

## **BLX Group LLC**

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March 27, 2017

Form ADV, Part 2A

This Brochure provides information about the qualifications and business practices of BLX Group LLC. If you have any questions about the contents of this Brochure, please contact us at 213-612-2200 or [rrobertson@blxgroup.com](mailto:rrobertson@blxgroup.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about BLX Group LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). BLX Group LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training.

## Item 2 Material Changes

On an ongoing basis, this item will discuss only specific material changes that are made to this Brochure and provide BLX clients with a summary of such changes. We will further provide you with a new Brochure, as necessary, based on changes or new information, at any time, without charge.

The following material changes have been made to this Brochure since our last annual update dated March 2, 2016:

- BLX recently entered into a solicitation agreement with the firm that purchased BLX's portfolio management business. Under this agreement, BLX may solicit potential investment management clients on behalf of this firm. In the event of a referral, BLX will provide the solicited client a disclosure statement and a copy of the Form ADV of the investment adviser that will provide services to the client. Item 14 discusses that BLX will receive compensation for providing these solicitations.
- Item 16, Investment Discretion, has been updated to confirm that for some clients, BLX has been granted authority to invest certain assets subject to guidelines and restrictions provided by the client and the trust indenture governing the assets.
- On March 31, 2016, BLX sold its portfolio management business. As a result of the sale, BLX no longer provides continuous and regular oversight of client accounts. We have removed from our Brochure disclosures related to those portfolio management services.

Our Brochure may be requested by contacting Rob Robertson at 213-612-2200 or via email at [rrobertson@blxgroup.com](mailto:rrobertson@blxgroup.com). Additionally, our Brochure is available on our website at [www.blxgroup.com](http://www.blxgroup.com), also free of charge.

Additional information about BLX Group LLC is also available via the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's website also provides information about any persons affiliated with BLX Group LLC, who are registered or are required to be registered, as investment adviser representatives of BLX Group LLC.

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## **Item 4 Advisory Business**

### ***BLX Overview***

BLX Group LLC ("BLX") offers consulting and advisory services, primarily to state and local governments and other issuers of tax-exempt debt obligations. The services are managed in two business groups:

- 1) Advisory Services, including debt advisory services, swap advisory services, and investment advisory services,
- 2) Compliance Services, including arbitrage rebate reporting, secondary market disclosure, and other post issuance compliance services for purposes of complying with Federal tax and other regulatory rules, and program administration services for structured bond and loan transactions.

On March 31, 2016, BLX sold its portfolio management business to another SEC registered investment adviser (the "Buyer"). This transaction will provide portfolio management clients access to a larger group of professionals with a similar focus on the needs of municipal entity clients.

BLX was incorporated as Bond Logistix LLC in 2000 as a subsidiary of the law firm Orrick, Herrington & Sutcliffe LLP ("Orrick"). From 1989 until 2000, the business operated as the Financial Services Group within Orrick focused on providing arbitrage rebate analysis. In 2010, the corporate name was changed to BLX Group LLC. Orrick continues to be the sole owner of BLX Group LLC.

### ***Advisory Services***

BLX provides consulting and financial advisory services related to the issuance and management of debt and the utilization and management of derivatives for hedging interest rate and other risks. BLX also provides non-discretionary investment advisory and bidding agent services in connection with structured products such as guaranteed investment contracts, defeasance escrow portfolios, and similar arrangements.

#### ***Debt Advisory Services***

BLX provides financial advisory services to issuers and obligated persons issuing tax-exempt debt, BLX also provides services to banks, trusts, charitable organizations, corporations or other business organizations to the extent that these entities are participants in debt transactions with state and local governments or other conduits that enable these organizations to obtain funding on a tax-exempt basis.

#### ***Swap Advisory Services***

BLX provides advisory, monitoring and reporting services for issuers and obligated persons who have entered into or are interested in using interest rate swaps or similar arrangements. Swap advisory services include swap policy development, swap structuring and documentation, valuation of the pros and cons of proposed transactions and independent valuation and pricing services. Swap monitoring and reporting services include web-based swap portfolio tracking, preparation of hedge effectiveness and fair value reports under FASB and GASB, and customized periodic reporting services.

### ***Investment Advisory Services***

BLX provides advice and bidding agent services with regard to investment arrangements generally known as "Structured Products" in which investment counter-parties are selected through a competitive bid process. Such arrangements include, but are not limited to Guaranteed Investment Contracts, Flexible-Term Repurchase Agreements, and Forward Purchase and Sale Agreements. BLX also provides bidding services for open-market securities that are used to defease outstanding bond obligations.

