

[DISCUSSION DRAFT]

117TH CONGRESS  
1ST SESSION

H. R. \_\_\_\_\_

To establish the National Investment Authority to mobilize private capital to rebuild America's obsolete public infrastructure, and for other purposes.

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IN THE HOUSE OF REPRESENTATIVES

M. \_\_\_\_\_ introduced the following bill; which was referred to the  
Committee on \_\_\_\_\_

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**A BILL**

To establish the National Investment Authority to mobilize private capital to rebuild America's obsolete public infrastructure, and for other purposes.

1 *Be it enacted by the Senate and House of Representa-*  
2 *tives of the United States of America in Congress assembled,*

3 **SECTION 1. SHORT TITLE; TABLE OF CONTENTS.**

4 (a) SHORT TITLE.—This Act may be cited as the  
5 “National Investment Authority Act of 2021”.

6 (b) TABLE OF CONTENTS.—The table of contents for  
7 this Act is as follows:

- Sec. 1. Short title; table of contents.
- Sec. 2. Definitions.

TITLE I—NATIONAL INVESTMENT AUTHORITY

- Sec. 101. Establishment.
- Sec. 102. Functions.
- Sec. 103. Funding.
- Sec. 104. NIA Governing Board.
- Sec. 105. Project eligibility and selection.
- Sec. 106. Public accountability.

TITLE II—NIA REGIONAL OFFICES

- Sec. 201. Establishment.
- Sec. 202. Organization and structure.
- Sec. 203. Functions.

TITLE III—NATIONAL INFRASTRUCTURE BANK

- Sec. 301. Establishment.
- Sec. 302. Functions.
- Sec. 303. NIB Governance.
- Sec. 304. Project eligibility and selection.

TITLE IV—NATIONAL CAPITAL MANAGEMENT CORPORATION

- Sec. 401. Establishment.
- Sec. 402. Purpose and functions.
- Sec. 403. NCMC Funds.
- Sec. 404. Public asset manager powers.
- Sec. 405. NCMC Governance.

1 **SEC. 2. DEFINITIONS.**

2 In this Act:

3 (1) **CRITICAL PUBLIC INFRASTRUCTURE.**—The  
4 term “Critical Public Infrastructure” means high-  
5 quality, environmentally safe—

6 (A) physical infrastructure (including  
7 transportation, energy, water, and communica-  
8 tions infrastructure);

9 (B) industrial infrastructure (including do-  
10 mestic manufacturing facilities); and

11 (C) social infrastructure (including afford-  
12 able housing, education, and healthcare).

1           (2) ELIGIBLE PRIVATE ENTITY.—The term  
2           “Eligible Private Entity” means any non-govern-  
3           ment entity, or a group of such entities, that—

4                   (A) seeks the NIA funding or technical as-  
5                   sistance in connection with one or more Critical  
6                   Public Infrastructure projects;

7                   (B) is not itself and is not controlled by,  
8                   directly or indirectly, a Financial Intermediary;  
9                   and

10                   (C) meets the entity eligibility criteria and  
11                   any other requirements and conditions, estab-  
12                   lished by the Governing Board or the NIA Op-  
13                   erating Subsidiaries.

14           (3) FINANCIAL INTERMEDIARY.—The term “Fi-  
15           nancial Intermediary” means—

16                   (A) a commercial bank with assets above  
17                   \$10,000,000,000;

18                   (B) a broker or dealer (as such terms are  
19                   defined under section 3 of the Securities Ex-  
20                   change Act of 1934); and

21                   (C) an issuer that would be an investment  
22                   company, as defined under the Investment  
23                   Company Act of 1940, but for paragraph (1) or  
24                   (7) of section 3(c) of that Act.

1 (4) GOVERNING BOARD.—The term “Governing  
2 Board” means the Governing Board of the NIA.

3 (5) NATIONAL INVESTMENT STRATEGY.—The  
4 term “National Investment Strategy” means the Na-  
5 tional Investment Strategy designed by the Gov-  
6 erning Board under section 102(b).

7 (6) NCMC.—The term “NCMC” means the  
8 National Capital Management Corporation.

9 (7) NCMC FUNDS.—The term “NCMC Funds”  
10 means collective investment vehicles organized, spon-  
11 sored, invested in, and managed by the NCMC, in  
12 accordance with the provisions of this Act.

13 (8) NIA.—The term “NIA” means the Na-  
14 tional Investment Authority, established under sec-  
15 tion 101.

16 (9) NIA ANNUAL REPORT.—The term “NIA  
17 Annual Report” means the NIA Annual Report  
18 mandated under section 106.

19 (10) NIA BOND.—The term “NIA bond”  
20 means a bond or any other debt or debt-like instru-  
21 ment issued by the NIA or an NIA Operating Sub-  
22 sidiary.

23 (11) NIA OPERATING SUBSIDIARY.—The term  
24 “NIA Operating Subsidiary” means—

25 (A) the NIB;

1 (B) the NCMC; and

2 (C) such other government corporations or  
3 entities as may be established or designated by  
4 an Act of Congress as NIA Operating Subsidi-  
5 aries.

6 (12) NIA STAFF.—The term “NIA Staff”  
7 means the staff of the NIA.

8 (13) NIB.—The term “NIB” means that Na-  
9 tional Infrastructure Bank.

10 (14) PORTFOLIO PROJECT.—The term “Port-  
11 folio Project” means any project or undertaking, fi-  
12 nanced, managed, or otherwise supported by any  
13 NIA Operating Subsidiary in the course of its busi-  
14 ness and in accordance with the provisions of this  
15 Act.

16 (15) PROJECT FUNDING DATE.— The term  
17 “Project Funding Date” means, with respect to each  
18 NIA Portfolio Project, each date on which the  
19 NIA—

20 (A) makes a final decision to commit to  
21 funding or participating in that Portfolio  
22 Project; and

23 (B) extends funding or assumes participa-  
24 tion pursuant to its commitment.

1           (16) QUALIFYING FUND INVESTOR.—The term  
2           “Qualifying Fund Investor” means a public or pri-  
3           vate entity, or a group of such entities, that—

4                   (A) is—

5                           (i) a pension fund;

6                           (ii) a sovereign wealth fund;

7                           (iii) a State, municipal, or Tribal pub-  
8                           lic bank, green bank, or development bank;

9                           or

10                          (iv) a similar public entity, endow-  
11                          ment, or other institutional investor—

12                                   (I) with long-term liabilities or  
13                                   strategic horizons;

14                                   (II) whose shareholders or bene-  
15                                   ficiaries are widely dispersed members  
16                                   of the public; or

17                                   (III) whose activities are impor-  
18                                   tant from a public policy perspective;

19                          (B) meets the criteria for participation in  
20                          any NCMC Fund, as established by the Gov-  
21                          erning Board and the NCMC Board; and

22                          (C) is not—

23                                   (i) a depository institution (as defined  
24                                   under section 3 of the Federal Deposit In-  
25                                   surance Act);

1 (ii) a broker or dealer (as such terms  
2 are defined under section 3 of the Securi-  
3 ties Exchange Act of 1934); or

4 (iii) an issuer that would be an invest-  
5 ment company, as defined in the Invest-  
6 ment Company Act of 1940, but for para-  
7 graph (1) or (7) of section 3(c) of that  
8 Act.

9 (17) STATE.—The term “State” means each of  
10 the several States, the District of Columbia, each  
11 territory of the United States, and each Indian  
12 Tribe.

## 13 **TITLE I—NATIONAL** 14 **INVESTMENT AUTHORITY**

### 15 **SEC. 101. ESTABLISHMENT.**

16 There is established the National Investment Author-  
17 ity, which shall contain—

18 (1) the NIA Governing Board established under  
19 this title;

20 (2) the NIA regional offices established under  
21 title II; and

22 (3) the NIA Operating Subsidiaries, including  
23 the NIB established under title III and the NCMC  
24 established under title IV.

1 **SEC. 102. FUNCTIONS.**

2 (a) NIA MISSION.—

3 (1) IN GENERAL.—The NIA’s mission shall be  
4 to design, finance, and implement a coherent and  
5 dynamic program of long-term national economic  
6 growth and development that is—

7 (A) structurally and geographically bal-  
8 anced;

9 (B) environmentally sustainable;

10 (C) socially equitable; and

11 (D) in line with the strategic goals and na-  
12 tional interests of the United States.

13 (2) PRINCIPAL GOALS.—In fulfilling its mission  
14 under paragraph (1), the NIA shall have the prin-  
15 cipal goals of the following:

16 (A) Eliminating unemployment, under-  
17 employment, and poverty.

18 (B) Ensuring universal access to essential  
19 goods and services.

20 (C) Prioritizing the communities in great-  
21 est need.

22 (D) Remediating and eliminating threats  
23 to communities arising from toxic water, land  
24 and air pollution, unsustainable resource use,  
25 and climate change.



1 (E) Prioritizing environmental justice  
2 hotspots and bolstering climate and environ-  
3 mental resilience.

4 (F) Reducing greenhouse gas emissions in  
5 line with the recommendations of the Intergov-  
6 ernmental Panel on Climate Change.

7 (G) Increasing domestic manufacturing ca-  
8 pacity and ensuring U.S. competitiveness in line  
9 with the foregoing.

