is a frequently mentioned rule of thumb) sufficient to attract commercial venture capitalists.

The categories of firms were:

a) Manufacturers of high-technology products who needed time, money and freedom from debt burden to develop products and markets.

b) Firms in manufacturing industries which had been bought and subsequently mismanaged by national corporations and were now threatened with closure. In some cases, local management had fought to restructure ownership and control, re-establishing the plants as viable enterprises. Equity financing was essential to such deals in order to obtain favorable treatment from lending institutions.