### ***Compliance Services***

BLX provides consulting services to municipalities and other tax-exempt debt issuers involving areas such as arbitrage rebate compliance services, continuing disclosure services and general post-issuance technical and administrative services. Fees for these services are separately negotiated with individual clients and are in addition to fees associated with BLX's investment advisory services. For certain investment advisory clients, fees for arbitrage rebate compliance services may be waived at BLX's discretion or based on a client's average annual invested account balance.

#### ***Arbitrage Rebate Compliance Services***

BLX provides ongoing comprehensive arbitrage rebate compliance reporting and consulting services to approximately 1,000 municipalities. These services assist state and local governments with their efforts to comply with the federal arbitrage restrictions, thereby protecting the tax-exempt status of its debt instruments. Federal tax law prohibits issuers of tax-exempt debt instruments from retaining any investment or "arbitrage" profit from investments purchased with monies derived from such instruments. Therefore, under complex regulations provided by the U.S. Treasury and enforced by the Internal Revenue Service, issuers of tax-exempt debt instruments (i.e., municipalities) must rebate any arbitrage profit as a condition of maintaining the tax-exempt status of such instruments.

#### ***SEC Continuing Disclosure Service***

SEC Rule 15c2-12 requires that underwriters cannot underwrite municipal debt unless the issuer of such debt contractually agrees to meet certain public disclosure requirements. BLX assists issuers with the monitoring, reporting, and dissemination services required to meet their disclosure obligations. In addition, BLX assists underwriters in reviewing an issuer's evidence of compliance under their continuing disclosure agreements over the past five years.

#### ***Post Issuance Technical/Administrative Services***

BLX provides a variety of technical and administrative post issuance services to municipal issuers, investment bankers, law firms, corporate trustees, and financial advisers. These services include complex debt restructuring, cash flow and investment analyses, and miscellaneous reporting services.

### ***Municipal Advisor Registration***

Certain BLX business activities described above constitute "municipal advisory" activities, as that term is defined by the Dodd Frank Wall Street Reform and Consumer Protection Act of 2010. Therefore, in 2010, BLX registered with the Securities and Exchange Commission ("SEC") and Municipal Securities Rulemaking Board ("MSRB") as a municipal advisor.

## ***Assets Under Management***

As of December 31, 2016, BLX Group has no regulatory assets under management. BLX provides bidding agent services including acquiring portfolios of escrow defeasance securities and structured product investments associated with tax-exempt bond financings. In addition, BLX provides swap and derivatives advisory services.

## **Item 5 Fees and Compensation**

The specific manner in which fees for Investment Advisory Services are charged by BLX is established in a client's written agreement with BLX. Investment Advisory Services fees are negotiated with the client as a fixed fee or on an hourly basis. Under fixed fee arrangements, BLX's proposes fees that are based on the estimated amount of work, complexity of the transaction, the value proposition of any innovative ideas or opportunities presented by BLX, and any other factors that may be applicable on a case by case basis. Fees may also be based on a percentage of the principal amount or market value of the transaction or assets subject to management. Fee arrangements may be success based, and payable to BLX only upon closing of the transaction. In such cases, at the client's request, the fee may be paid, on behalf of the client, by the investment provider thereby affecting the yield or return to the client. All fees paid to BLX in connection with a transaction are disclosed to the client.

The relationship between BLX and its investment management clients may be terminated by either party upon 30 days written notice. Fees for Investment Advisory Services are usually payable in arrears or upon closing of a transaction. Upon termination of any investment advisory agreement or account, any prepaid, unearned fees will be promptly refunded and any earned unpaid fees will be due and payable.

BLX's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses charged by other parties involved in a transaction and incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties, such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to BLX's fee, and BLX shall not receive any portion of these commissions, fees, and costs.

## **Item 6 Performance-Based Fees and Side-By-Side Management**

BLX does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client portfolio).

## **Item 7 Types of Clients**

BLX investment advisory clients include municipal governments, other municipal entities and non-profit corporations or foundations, including hospitals, schools, colleges, museums and cultural institutions that have raised funds through the issuance of tax exempt debt obligations. The firm does not maintain any strict minimums on transaction size to provide investment advisory services, but evaluates each engagement on a case-by-case basis.

## Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

BLX's approach in providing investment recommendations and analyses typically may include:

- A review and analysis of the client's existing investment policies, indenture structures, procedures, guidelines and specific circumstances.
- Review the mechanics of the subject bond issue(s), then determine available investment alternatives based on legal parameters set forth in relevant policies, statutes, or bond documents.
- Consideration of relevant information such as sources and expected use of proceeds, arbitrage yield, and existing arbitrage rebate liability (if any).
- Preparation of prospective earnings and arbitrage rebate cashflow models (when appropriate).
- Preparation of an investment recommendation that identifies the pros and cons of the available investment strategies.
- Execution and proper documentation of the chosen strategy within so-called "safe harbor" requirements of the Treasury Regulations to the extent possible.

For escrow portfolios, BLX works to structure and procure open market portfolios in an efficient and cost effective manner, with a focus on transparency, documentation, and compliance with applicable Treasury regulations. For advance refunding escrow transactions, the earnings benefit of the open market securities portfolio is compared to State and Local Government Series securities ("SLGS"), the security of choice for many advance refunding escrow transactions. In many cases, there is an earnings benefit to purchasing open market securities that meet all of the requirements outlined in the governing bond documents.

BLX utilizes specialized optimization software to evaluate the potential earnings benefit of incorporating open-market securities into the escrow portfolio. In addition to evaluating the cost and cashflow efficiency differences between permitted open-market securities and SLGS, the system generates reports which BLX can link to real-time pricing sources for purposes of monitoring expected portfolio costs. In addition, BLX team members consult with financing team members regarding the timing of economic data releases, Treasury financing activities, and Federal Reserve open market operations that may affect market conditions, dealer availability, and the open-market security bidding process. To conduct the competitive procurement process, BLX utilizes BLXBID® a proprietary web-based bidding platform. Each bid submitted via BLXBid is electronically "sealed" and known only to the bidder until the auction is closed. During the auction period, clients and financing team members are able to view the number of bids received in real time. Upon completion, the bids are automatically tabulated and presented to BLX and the client for review. Moreover, BLXBid provides clients with ongoing on-line access to their transaction records to ensure more efficient record-keeping and compliance.

BLX also undertakes a competitive bid process on behalf of our clients to acquire structured product investments, including but not limited to, collateralized and uncollateralized investment agreements, forward delivery agreements, and repurchase agreements. The process for acquiring structured products will generally mirror the process used for procuring securities portfolios.

Along with identifying appropriate safety, liquidity, and yield characteristics of a candidate structured product, the firm has the tax regulatory expertise to build prospective arbitrage rebate models that rigorously compare alternative investments, accounting for the additional costs and benefits of options that can be incorporated into the structure of the investment.

### ***Risk of Loss***

All investment programs have certain risks that are borne by the investor. While BLX's investment approach seeks to control risks as with all investments, clients face investment risks including the following: Loss of Principal Risk, Interest-rate Risk, Credit Risk, Market Risk, Inflation Risk, Currency Risk, Reinvestment Risk, Business Risk, Liquidity Risk, and Financial Risk. Clients should be aware that investing in securities involves risk of loss that clients should be prepared to bear.

### **Item 9 Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of BLX or the integrity of BLX's management. BLX Group LLC has no information applicable to this Item. Neither BLX nor any of its employees have been subject to regulatory disciplinary action.

### **Item 10 Other Financial Industry Activities and Affiliations**

#### ***Corporate Affiliations***

**Orrick, Herrington & Sutcliffe, LLP** - the firm of Orrick is the sole owner of BLX. BLX and Orrick maintain an arrangement wherein complementary services may be referred by one to the other. Any services provided by the other will be fully disclosed and consented to in writing by the client. Orrick provides office space and certain administrative, financial and legal services to BLX pursuant to service agreements between the two firms. While these related entities and/or their representatives may refer their customers to each other for related services, neither will be compensated above their usual respective fees. BLX's management reports to a management committee consisting of three Orrick partners. These partners are responsible for monitoring and advising BLX on its risk management and operating procedures to ensure that the highest ethical standards are maintained in all of BLX's business activities.

#### ***Municipal Advisor Activity***

BLX is registered as a municipal advisor with the Municipal Securities Rulemaking Board (MSRB) and SEC. BLX engagements that are typically subject to the municipal advisor rules include all Debt Advisory service types and all Structured Products (SP) engagements except for "Investment Advisory Services" and "Escrow Bidding Services-GIC" and "Swap Monitoring" engagements. The Structured Products engagements that are not considered to be Municipal Advisor engagements are conducted pursuant to BLX's investment adviser registration.