10 (b) NATIONAL INVESTMENT STRATEGY.—In pursuit  
11 of the NIA’s mission, the Governing Board shall formu-  
12 late, regularly update, and implement a forward-looking  
13 National Investment Strategy that mobilizes, amplifies,  
14 and coordinates investment of public and private capital,  
15 over different time horizons, in—

16 (1) equitable, inclusive, structurally balanced,  
17 and environmentally sustainable growth of the U.S.  
18 economy;

19 (2) long-term development of domestic produc-  
20 tive and manufacturing capacity;

21 (3) creation of sustainable and well-paying do-  
22 mestic jobs;

23 (4) universal availability of high-quality Critical  
24 Public Infrastructure;

1           (5) elimination of gaps in the quality of life and  
2 well-being of ethnic and racial groups, as well as  
3 among geographic regions and communities;

4           (6) broad and equitable access to affordable  
5 housing;

6           (7) transition to a low-carbon emissions econ-  
7 omy;

8           (8) technology development in support of na-  
9 tional goals; and

10           (9) such other goals as the Governing Board  
11 may determine.

12           (c) OVERSIGHT OF NIA OPERATING SUBSIDI-  
13 ARIES.—The Governing Board shall—

14           (1) establish rules governing the operations of  
15 the NIA Operating Subsidiaries;

16           (2) monitor the compliance of the NIA Oper-  
17 ating Subsidiaries with the rules established under  
18 paragraph (1) and the provisions of this Act;

19           (3) supervise the implementation of the Na-  
20 tional Investment Strategy by the NIA Operating  
21 Subsidiaries; and

22           (4) develop consistent policies and procedures  
23 for the NIA Operating Subsidiaries with respect to  
24 project selection and performance, consistent with

1 section 105 and the other provisions of this Act, in-  
2 cluding—

3 (A) labor, equity, and environmental cri-  
4 teria to be used in the project-selection process  
5 and in the implementation of projects;

6 (B) project selection procedures; and

7 (C) the community engagement process in  
8 project selection.

9 (d) OVERSIGHT OF NIA REGIONAL OFFICES.—The  
10 Governing Board shall establish rules and procedures es-  
11 tablishing the structure and governing the operation of the  
12 NIA regional offices.

13 (e) ANCILLARY FUNCTIONS.—The Governing Board  
14 shall—

15 (1) conduct, fund, coordinate, and otherwise  
16 support academic research and development of tech-  
17 nology and scientific knowledge consistent with and  
18 beneficial to the National Investment Strategy;

19 (2) maintain regular and effective channels of  
20 communication and public outreach, especially with  
21 respect to communities in areas where the NIA con-  
22 ducts or plans to conduct its operations;

23 (3) provide technical assistance to public and  
24 private entities, community groups, and individuals

1 participating or intending to participate in the NIA  
2 project selection process;

3 (4) ensure compliance with the relevant project  
4 selection criteria and all other applicable require-  
5 ments of this Act and the Governing Board;

6 (5) collect, study, and publicize data relating to  
7 investments by the NIA and NIA Operating Subsidi-  
8 aries and the impact of such investments on eco-  
9 nomic growth, sustainability, inclusivity, and other  
10 measures of the nation's well-being; and

11 (6) perform any additional functions deter-  
12 mined necessary or useful in order to support or en-  
13 hance the NIA's ability to fulfill its mission under  
14 this Act.

15 **SEC. 103. FUNDING.**

16 (a) INITIAL APPROPRIATION.—There is appropriated,  
17 out of any money in the Treasury not otherwise appro-  
18 priated, to the Governing Board \$50,000,000,000 for the  
19 initial establishment of the NIA, NIB, and NCMC and  
20 to carry out this Act, such sums to remain available until  
21 expended.

22 (b) FEDERAL RESERVE SUPPORT.—

23 (1) PURCHASE OF NIA BONDS.—

24 (A) IN GENERAL.—The Board of Gov-  
25 ernors of the Federal Reserve System may pur-

1 chase NIA bonds and other debt instruments,  
2 both directly from the NIA or NIA Operating  
3 Subsidiary and in secondary markets.

4 (B) LIMITATION.—The total value of NIA  
5 bonds and other debt instruments held by the  
6 Board of Governors of the Federal Reserve Sys-  
7 tem at any one time may not exceed 25 percent  
8 of the total assets held by the Board of Gov-  
9 ernors of the Federal Reserve System (exclud-  
10 ing any amounts outstanding under paragraph  
11 (2)) and the Federal reserve banks. For pur-  
12 poses of the preceding sentence, the total asset  
13 amount shall be calculated as the average total  
14 assets over the preceding 6-month period.

15 (2) BACKUP LIQUIDITY SUPPORT.—

16 (A) IN GENERAL.—At the request of the  
17 head of an NIA Operating Subsidiary, for pur-  
18 poses of providing short-term liquidity support,  
19 the Board of Governors of the Federal Reserve  
20 System shall lend funds to such NIA Operating  
21 Subsidiary—

22 (i) at preferential rates; and

23 (ii) on a collateralized or  
24 uncollateralized basis.

1 (B) LIMITATION.—The total value of out-  
2 standing loans provided by the Board of Gov-  
3 ernors of the Federal Reserve System under  
4 this paragraph may not exceed 25 percent of  
5 the total assets held by the Board of Governors  
6 of the Federal Reserve System and the Federal  
7 reserve banks. For purposes of the preceding  
8 sentence, the total asset amount shall be cal-  
9 culated as the average total assets over the pre-  
10 ceeding 6-month period.

11 (c) TREASURY LINE OF CREDIT.—

12 (1) IN GENERAL.—At the request of the Chair  
13 or Vice-Chair of the Governing Board, the Secretary  
14 of the Treasury shall lend funds to one or more NIA  
15 Operating Subsidiary designated in such request, at  
16 cost. The request submitted under this provision  
17 shall be accompanied by a written attestation by the  
18 head of the relevant NIA Operating Subsidiary that  
19 such Operating Subsidiary is unable to access the li-  
20 quidity support from the Board of Governors of the  
21 Federal Reserve System authorized under subsection  
22 (b).

23 (2) LIMITATION.—The aggregate amount of all  
24 loans authorized under paragraph (1) at one time  
25 may not exceed an amount equal to 100 percent of

1 the NIA's total assets. For purposes of the pre-  
2 ceding sentence, the total asset amount shall be cal-  
3 culated as the average total assets over the pre-  
4 ceding 6-month period.

5 (d) NIA BONDS.—

6 (1) IN GENERAL.—The NIA or NIA Operating  
7 Subsidiaries may issue bonds and other debt instru-  
8 ments, or “NIA Bonds”, on terms determined by the  
9 Governing Board or the issuing NIA Operating Sub-  
10 sidiary, as applicable, in accordance with the re-  
11 quirements of this Act.

12 (2) EXEMPT SECURITIES.—NIA Bonds and  
13 other instruments issued by NIA Operating Subsidi-  
14 aries shall be exempt from the requirements of sec-  
15 tion 5 of the Securities Act of 1933.

16 (3) NO FULL FAITH AND CREDIT.—NIA Bonds  
17 and other instruments issued by NIA Operating  
18 Subsidiaries shall not be backed by the full faith and  
19 credit of the United States.

20 (e) USE OF PROCEEDS.—The NIA and NIA Oper-  
21 ating Subsidiaries shall retain all proceeds from financing,  
22 investments, and other financial assistance made under  
23 this Act and may, without further appropriation, use such  
24 amounts to carry out this Act.

1 **SEC. 104. NIA GOVERNING BOARD.**

2 (a) ESTABLISHMENT.—There is established the Gov-  
3 erning Board of the NIA, as an independent Federal agen-  
4 cy.

5 (b) MEMBERS.—

6 (1) IN GENERAL.—The Governing Board shall  
7 consist of the following:

8 (A) VOTING MEMBERS.—Nine voting mem-  
9 bers, appointed by the President by and with  
10 the advice and consent of the Senate.

11 (B) NON-VOTING MEMBERS.—The fol-  
12 lowing ex-officio, non-voting members:

13 (i) The Chairman of the Board of  
14 Governors of the Federal Reserve System.

15 (ii) The Secretary of the Treasury.

16 (iii) The Secretary of Housing and  
17 Urban Development.

18 (iv) The President of each NIA Oper-  
19 ating Subsidiary.

20 (2) CHAIR; VICE CHAIR.—The President shall  
21 select one voting member of the Governing Board to  
22 serve as Chair and one to serve as Vice Chair.

23 (3) TERMS OF SERVICE.—

24 (A) IN GENERAL.—The voting members of  
25 the Governing Board shall serve a 10-year



1 term, and members may not serve more than  
2 one term.

3 (B) STAGGERED TERMS.—Notwithstanding  
4 subparagraph (A)—

5 (i) in appointing the initial voting  
6 members of the Governing Board, the  
7 President shall stagger the terms of the  
8 initial members such that no more than  
9 one member's term ends in any one year;  
10 and

11 (ii) the initial voting members of the  
12 Governing Board may be appointed to a  
13 second term.

14 (4) QUALIFICATIONS.—In appointing the voting  
15 members of the Governing Board, the President  
16 shall ensure that—

17 (A) all members have established expertise  
18 in finance, economics, law, environmental  
19 science, engineering, public administration, in-  
20 frastructure projects, public health, or other rel-  
21 evant fields; and

22 (B) at least 5 of the members have dem-  
23 onstrated experience with, and endorsement  
24 from, labor organizations, non-profit organiza-  
25 tions, and community advocacy groups.

1 (5) COMPENSATION.—

2 (A) CHAIR.—The Chair of the Governing  
3 Board shall be compensated at the rate of pay  
4 payable for a position at level I of the Executive  
5 Schedule under section 5312 of title 5, United  
6 States Code.

7 (B) OTHER MEMBERS.—The members of  
8 the Governing Board other than the Chair shall  
9 be compensated at the rate of pay payable for  
10 a position at level II of the Executive Schedule  
11 under section 5313 of title 5, United States  
12 Code.

13 (c) PROFESSIONAL STAFF.—To assist the NIA in the  
14 performance of its responsibilities under this Act, the Gov-  
15 erning Board shall establish and operate professional full-  
16 time staff, the NIA Staff, whose structure shall include  
17 the following units:

18 (1) The Applied Research and Technology unit,  
19 which shall organize, finance, and coordinate applied  
20 research and development of technologies that could  
21 improve environmental, economic, and social out-  
22 comes.

23 (2) The Public Outreach and Communication  
24 unit, which shall ensure the continuous flow of infor-  
25 mation and communication between the Governing

1 Board and businesses and communities, including  
2 through the NIA regional offices.

3 (3) The Technical Assistance and Strategic Co-  
4 ordination unit, which shall—

5 (A) coordinate public investment strategies  
6 and ensure cooperation among Federal, State,  
7 and local agencies; and

8 (B) provide technical assistance to public  
9 and private entities.

10 (4) Such other units as the Governing Board  
11 determines necessary to support its operations.

12 (d) OFFICE OF MINORITY AND WOMEN INCLU-  
13 SION.—Section 342(g)(1) of the Dodd-Frank Wall Street  
14 Reform and Consumer Protection Act (12 U.S.C.  
15 5452(g)(1)) is amended—

16 (1) in subparagraph (H), by striking “and”.

17 (2) in subparagraph (I), by striking the period  
18 and inserting “; and”; and

19 (3) by adding at the end the following:

20 “(J) the National Investment Authority.”.

21 (e) INTERAGENCY CONSULTATION AND COORDINA-  
22 TION.—The NIA Governing Board, the Secretary of the  
23 Treasury, and the Board of Governors of the Federal Re-  
24 serve System shall establish the process for regular con-

1 sultations to ensure effective cooperation and coordination  
2 of their policies and priorities.

3 **SEC. 105. PROJECT ELIGIBILITY AND SELECTION.**

4 (a) IN GENERAL.—Subject to this section’s provi-  
5 sions, the Governing Board shall adopt rules and promul-  
6 gate policies and procedures establishing core require-  
7 ments for the eligibility, identification, evaluation, selec-  
8 tion, and ongoing monitoring and management of the  
9 Portfolio Projects. In doing so, the Governing Board shall  
10 seek to ensure that the Portfolio Project selection process  
11 is conducted in a transparent, efficient, and publicly ac-  
12 countable manner, consistent with the core purposes of the  
13 NIA.

14 (b) IDENTIFYING POTENTIAL PORTFOLIO  
15 PROJECTS.—Projects potentially eligible for NIA funding  
16 shall be identified primarily through the following chan-  
17 nels:

18 (1) EXTERNAL.—Projects identified by Federal,  
19 State, or local agencies, public banks, or other gov-  
20 ernment-owned corporations that would benefit from  
21 NIA management or investment and meet the NIA’s  
22 eligibility requirements.

23 (2) INTERNAL.—Prospective projects identified  
24 and proposed by the NIA staff, based on internal re-

1 search or in collaboration with the outside scientific  
2 and technology experts and communities.

3 (3) PUBLIC AUCTION.—Projects—

4 (A) that meet a set of criteria identified by  
5 the NIA staff in accordance with a particular  
6 investment goal; and

7 (B) are announced to the public by the  
8 NIA in a public call for proposals (the “auc-  
9 tion”) that is conducted in a transparent and  
10 fair manner, as determined by the Governing  
11 Board, in coordination with the NIA regional  
12 offices and the NIA Operating Subsidiaries.

13 (c) PORTFOLIO PROJECT ELIGIBILITY CRITERIA.—

14 (1) IN GENERAL.—The NIA and the NIA Oper-  
15 ating Subsidiaries shall prioritize projects and in-  
16 vestments that, in the NIA’s determination, have po-  
17 tential to generate tangible long-term public benefits  
18 and advance the goals of the NIA.

19 (2) SPECIFIC PROJECT ELIGIBILITY CRI-  
20 TERIA.—The NIA Operating Subsidiaries shall apply  
21 the following criteria and balance the following fac-  
22 tors, to determine that each Portfolio Project is eli-  
23 gible for the NIA funding, both at the Project Fund-  
24 ing Date and on an ongoing basis:

1 (A) Financial and Economic Impact Cri-  
2 teria, which include—

3 (i) potential contribution to the long-  
4 term growth and sustainability of the na-  
5 tional, regional, or local economy;

6 (ii) innovativeness and transformative  
7 technological potential;

8 (iii) potential strengthening of global  
9 competitiveness and resilience of the U.S.  
10 economy;

11 (iv) potential for and commitment to  
12 domestic job creation and “Buy America”;

13 (v) scale, time horizons, expected costs  
14 and cash revenues;

15 (vi) availability or lack of superior or  
16 viable private or public funding alter-  
17 natives; and

18 (vii) such other factors as may be ap-  
19 propriate to consider under the cir-  
20 cumstances.

21 (B) Environmental Impact Criteria, which  
22 include—

23 (i) project participants’ record of or  
24 commitment to mandatory compliance with

1 all relevant environmental laws, regula-  
2 tions, and standards;

3 (ii) absence of significant climate risk  
4 or mandatory climate-risk mitigation;

5 (iii) potential to facilitate a broader  
6 economy-wide shift to clean technologies or  
7 production; and

8 (iv) any additional requirements and  
9 commitments applicable to individual types  
10 of project or investment.

11 (C) Social and Racial Equity Impact Cri-  
12 teria, which include—

13 (i) potential to improve health, edu-  
14 cation, living conditions, income, and over-  
15 all well-being of local, and especially dis-  
16 advantaged, communities;

17 (ii) potential to rectify racial or socio-  
18 economic inequity;

19 (iii) any other factors and commit-  
20 ments appropriate or necessary under the  
21 circumstances.

22 (D) Labor and Employment Impact Cri-  
23 teria, which include—

24 (i) project participants' record of or  
25 commitment to mandatory compliance with

1 all relevant labor and wage-related laws,  
2 regulations and standards, including re-  
3 quirements that the participants—

4 (I) provide written assurances  
5 prescribed by the applicable NIA Op-  
6 erating Subsidiary that any project  
7 will be performed with the require-  
8 ments of Federal laws that would oth-  
9 erwise apply to similar projects to  
10 which the United States is a party;

11 (II) with respect to recipients of  
12 financial assistance authorized under  
13 this Act that funds public transpor-  
14 tation capital projects, as defined in  
15 section 5302 of title 49, United States  
16 Code, comply with the grant require-  
17 ments applicable to grants made  
18 under section 5309 of such title;

19 (III) with respect to recipient of  
20 financial assistance for an infrastruc-  
21 ture project involving reconstruction,  
22 rehabilitation, replacement, or expan-  
23 sion that may impact current public  
24 employees on the project site, shall  
25 protect the interests of employees af-



1           affected by the financial assistance  
2           under arrangements the Secretary of  
3           Labor concludes are fair and equitable  
4           in accordance with section 5333(b)(2)  
5           of title 49, United States Code;

6                       (IV) with respect to recipients of  
7           financial assistance authorized under  
8           this Act that funds freight or pas-  
9           senger rail capital projects, as defined  
10          by section 22901(2) of title 49,  
11          United States Code, shall comply with  
12          the requirements of section 22905 of  
13          such 49; and

14                      (V) with respect to recipients of  
15          financial assistance authorized under  
16          this Act that do not involve a Federal  
17          contract or assistance in which no  
18          Federal law is controlling for contrac-  
19          tors, shall apply Executive Order  
20          13658;

21                      (ii) project participants' record of or  
22          commitment to commitment to utilize  
23          unionized workers and employees;

1 (iii) project participants' record of or  
2 commitment to labor representation in  
3 management structures; and

4 (iv) any other factors and commit-  
5 ments appropriate or necessary under the  
6 circumstances.

7 (3) ADDITIONAL GOVERNING BOARD AUTHOR-  
8 ITY.—The Governing Board, in consultation with the  
9 NIA Operating Subsidiaries, may expand, interpret,  
10 adjust, or vary the context-specific application of the  
11 foregoing Portfolio Project eligibility requirements, if  
12 doing so serves the public interest, amplifies public  
13 benefits associated with the relevant NIA Projects,  
14 and facilitates the implementation of the National  
15 Investment Strategy or the broader statutory goals  
16 of the NIA.

17 (d) ENTITY ELIGIBILITY CRITERIA.—The Governing  
18 Board shall develop eligibility criteria for any external  
19 partners, participants in, or recipients of the NIA funding  
20 for Portfolio Projects, including Eligible Private Entities  
21 and Qualifying Fund Investors.

22 (e) PORTFOLIO PROJECT SELECTION BY NIA OPER-  
23 ATING SUBSIDIARIES.—

24 (1) PROJECT ANALYSIS AND MONITORING COM-  
25 MITTEES.—Each NIA Operating Subsidiary, includ-

1       ing the NIB and the NCMC, shall establish a special  
2       Project Analysis and Monitoring Committee charged  
3       with identifying and evaluating its investment pros-  
4       pects and selecting individual projects and under-  
5       takings for inclusion in such NIA Operating Subsidi-  
6       ary's asset portfolio. In performing these tasks, both  
7       the NIA Operating Subsidiary and its Project Anal-  
8       ysis and Monitoring Committee shall comply with  
9       the applicable rules, policies, and procedures promul-  
10      gated by the Governing Board.