## **Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

BLX maintains a policy of strict compliance with the highest standards of ethical business conduct and the provisions of applicable federal securities laws, including rules and regulations promulgated by the Securities and Exchange Commission. BLX has adopted a Code of Business Conduct and Ethics ("Code of Ethics") for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. This Code of Ethics applies to each employee of the Company. It is designed to ensure compliance with legal requirements and the Company's standards of business conduct. The Code of Ethics includes provisions relating to expected standards of conduct, ethical business practices, protection of proprietary and confidential information, managing real or potential conflicts of interest, and prohibition against insider trading. All supervised persons at BLX must sign an acknowledgement, acceptance, and understanding of the terms of the Code of Ethics, annually.

BLX's Code of Ethics and Written Supervisory Procedures are designed to reasonably ensure that securities transactions by BLX employees are consistent with BLX's fiduciary duty to its clients and to ensure compliance with legal requirements and BLX's standards of business conduct. The Code of Ethics and our Written Supervisory Procedures prohibit employees from trading for employee-related accounts based on information learned from customers and require transaction confirmation and quarterly reporting of all personal securities transactions.

BLX does not trade or invest in securities for its own account or for the accounts of employees, managers or related persons of the firm.

A written copy of BLX's Code of Ethics is available upon request by contacting Rob Robertson at 213-612-2200 or [rrobertson@blxgroup.com](mailto:rrobertson@blxgroup.com).

## **Item 12 Brokerage Practices**

It is BLX's duty to seek the best overall execution of transactions for client transactions consistent with the firm's judgment as to the financial soundness of the various broker-dealers (i.e., based on credit ratings) and business qualifications to effectively and efficiently execute, report, clear and settle the order, and accurately communicate with BLX and the client. BLX's approach to seeking best execution for securities bids focuses on conducting bidding processes that provide an equal opportunity for at least three bidders to participate on each transaction. Although BLX always strives to obtain three or more bids, under certain market conditions or for certain investment products this may not be possible.

BLX is not currently a party to any soft dollar arrangements whereby an executing broker-dealer provides or purchase on BLX's behalf investment research materials or brokerage-related services known as "soft dollar" products or services (such as economic and market information, portfolio strategy advice, research conferences, periodical subscription fees, performance measurement data, online pricing, news wire charges, quotation services, computer hardware and software) in exchange for BLX directing trade executions to that broker-dealer. BLX's only consideration in the selection of broker-dealers is achieving the most favorable execution for our clients.

BLX does not use client brokerage to compensate or otherwise reward brokers for client referrals.

BLX does not routinely recommend, request, or require that clients direct it to execute transactions through a specified broker-dealer.

## **Item 13 Review of Accounts**

BLX does not regularly review client accounts since it does not provide continuous management of client accounts.

## **Item 14 Client Referrals and Other Compensation**

If a client is introduced to BLX by a solicitor, BLX may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940 and the rules set forth by the respective state jurisdictions. Any such referral fee shall be paid solely from BLX's investment advisory fee, and shall not result in any additional charge to the client. If the client is introduced to BLX by a solicitor, the solicitor shall provide the client with a copy of BLX's Form ADV Part 2A and a copy of the disclosure statement between BLX and the solicitor containing the terms and conditions of the solicitation arrangement, including compensation.

BLX entered into a solicitation agreement whereby BLX may solicit potential investment advisory clients on behalf of the investment advisory firm that purchased BLX's portfolio management business. At the time of any solicitation activities, BLX shall provide each client with copies of Part 2A of the advisory firm's Form ADV, and a copy of the Solicitor Disclosure Statement that describes the solicitation relationship and compensation that BLX may receive.

BLX will receive a portion of the management fees recognized during the first two years of the relationship. This situation creates a conflict of interest because BLX and/or its investment advisor representative have an incentive to refer clients because of the fees to be received by us. However, when referring clients pursuant to this agreement, the client's best interest will be the main determining factor.

## **Item 15 Custody**

BLX does not have custody of client funds or securities.

## **Item 16 Investment Discretion**

BLX facilitates and advises clients on investment transactions, but does not have discretionary authority to act on behalf of most clients. For those clients, all final decisions regarding whether or not to enter into a transaction will be made by the client or their authorized representatives. For some clients BLX has been granted authority to invest assets subject to guidelines and restrictions provided by the client and the trust indenture governing the assets.

## **Item 17 Voting Client Securities**

Since BLX is not providing ongoing investment management services, BLX will not take any action or render any advice in reference to the voting of proxies for those securities held in all client accounts

## **Item 18 Financial Information**

BLX does not have any financial commitments that impair its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.