11           (2) PORTFOLIO PROJECT SELECTION.—

12           (A) IN GENERAL.—In selecting Portfolio  
13      Projects, an NIA Operating Subsidiary shall—

14           (i) comply with all rules and proce-  
15      dures issued by the Governing Board  
16      under this section;

17           (ii) ensure fair and equitable access to  
18      NIA funding, among other things, by  
19      maintaining effective communication with  
20      and providing technical assistance to local  
21      public entities, nonprofit organizations,  
22      employee- or community-owned enterprise,  
23      start-ups, and minority-run businesses;

24           (iii) identify potential investment op-  
25      portunities through the project identifica-

1                   tion methods described under subsection  
2                   (b); and

3                   (iv) evaluate projects thoroughly, ap-  
4                   plying the project eligibility criteria speci-  
5                   fied in this section or established by the  
6                   Governing Board.

7                   (B) PROJECT ANALYSIS.—In evaluating  
8                   and selecting potential Portfolio Projects, each  
9                   NIA Operating Subsidiary, acting through its  
10                  Project Analysis and Monitoring Committee  
11                  shall conduct the following:

12                  (i) FINANCIAL ANALYSIS.—A financial  
13                  analysis of expected direct and indirect  
14                  revenues and costs associated with the  
15                  project, provided, however, that such finan-  
16                  cial analysis shall not constitute the sole or  
17                  principal basis for the NIA Operating Sub-  
18                  sidiary's decisions with respect to any  
19                  project or investment.

20                  (ii) PUBLIC ECONOMIC BENEFIT  
21                  ANALYSIS.—A public economic benefit  
22                  analysis, including—

23                          (I) the projected impact on mac-  
24                          roeconomic growth, employment, and

1 similar metrics applied on local, State,  
2 regional, or national levels; and

3 (II) potential measurable benefits  
4 to affected communities, businesses,  
5 and other economic actors.

6 (iii) ENVIRONMENTAL AND SOCIAL  
7 BENEFITS ANALYSIS.—An environmental  
8 and social benefits analysis, including—

9 (I) reductions in emissions, in-  
10 creased environmental sustainability,  
11 and related metrics;

12 (II) long-term contribution to an  
13 environmentally sustainable and resil-  
14 ient economic growth;

15 (III) increased access to housing  
16 (including through reduced costs of  
17 living), employment (including  
18 through reduced commute times and  
19 costs), educational, and other opportu-  
20 nities for communities; and

21 (IV) health benefits (including  
22 through better or more equitable ac-  
23 cess to healthcare and wellness amen-  
24 ities).

1 (iv) STAKEHOLDER IMPACT ANAL-  
2 YSIS.—A stakeholder impact analysis, in-  
3 cluding—

4 (I) targeted benefits for dis-  
5 advantaged communities and groups;  
6 and

7 (II) identification of potential for  
8 cooperation and coordination with  
9 public and private constituencies.

10 (f) INVESTMENT ADVISORY COUNCIL.—

11 (1) IN GENERAL.—To assist and advise the  
12 NIA Operating Subsidiaries on technical matters re-  
13 lated to their respective investment and portfolio  
14 management strategies, the Governing Board shall  
15 establish and appoint the Investment Advisory Coun-  
16 cil, a consultative body comprising individuals widely  
17 recognized for their expertise and experience in fi-  
18 nancial management, investment banking, infra-  
19 structure finance, macroeconomic analysis, urban  
20 planning, and related fields.

21 (2) DUTIES.—The Investment Advisory Council  
22 shall provide technical advice to the NIA Operating  
23 Subsidiaries in order to assist with a more com-  
24 prehensive assessment of investment opportunities  
25 and performance. The Investment Advisory Council's

1 powers and duties shall be exclusively of advisory  
2 and consultative character.

3 (3) MEMBERSHIP; CONFLICTS OF INTEREST.—

4 The Governing Board shall—

5 (A) determine the number, qualifications,  
6 selection and appointment procedures, terms of  
7 service, and rights and responsibilities of the  
8 Investment Advisory Council members;

9 (B) establish rules and procedures gov-  
10 erning the activities of the Investment Advisory  
11 Council, including rules and procedures for  
12 recusal or removal of individual members of the  
13 Investment Advisory Council whose personal or  
14 professional interests may conflict, or appear to  
15 conflict, with the NIA's interests and objectives;  
16 and

17 (C) oversee the operation of the Invest-  
18 ment Advisory Council on an ongoing basis.

19 **SEC. 106. PUBLIC ACCOUNTABILITY.**

20 (a) PERIODIC REPORTS AND CONGRESSIONAL TESTI-  
21 MONY.—

22 (1) REPORTS.—The Governing Board shall sub-  
23 mit to the President and Congress, within 90 days  
24 after the last day of each fiscal year, a completed

1 and detailed NIA Annual Report with respect to the  
2 preceding fiscal year, setting forth—

3 (A) the core principles, objectives, and im-  
4 plementation priorities of the National Invest-  
5 ment Strategy over different time horizons;

6 (B) any changes, revisions, or adjustments  
7 to the National Investment Strategy and the  
8 NIA's developmental goals and priorities since  
9 the date of the last NIA Annual Report;

10 (C) the Governing Board's discussion and  
11 analysis of the NIA's financial results and con-  
12 dition, overall performance of the NIA's statu-  
13 tory duties and public policy objectives, and ac-  
14 tions undertaken in pursuit of such objectives;

15 (D) the discussion and analysis of the envi-  
16 ronmental impact, social and racial equity im-  
17 pact, and labor and employment impact of the  
18 NIA's activities; and

19 (E) any other information Congress may  
20 request.

21 (2) TESTIMONY.—In conjunction with the sub-  
22 mission of the NIA Annual Report, the Chair of the  
23 Governing Board, along with the Presidents of the  
24 NIB, NCMC, and any other NIA Operating Sub-  
25 sidiary, shall provide written and oral testimony in



1 Congress on matters covered in the NIA Annual Re-  
2 port and related matters.

3 (b) ANNUAL AUDITS.—

4 (1) RECORDKEEPING REQUIREMENT.—The  
5 NIA and each NIA Operating Subsidiary shall main-  
6 tain adequate books and records that correctly re-  
7 flect the financial transactions, condition, and re-  
8 sults of operation of the NIA or NIA Operating  
9 Subsidiary.

10 (2) AUDITS.—

11 (A) GAO AUDIT OF NIA.—The Comptroller  
12 General of the United States shall perform an  
13 annual audit of the NIA’s consolidated books of  
14 account.

15 (B) SPECIAL NIA AUDIT PANEL.—

16 (i) IN GENERAL.—The Comptroller  
17 General of the United States shall, annu-  
18 ally, establish a Special NIA Audit Panel  
19 to perform an independent audit of the fi-  
20 nancial performance of each NIA Oper-  
21 ating Subsidiary.

22 (ii) MEMBERS.—The Comptroller  
23 General shall ensure that each Special NIA  
24 Audit Panel consists of—

1 (I) representatives of the Govern-  
2 ment Accountability Office; and

3 (II) representatives of each U.S.  
4 public accounting firm of nationally  
5 recognized standing.

6 (3) ACCOUNTING STANDARDS.—The NIA and  
7 NIA Operating Subsidiaries shall use generally ac-  
8 cepted accounting practices or such other rec-  
9 ommended accounting practices as the Governing  
10 Board determines appropriate.

11 (c) PUBLIC INTEREST COUNCIL.—

12 (1) ESTABLISHMENT.—There is established the  
13 Public Interest Council (the “Council”), an inde-  
14 pendent advisory and consultative body, which shall  
15 safeguard the effective representation and incorpora-  
16 tion of the interests of the American people in the  
17 formulation and implementation of the National In-  
18 vestment Strategy and other activities of the NIA  
19 and the NIA Operating Subsidiaries.

20 (2) MEMBERS.—The Public Interest Council  
21 shall consist of 7 members, appointed by the Presi-  
22 dent from among individuals who—

23 (A) are academics, community leaders,  
24 consumer advocates, etc.;

1 (B) have demonstrated expertise in various  
2 areas relevant to the NIA's overall mission, ex-  
3 perience in community representation, and rep-  
4 utation for integrity; and

5 (C) do not have a conflict of interest.

6 (3) FUNCTIONS AND POWERS.—The Public In-  
7 terest Council shall—

8 (A) advise the Governing Board on matters  
9 of public policy and public well-being arising in  
10 the course of the activities of the NIA and NIA  
11 Operating Subsidiaries;

12 (B) provide an independent public interest-  
13 based perspective on substantive policy issues  
14 faced, and strategic decisions made, by the NIA  
15 and NIA Operating Subsidiaries in the course  
16 of fulfilling their statutory functions and re-  
17 sponsibilities;

18 (C) inform and advise Congress on matters  
19 of special public concern or significance, as re-  
20 lated to the operations of the NIA and NIA Op-  
21 erating Subsidiaries;

22 (D) recommend to Congress and the Gov-  
23 erning Board specific measures to—

24 (i) correct or improve the performance  
25 and impact of the NIA and NIA Operating

1 Subsidiaries on the well-being of the Amer-  
2 ican public; or

3 (ii) enhance the transparency of the  
4 actions and decisions of the NIA and NIA  
5 Operating Subsidiaries;

6 (E) have broad rights to request access to  
7 the books and records of the NIA and NIA Op-  
8 erating Subsidiaries and such other information  
9 necessary or helpful to the Council in the per-  
10 formance of its duties;

11 (F) engage in an ongoing discussion and  
12 dialogue with communities, public interest  
13 groups, mass media, and other public stake-  
14 holders, for the purpose of keeping the Amer-  
15 ican public informed about, and collecting pub-  
16 lic feedback with respect to, the activities and  
17 plans of the NIA and NIA Operating Subsidi-  
18 aries; and

19 (G) take any other actions necessary or in-  
20 cidental to any of the foregoing.

21 (4) CONGRESSIONAL REPORTS.—Annually, the  
22 Public Interest Council shall prepare and submit to  
23 Congress and the President a full report, outlining  
24 the Council's independent assessment of, and rec-  
25 ommendations related to, the performance and the

1 impact of the NIA and NIA Operating Subsidiaries  
2 on issues of public policy significance.

3 (5) STAFF.—The Public Interest Council shall  
4 have full-time dedicated exclusively to supporting the  
5 Council’s performance of its powers and duties.

6 (6) FUNDING.—There is appropriated, out of  
7 any money in the Treasury not otherwise appro-  
8 priated, \$10,000,000 for fiscal year 2022 and each  
9 fiscal year thereafter, to carry out the functions of  
10 the Public Interest Council.

## 11 **TITLE II—NIA REGIONAL** 12 **OFFICES**

### 13 **SEC. 201. ESTABLISHMENT.**

14 (a) IN GENERAL.—The Governing Board shall estab-  
15 lish regional offices of the NIA in each of the following  
16 18 geographic regions:

17 (1) Region 1, encompassing the States of  
18 Maine, Vermont, New Hampshire, Massachusetts,  
19 and Rhode Island.

20 (2) Region 2, encompassing the States of New  
21 York, New Jersey, and Connecticut.

22 (3) Region 3, encompassing the States of Penn-  
23 sylvania, Ohio, West Virginia, Delaware, and Ken-  
24 tucky.

1           (4) Region 4, encompassing the States of Vir-  
2           ginia, Maryland, North Carolina, and South Caro-  
3           lina and the District of Columbia.

4           (5) Region 5, encompassing the States of Ten-  
5           nessee, Mississippi, Alabama, and Arkansas.

6           (6) Region 6, encompassing the States of Flor-  
7           ida and Georgia.

8           (7) Region 7, encompassing the States of  
9           Michigan, Wisconsin, Indiana, and Illinois.

10          (8) Region 8, encompassing the States of Min-  
11          nesota, Iowa, and Missouri.

12          (9) Region 9, encompassing the States of Kan-  
13          sas, Nebraska, North Dakota, and South Dakota.

14          (10) Region 10, encompassing the States of  
15          Louisiana, Oklahoma, and Texas.

16          (11) Region 11, encompassing the States of  
17          Montana, Wyoming, and Idaho.

18          (12) Region 12, encompassing the States of  
19          Colorado, Utah, and Nevada.

20          (13) Region 13, encompassing the States of Ar-  
21          izona and New Mexico.

22          (14) Region 14, encompassing the state of Cali-  
23          fornia.

24          (15) Region 15, encompassing the States of  
25          Washington and Oregon.

1           (16) Region 16, encompassing the State of  
2           Alaska.

3           (17) Region 17, encompassing the State of Ha-  
4           waii.

5           (18) Region 18, encompassing the territories of  
6           Puerto Rico, Guam, U.S. Virgin Islands, American  
7           Samoa, and Northern Mariana Islands

8           (b) ADJUSTMENTS.—The Governing Board may ad-  
9           just the composition of the regions described under sub-  
10          section (a) from to time to time if the Governing Board  
11          determines it appropriate.

12       **SEC. 202. ORGANIZATION AND STRUCTURE.**

13          (a) LEADERSHIP.—Subject to the rules and proce-  
14          dures established under section 102(d), each regional of-  
15          fice shall be headed by a Director, who shall be appointed  
16          by the Governing Board and be directly accountable to it.

17          (b) NIA STAFF.—The Director of each regional office  
18          shall appoint staff to provide regional support to the Gov-  
19          erning Board in carrying out the duties of the Governing  
20          Board.

21          (c) NIA OPERATING SUBSIDIARIES.—The head of  
22          each NIA Operating Subsidiary shall locate staff within  
23          each regional office to provide the subsidiary with regional  
24          support in carrying out the duties of the subsidiary.

1 **SEC. 203. FUNCTIONS.**

2 In addition to the functions described under section  
3 202, the regional offices shall—

4 (1) serve as the key liaison between the NIA  
5 and State, Tribal, and local public authorities, busi-  
6 nesses, and communities;

7 (2) participate in Portfolio Project identifica-  
8 tion, selection, and management, in order to ensure  
9 effective representation of local and regional eco-  
10 nomic and community needs and interests and to  
11 provide an additional source of public accountability  
12 for the NIA;

13 (3) cooperate and coordinate the NIA's regional  
14 operations with the activities of regional Federal re-  
15 serve banks and other Federal agencies; and

16 (4) encourage the creation of, and cooperate  
17 with, State, Tribal, and local public banks, develop-  
18 ment banks, “green” banks, and other public finance  
19 institutions.

20 **TITLE III—NATIONAL**  
21 **INFRASTRUCTURE BANK**

22 **SEC. 301. ESTABLISHMENT.**

23 There is established, as a Government corporation  
24 subject to chapter 91 of title 31, United States Code, the  
25 National Infrastructure Bank (“NIB”).



1 **SEC. 302. FUNCTIONS.**

2 (a) NIB MANDATE.—The mandate of the NIB shall  
3 be to implement the National Investment Strategy by en-  
4 gaging in credit market activities supporting public and  
5 private investment in Critical Public Infrastructure  
6 projects.

7 (b) POWERS.—The NIB shall have the following pow-  
8 ers:

9 (1) To make senior or subordinated loans, pur-  
10 chase senior or subordinated debt and equity securi-  
11 ties, or to enter into a binding commitment to do  
12 any of the foregoing, the proceeds of which are to  
13 be used to finance or refinance the development of  
14 one or more Critical Public Infrastructure projects.

15 (2) To issue guarantees.

16 (3) To issue and sell debt obligations of the  
17 NIB, on secured or unsecured basis, of such matu-  
18 rities and on such terms as the NIB Board shall de-  
19 termine from time to time.

20 (4) To purchase in the open market any of  
21 NIB's outstanding obligations at any time and at  
22 any price the NIB Board determines appropriate  
23 under the circumstances.

24 (5) To monitor and oversee Portfolio Projects  
25 financed, in whole or in part, by the NIB.

1           (6) To exercise all other lawful powers which  
2           are necessary or appropriate to carry out, and are  
3           consistent with, the purposes of the NIB.

4           (c) INVESTMENT PRIORITIES.—In carrying out the  
5           mandate of the NIB, the NIB Board shall, subject to the  
6           rules established by the Governing Board under section  
7           105—

8           (1) conduct risk analysis and manage portfolio  
9           risk;

10          (2) target investments based on their potential  
11          to produce long-term public benefits and have a  
12          long-term economic impact and not based solely on  
13          anticipated revenues or profit considerations;

14          (3) in carrying out direct lending activities, tar-  
15          get and prioritize projects that have some national  
16          socioeconomic significance but face difficulty in se-  
17          curing low-cost financing in traditional markets; and

18          (4) in carrying out secondary market-making  
19          activities, prioritize municipal bonds supporting pub-  
20          lic goods and projects, by purchasing such bonds di-  
21          rectly from State and local public issuers at favor-  
22          able rates.

23   **SEC. 303. NIB GOVERNANCE.**

24          (a) BOARD OF DIRECTORS.—

1           (1) IN GENERAL.—There is established the  
2 Board of Directors of the NIB, which shall, subject  
3 to the rules of the NIA established under section  
4 102(c), serve as the head of the NIB.

5           (2) MEMBERSHIP.—The NIB Board shall con-  
6 sist of the following 9 members:

7           (A) CLASS A DIRECTORS.—Three class A  
8 directors, to be appointed by the President by  
9 and with the advice and consent of the Sen-  
10 ate—

11                   (i) one of which shall be designated by  
12 the President as the President of the NIB;  
13 and

14                   (ii) one of which shall be designated  
15 by the President as the Vice President of  
16 the NIB.

17           (B) CLASS B DIRECTORS.—Three class B  
18 directors, to be appointed by the President, by  
19 and with the advice and consent of the Senate,  
20 from among a pool of candidates nominated by  
21 the private sector.

22           (C) CLASS C DIRECTORS.—Three class C  
23 directors, to be appointed by the President, by  
24 and with the advice and consent of the Senate,  
25 from among a pool of candidates nominated by

1 labor, environmental, and other public interest  
2 organizations.

3 (3) QUALIFICATIONS.—Class A and B directors  
4 shall be appointed from among individuals with  
5 proven technical expertise and experience in core  
6 fields, including infrastructure finance, banking,  
7 public finance, macroeconomics, environmental  
8 science or engineering, and such other non-financial  
9 disciplines as the Governing Board may determine  
10 appropriate.

11 (4) CONFLICTS OF INTEREST.—The Governing  
12 Board shall establish strict conflicts-of-interest pro-  
13 hibitions applicable to class A and B directors.

14 (5) SELECTION OF ENTITIES NOMINATING CAN-  
15 DIDATES.—The Governing Board shall establish  
16 policies and procedures for selecting which entities  
17 may nominate directors for the position of Class B  
18 and C directors.

19 (6) TERMS OF SERVICE.—

20 (A) IN GENERAL.—The members of the  
21 NIB Board shall serve a 10-year term, and  
22 members may not serve more than one term.

23 (B) STAGGERED TERMS.—Notwithstanding  
24 subparagraph (A)—

1 (i) in appointing the initial members  
2 of the NIB Board, the President shall  
3 stagger the terms of the initial members  
4 such that no more than one member's term  
5 ends in any one year; and

6 (ii) the initial members of the NIB  
7 Board may be appointed to a second term.

8 (7) COMPENSATION.—

9 (A) PRESIDENT.—The President of the  
10 NIB shall be compensated at the rate of pay  
11 payable for a position at level I of the Executive  
12 Schedule under section 5312 of title 5, United  
13 States Code.

14 (B) OTHER MEMBERS.—The members of  
15 the NIB Board other than the President shall  
16 be compensated at the rate of pay payable for  
17 a position at level II of the Executive Schedule  
18 under section 5313 of title 5, United States  
19 Code.

20 (b) COMMITTEES.—The NIB shall have the following  
21 committees:

22 (1) The Executive Committee, which shall be  
23 comprised of the President of the NIB, the Vice  
24 President of the NIB, and the executive officers de-  
25 scribed under subsection (c).

1 (2) The Risk Management Committee.

2 (3) The Project Analysis and Monitoring Com-  
3 mittee.

4 (4) The Audit and Compliance Committee.

5 (5) The Policy Impact Committee, which shall  
6 focus on macroeconomic analysis and policy, commu-  
7 nity impact, and labor-related standards.

8 (6) Such other committees as the NIB Board  
9 determines necessary.

10 (c) EXECUTIVE OFFICERS.—The NIB Board shall  
11 appoint, remove, fix the compensation, and define duties  
12 of the NIB's executive officers, who shall include—

13 (1) the Chief Financial Officer;

14 (2) the Chief Compliance Officer;

15 (3) the Chief Risk Officer;

16 (4) the Chief Operations Officer;

17 (5) the General Counsel; and

18 (6) such other executive officers as the NIB  
19 Board determines necessary.

20 (d) BYLAWS.—The NIB Board shall adopt bylaws  
21 and such other rules as are necessary for the proper man-  
22 agement and functioning of the NIB.

23 **SEC. 304. PROJECT ELIGIBILITY AND SELECTION.**

24 (a) IN GENERAL.—The NIB Board shall establish  
25 eligibility and selection criteria for the NIB Portfolio

1 Projects, subject to the provisions of section 105 and the  
2 policies and procedures for project selection and perform-  
3 ance established by the Governing Board under section  
4 105(e)(2).

5 (b) SPECIFIC CRITERIA.—In establishing the criteria  
6 required under subsection (a), the NIB Board shall  
7 prioritize providing credit support and technical assistance  
8 to State, Tribal, and local authorities and other public en-  
9 tities, for purposes of financing Critical Public Infrastruc-  
10 ture.

## 11 **TITLE IV—NATIONAL CAPITAL** 12 **MANAGEMENT CORPORATION**

### 13 **SEC. 401. ESTABLISHMENT.**

14 There is established, as a Government corporation  
15 subject to chapter 91 of title 31, United States Code, the  
16 National Capital Management Corporation.

### 17 **SEC. 402. PURPOSE AND FUNCTIONS.**

18 (a) NCMC MANDATE.—The mandate of the NCMC  
19 shall be to implement the National Investment Strategy  
20 by engaging in capital market activities that support pub-  
21 lic and private investment in Critical Public Infrastructure  
22 projects.

23 (b) PRINCIPAL FUNCTIONS.—The principal functions  
24 of the NCMC shall be—

1 (1) to sponsor and manage the NCMC Funds,  
2 as described under section 403; and

3 (2) to hold and manage equity stakes of the  
4 Federal Government, as described under section  
5 404.

6 (c) GENERAL POWERS.—The NCMC may—

7 (1) purchase, make commitments to purchase,  
8 or otherwise acquire, hold, and manage equity or eq-  
9 uity-like instruments issued by, or interests in, any  
10 entity, both on its own behalf (including in its role  
11 as the agent of the Federal Government) and on be-  
12 half of any NCMC Fund; and

13 (2) exercise any rights and powers necessary or  
14 incidental to equity ownership, fund or asset man-  
15 agement, and other functions performed in accord-  
16 ance with this Act.

17 (d) TARGET INVESTMENTS AND PRIORITIES.—In  
18 carrying out its mandate, the NCMC shall, subject to the  
19 rules established by the Governing Board under section  
20 105, prioritize investments and projects that exhibit one  
21 or more of the following target characteristics:

22 (1) INNOVATION AND SCALE.—The NCMC shall  
23 target and prioritize Critical Infrastructure Projects  
24 that are potentially transformative, innovative, re-  
25 quire long-term capital commitments, require multi-



1 jurisdictional coordination, have national or multi-re-  
2 gional scale or impact, or otherwise would both ben-  
3 efit from NCMC funding and advance the goals of  
4 NCMC and the NIA.

5 (2) PUBLIC STANDARD-SETTING; CATALYTIC  
6 SIGNIFICANCE.—The NCMC shall prioritize Critical  
7 Infrastructure Projects that, individually or together  
8 with other NIA Portfolio Projects, can catalyze pub-  
9 licly beneficial change in the relevant industry or  
10 market standards, particularly with respect to boost-  
11 ing the growth of domestic manufacturing, creating  
12 American jobs, strengthening labor, revitalizing eco-  
13 nomically disadvantaged communities or regions,  
14 and reducing wealth gaps among different groups.

15 (3) RESCUE AND TRANSFORMATION OF TROU-  
16 BLED FIRMS OR INDUSTRIES.—The NCMC shall  
17 manage Federal financial assistance to distressed  
18 private firms or other entities, as provided in the rel-  
19 evant Acts of Congress or determined by the Gov-  
20 erning Board in accordance with this Act, with the  
21 goal of preventing potential harm to the local, re-  
22 gional, or national economy and the American peo-  
23 ple, including potential loss of domestic jobs, erosion  
24 of the U.S. productive capacity and global competi-  
25 tiveness, and environmental damage.

1 **SEC. 403. NCMC FUNDS.**

2 (a) IN GENERAL.—The NCMC shall sponsor and  
3 manage one or more investment funds, each of which shall  
4 be known as an “NCMC Fund”, in which—

5 (1) the NCMC shall be the manager and gen-  
6 eral partner; and

7 (2) Qualifying Fund Investors shall acquire and  
8 hold passive interests as limited partners.

9 (b) POWERS AND ACTIVITIES.—In its capacity as the  
10 NCMC Fund manager and general partner, the NCMC  
11 shall—

12 (1) determine each NCMC Fund’s term and in-  
13 vestment strategy;

14 (2) solicit, negotiate with, and structure specific  
15 terms of participation by individual Qualifying Fund  
16 Investors in the NCMC Funds;

17 (3) subject to the rules established by the Gov-  
18 erning Board under section 105, establish project  
19 eligibility and selection criteria for assets of the  
20 NCMC Funds;

21 (4) acquire and exercise full control over each  
22 NCMC Fund’s assets; and

23 (5) perform all acts that NCMC determines  
24 necessary or appropriate to carry out the business of  
25 the NCMC Funds.

1           (c) EXPIRATION OF THE TERM.—Upon expiration of  
2 the term of an individual NCMC Fund, the NCMC Board  
3 shall—

4           (1) determine the method, timing, and terms of  
5 disposition or reinvestment of the relevant Fund’s  
6 portfolio assets, in line with the NCMC’s statutory  
7 mandate and public policy priorities; and

8           (2) wind up the Fund, make final distributions,  
9 and take any other action necessary or incidental  
10 thereto, in accordance with the Fund documents and  
11 the NCMC’s policies and procedures.

12           (d) VARIABLE RETURN AUTHORITY.—

13           (1) IN GENERAL.—The NCMC Board may, in  
14 the NCMC Board’s sole discretion and to the extent  
15 necessary under the circumstances in order to imple-  
16 ment the National Investment Strategy and fulfill  
17 the NCMC’s mandate, agree, with respect to any in-  
18 dividual limited partner in an NCMC Fund, to—

19           (A) repay all or any part of the limited  
20 partner’s principal investment in the relevant  
21 NCMC Fund upon expiration of its term; or

22           (B) provide a variable additional return on  
23 the limited partner’s principal investment, cal-  
24 culated to reflect the aggregate public benefit  
25 that the NCMC Fund’s assets either have gen-

1 erated or are projected to generate over their  
2 productive lives.

3 (2) AGGREGATE PUBLIC BENEFIT DEFINED.—

4 (A) IN GENERAL.—In this subsection, the  
5 term “aggregate public benefit” means the  
6 clear and measurable long-term benefit to soci-  
7 ety resulting from the public’s use of the Crit-  
8 ical Public Infrastructure with respect to which  
9 a project is carried out, or the improvement  
10 such project provides in—

11 (i) economic growth and productivity;

12 (ii) creation of sustainable domestic  
13 jobs;

14 (iii) poverty reduction;

15 (iv) reduction of pollution and carbon  
16 emissions;

17 (v) reduction in racial and socio-econo-  
18 mic inequality;

19 (vi) improved health and overall well-  
20 being of people and communities, especially  
21 in disadvantaged areas;

22 (vii) adaptation and resilience to cli-  
23 mate change;

24 (viii) increased Federal, State, and  
25 local revenues; and

1 (ix) other areas of public significance.

2 (B) CALCULATION.—In calculating the ag-  
3 gregate public benefit under this paragraph, the  
4 NCMC shall solicit and aggregate macro-  
5 economic estimates from—

6 (i) the NIA Staff;

7 (ii) other public entities with the rel-  
8 evant expertise (including the Board of  
9 Governors of the Federal Reserve System);  
10 and

11 (iii) nationally recognized research  
12 centers and non-government experts that  
13 meet the criteria established by the Gov-  
14 erning Board and the NCMC Board under  
15 subparagraph (C).

16 (C) RULEMAKING.—

17 (i) IN GENERAL.—The Governing  
18 Board and the NCMC Board shall issue  
19 rules establishing—

20 (I) procedures and guidelines for  
21 the development and use of macro-  
22 economic metrics and methodologies  
23 for measuring the aggregate public  
24 benefit; and

1 (II) expertise and conflict-of-in-  
2 terest criteria for non-governmental  
3 entities and research centers whose  
4 macroeconomic estimates the NCMC  
5 shall be authorized to use in per-  
6 forming calculations under this para-  
7 graph.

8 (ii) CONSULTATION.—In issuing the  
9 rules under clause (i), the Governing  
10 Board and the NCMC Board shall consult  
11 with the Board of Governors of the Fed-  
12 eral Reserve System and the Office of Fi-  
13 nancial Research of the Department of the  
14 Treasury.

15 **SEC. 404. PUBLIC ASSET MANAGER POWERS.**

16 (a) FEDERAL CRISIS RESPONSE.—In unusual and  
17 exigent circumstances the NCMC shall, when designated  
18 pursuant to this section—

19 (1) allocate Federal funds for the purpose of  
20 providing emergency assistance to private and public  
21 entities in distress, including Federal funds specifi-  
22 cally appropriated by an Act of Congress for such  
23 purpose;

24 (2) negotiate and monitor compliance with spe-  
25 cific conditions attached to receipt of Federal funds;

1           (3) acquire, hold, and manage the Federal Gov-  
2           ernment's equity interests in entities receiving Fed-  
3           eral funds; and

4           (4) perform any actions necessary or incidental  
5           to any of the foregoing.

6           (b) SECTOR RESTRUCTURING.—

7           (1) IN GENERAL.—The NCMC shall, when des-  
8           ignated pursuant to this section, have the same au-  
9           thority described under subsection (a) with respect  
10          to distressed firms in the specific sectors of the  
11          economy or geographic areas that are identified in  
12          such designation.

13          (2) COORDINATION AUTHORITY.—In carrying  
14          out the authority described under paragraph (1), the  
15          NCMC may carry out the authority itself or do so  
16          in coordination with other Federal agencies, State,  
17          Tribal, and local governments, or private sector enti-  
18          ties.

19          (c) CORE PUBLIC POLICY OBJECTIVES.—In carrying  
20          out the authorities under this section, the NCMC shall  
21          pursue the following public policy objectives:

22               (1) Preserving and enhancing the long-term  
23               productive capacity and resilience of the U.S. econ-  
24               omy.

1           (2) Preserving and improving the quantity and  
2           quality of domestic jobs, including specifically pre-  
3           serving jobs at entities assisted under this section,  
4           as well as maintaining the rate of pay of such jobs.

5           (3) Maintaining and raising prevalent labor  
6           standards and working conditions.

7           (4) Reducing carbon emissions and making the  
8           U.S. economy environmentally sustainable.

9           (5) Safeguarding public funds and minimizing  
10          moral hazard associated with systemic crisis re-  
11          sponse management and sector restructurings.

12          (6) Increasing democratic accountability and  
13          procedural transparency in allocating public finan-  
14          cial relief.

15          (7) Otherwise facilitating the achievement of  
16          the goals and objectives of the NIA System.

17          (d) DESIGNATION REQUIREMENT FOR FEDERAL CRI-  
18          SIS RESPONSE AUTHORITY.—

19           (1) IN GENERAL.—The NCMC may only carry  
20           out the Federal crisis authority described under sub-  
21           section (a) if the NCMC has been designated to do  
22           so by—

23                   (A) an Act of Congress; or

24                   (B) the Governing Board, as provided  
25           under this subsection.



1           (2) ACT OF CONGRESS.—An Act of Congress  
2 described under paragraph (1) may—

3           (A) formally designate the NCMC as the  
4 manager of appropriated Federal funds;

5           (B) give the NCMC a more specific man-  
6 date in any applicable emergency appropriation  
7 Act, to ensure that the NCMC’s implementation  
8 of such Act directly addresses the crisis at  
9 hand; or

10          (C) specifically appoint the NCMC to hold  
11 and manage equity or equity-like interests  
12 issued to the Federal Government by any enti-  
13 ties that receive Federal financial assistance.

14          (3) GOVERNING BOARD DESIGNATION.—

15          (A) IN GENERAL.—The Governing Board  
16 may designate the NCMC under this subsection  
17 (by order) upon the Governing Board’s own ini-  
18 tiative, if the Governing Board determines that  
19 such action is necessary in the public interest.

20          (B) NOTIFICATION TO CONGRESS.—If the  
21 Governing Board makes a designation under  
22 subparagraph (A), the Governing Board shall  
23 immediately notify the Congress and, if the  
24 Governing Board determines it appropriate, re-  
25 quest that Congress provide additional Federal

1 funds to the NCMC to enable the NCMC to act  
2 pursuant to such designation.

3 (e) DESIGNATION REQUIREMENT FOR SECTOR RE-  
4 STRUCTURING AUTHORITY.—

5 (1) IN GENERAL.—The NCMC may only carry  
6 out the authority described under subsection (b)—

7 (A) if the NCMC has been designated to  
8 do so by—

9 (i) an Act of Congress; or

10 (ii) the Governing Board, as provided  
11 under this subsection; and

12 (B) with respect to firms in the specific  
13 sectors of the economy or geographic areas that  
14 are identified in such designation.

15 (2) INITIATION OF GOVERNING BOARD DES-  
16 IGNATION PROCESS.—The Governing Board may  
17 designate the NCMC under this subsection, by order  
18 (the “Designation Order”), either—

19 (A) at the request of one or more dis-  
20 tressed firms seeking the NCMC’s financial as-  
21 sistance; or

22 (B) upon the Governing Board’s own ini-  
23 tiative.

24 (3) GOVERNING BOARD DETERMINATION RE-  
25 QUIRED.—

1 (A) IN GENERAL.—The Governing Board  
2 shall designate the NCMC under this subsection  
3 only upon making a determination that such  
4 designation meets the criteria for public neces-  
5 sity, as provided in subparagraph (B).

6 (B) PUBLIC NECESSITY.—In determining  
7 whether a designation under this subsection  
8 meets the criteria for public necessity, the Gov-  
9 erning Board shall consider, first and foremost,  
10 the potential impact of the foreseeable failure or  
11 prolonged decline of distressed firms in the rel-  
12 evant sectors of the economy or geographic  
13 areas on—

14 (i) the levels of employment or overall  
15 economic vitality of the relevant region or  
16 community;

17 (ii) financial or economic stability over  
18 various time horizons, the calculation of  
19 which may incorporate an analysis of  
20 stress tests conducted by prudential regu-  
21 lators and State insurance commissioners;

22 (iii) security and resilience of domestic  
23 supply chains; and

24 (iv) strategic interests of the United  
25 States.

1 (C) DETERMINATION PROCESS.—In mak-  
2 ing a “public necessity” determination under  
3 subparagraph (A), the Governing Board shall,  
4 to the extent practicable, and in the manner  
5 reasonable under the circumstances—

6 (i) solicit and examine economic, fi-  
7 nancial, and other relevant data and anal-  
8 yses it deems necessary and helpful for  
9 purposes of its determination;

10 (ii) consult with and incorporate input  
11 from the relevant Federal agencies and  
12 State, local, and Tribal authorities;

13 (iii) solicit input from labor organiza-  
14 tions and communities that, in the Gov-  
15 erning Board’s view, are most likely to be  
16 affected by the designation;

17 (iv) give firms in the affected sectors  
18 of the economy or geographic areas a fair  
19 notice and reasonable opportunity to pro-  
20 vide input and information; and

21 (v) give the Public Interest Council  
22 timely notice of, and full opportunity to  
23 participate in, the Governing Board’s de-  
24 liberations.

1           (4) REVIEW BY THE SECRETARY OF THE  
2           TREASURY.—

3           (A) REVIEW PERIOD.—During the 48-hour  
4           period following a vote of the Governing Board  
5           to make a designation under this subsection,  
6           the Secretary of the Treasury may veto such  
7           vote if the Secretary determines that such des-  
8           ignation should not be made.

9           (B) TREATMENT DURING REVIEW PE-  
10          RIOD.—A vote of the Governing Board to make  
11          a designation under this subsection shall not  
12          take effect until the end of the 48-hour period  
13          described under subparagraph (A).

14          (5) PUBLICATION OF DESIGNATION ORDER.—If  
15          the Governing Board makes a designation under this  
16          subsection, the Governing Board shall promptly pub-  
17          lish the Designation Order along with a statement of  
18          the key objectives and reasons for the Governing  
19          Body's determination.

20          (6) JUDICIAL REVIEW OF DESIGNATION  
21          ORDER.—

22          (A) COURT PETITION.—A distressed firm  
23          in a sector of the economy or geographic area  
24          identified in a Designation Order may petition

1 the District Court for the District of Columbia  
2 to review the Designation Order.

3 (B) COURT REVIEW.—Upon receipt of a  
4 petition described under subparagraph (A), the  
5 District Court for the District of Columbia shall  
6 determine whether the Governing Board com-  
7 plied with the procedural requirements under  
8 this Act in issuing the Designation Order.

9 (C) DESIGNATION VALID BY OPERATION  
10 OF LAW.—If, after the 1-week period beginning  
11 on the date a Designation Order is issued, the  
12 District Court for the District of Columbia has  
13 not made a determination as to whether the  
14 Governing Body complied with the procedural  
15 requirements under this Act in issuing the Des-  
16 ignation Order, the Designation Order shall be  
17 deemed to have been issued in compliance with  
18 the requirements under this Act.

19 (f) POWERS AND DUTIES OF NCMC WITH RESPECT  
20 TO COVERED ENTITIES.—

21 (1) COVERED ENTITY DEFINED.—In this sub-  
22 section, the term “covered entity” means—

23 (A) a private entity with respect to which  
24 NCMC is designated to carry out the authority  
25 described under subsection (a); or

1 (B) a firm that falls within the scope of a  
2 Designation Order authorizing the NCMC to  
3 carry out the authority described under sub-  
4 section (b).

5 (2) DUTIES.—The NCMC shall—

6 (A) structure and effectuate investments in  
7 covered entities;

8 (B) manage the Federal Government’s eq-  
9 uity or any equity-like interest in a covered en-  
10 tity, including any special claim or instrument  
11 designed for or issued exclusively to the Federal  
12 Government; and

13 (C) exercise any and all rights and powers  
14 necessary or incidental to the ownership of the  
15 public’s financial interest in covered entities, in  
16 accordance with NCMC’s mandate and public  
17 policy goals, applicable Federal statutes, and  
18 Designation Orders.

19 (3) RULES AND POLICIES.—The Governing  
20 Board shall adopt rules and policies governing the  
21 NCMC’s performance of its authorities under this  
22 section.

23 (4) MISSION.—The overall mission of NCMC in  
24 carrying out this section is to exercise prudent man-

1           agement of each covered entity’s affairs in a way  
2           that—

3                   (A) achieves specific purposes set forth by  
4                   the applicable Act of Congress or Designation  
5                   Order;

6                   (B) maximizes public benefits; and

7                   (C) protects the interests of the American  
8                   public.

9           (5) INVESTMENT TOOLS.—

10                   (A) EQUITY INVESTMENT.—In carrying  
11                   out the this section with respect to a covered  
12                   entity, the NCMC may acquire and hold equity  
13                   stakes in the covered entity. Permissible equity  
14                   investments include—

15                           (i) preferred stock;

16                           (ii) common stock (or common stock  
17                           equivalent) of any class; and

18                           (iii) a special “golden share” instru-  
19                           ment with conditional management rights,  
20                           which—

21                                   (I) gives the NCMC primarily ob-  
22                                   servational and monitoring rights; and

23                                   (II) specifies conditions that  
24                                   would trigger the NCMC’s right to



1                   participate in the management of the  
2                   covered entity's affairs.

3                   (B) DEBT INVESTMENT.—In carrying out  
4                   the this section with respect to a covered entity,  
5                   the NCMC may make senior and subordinated  
6                   loans, issue guarantees, purchase new or exist-  
7                   ing debt of the covered entity, and manage or  
8                   dispose of any and all such debt instruments as  
9                   the NCMC determines appropriate, subject to  
10                  the requirements of this Act.

11                  (6) TERMS.—

12                  (A) IN GENERAL.—The NCMC shall have  
13                  the authority and flexibility to tailor the agreed  
14                  terms of its financing in each covered entity.

15                  (B) AUTHORITIES.—If necessary and pru-  
16                  dent under the circumstances, the NCMC  
17                  may—

18                         (i) as a major creditor of a covered  
19                         entity, force the restructuring of its debt in  
20                         a way that would give the NCMC owner-  
21                         ship control of the covered entity, either  
22                         through conversion into equity or through  
23                         pre-packaged and expedited proceedings  
24                         under chapter 11 of the Bankruptcy Code;

1           (ii) buy out the existing shareholders  
2 of a covered entity, at a reasonable price  
3 reflecting the fair value of the shares (ex-  
4 clusive of any element of value arising  
5 from the issuance or anticipation of the  
6 Designation Order); and

7           (iii) if a covered entity's management  
8 and shareholders consent to a NCMC-led  
9 restructuring and relinquish their claims  
10 against the NCMC—

11           (I) give the covered entity's  
12 shareholders certain limited or contin-  
13 gent economic rights, including a  
14 right to receive dividends after a cer-  
15 tain threshold of profitability is  
16 reached and the NCMC has recovered  
17 the cost of its investment;

18           (II) allow the covered entity's di-  
19 rectors to continue serving on the en-  
20 tity's board during the restructuring  
21 as special class directors with limited  
22 voting rights; or

23           (III) agree to other arrange-  
24 ments, as long as such arrangements  
25 do not impair or significantly interfere

1 with the NCMC's ability to control  
2 and manage the covered entity's busi-  
3 ness affairs.

4 (C) JUDICIAL REVIEW OF THE BUY-OUT  
5 PRICE.—

6 (i) IN GENERAL.—In the event that  
7 the NCMC exercises the authority de-  
8 scribed under subparagraph (B)(ii) to buy  
9 out existing shareholders of a covered enti-  
10 ty, any shareholder who did not sell or  
11 agree to sell their shares to the NCMC can  
12 petition the United States District Court  
13 for the District of Columbia for a review of  
14 whether the buy-out price constitutes rea-  
15 sonable compensation for the shares, exclu-  
16 sive of any element of value arising from  
17 the issuance or anticipation of the Des-  
18 ignation Order.

19 (ii) DEADLINE.—A petition described  
20 under clause (i) may only be filed—

21 (I) within **【30 days】** of the date  
22 on which the NCMC's offer to buy the  
23 shares expires; and

24 (II) by current holders of record  
25 of the covered entity's stock who held

1                   their shares continuously for at least  
2                   six months prior to the issuance of  
3                   the relevant Designation Order

4                   (iii) BURDEN OF PROOF; LITIGATION  
5                   COSTS.—A petitioner described under this  
6                   subparagraph shall bear the initial burden  
7                   of proof that the buy-out price is unreason-  
8                   able and, if the court determines that the  
9                   buy-out price being reviewed is reasonable,  
10                  the petitioner shall pay in full the respon-  
11                  dent’s costs of litigation.

12                  (7) EXIT.—The NCMC shall determine the tim-  
13                  ing, the manner, and the terms of its exit from each  
14                  investment, in order to maximize the long-term ben-  
15                  efit to the public or financial return on the public’s  
16                  investment, regardless of whether such exit dilutes  
17                  or otherwise affects the interests of the covered enti-  
18                  ty’s shareholders. If necessary or prudent for public  
19                  policy reasons, upon exit, the NCMC may retain a  
20                  continuing equity or equity-like interest (including a  
21                  “golden share” or a similar instrument) in the re-  
22                  structured entity.

23                  (g) USE OF PROCEEDS.—The proceeds from any in-  
24                  vestments or activities of NCMC under this section shall  
25                  be retained by NCMC and constitute a revolving fund

1 which may be used by the NCMC to carry out the func-  
2 tions of the NCMC under this Act.

3 (h) **ADDITIONAL ACCOUNTABILITY AND TRANS-**  
4 **PARENCY.**—The Governing Board shall establish specific  
5 procedures to ensure that the NCMC, in carrying out this  
6 section, conducts operations in a fair and transparent  
7 manner, and in full accordance with the NCMC’s man-  
8 date.

9 **SEC. 405. NCMC GOVERNANCE.**

10 (a) **BOARD OF DIRECTORS.**—

11 (1) **IN GENERAL.**—There is established the  
12 Board of Directors of the NCMC, which shall, sub-  
13 ject to the rules of the Governing Board established  
14 under section 102(c), serve as the head of the  
15 NCMC.

16 (2) **MEMBERSHIP.**—The NCMC Board shall  
17 consist of the following 9 members:

18 (A) **CLASS A DIRECTORS.**—Three class A  
19 directors, to be appointed by the President by  
20 and with the advice and consent of the Sen-  
21 ate—

22 (i) one of which shall be designated by  
23 the President as the President of the  
24 NCMC; and

1 (ii) one of which shall be designated  
2 by the President as the Vice President of  
3 the NCMC.

4 (B) CLASS B DIRECTORS.—Three class B  
5 directors, to be appointed by the President, by  
6 and with the advice and consent of the Senate,  
7 from among a pool of candidates nominated by  
8 the private sector.

9 (C) CLASS C DIRECTORS.—Three class C  
10 directors, to be appointed by the President, by  
11 and with the advice and consent of the Senate,  
12 from among a pool of candidates nominated by  
13 labor, environmental, and other public interest  
14 organizations.

15 (3) QUALIFICATIONS.—Class A and B directors  
16 shall be appointed from among individuals with  
17 proven technical expertise and experience in core  
18 fields, including infrastructure finance, investment  
19 management, law, macroeconomics, environmental  
20 science or engineering, and such other non-financial  
21 disciplines as the Governing Board may determine  
22 appropriate.

23 (4) CONFLICTS OF INTEREST.—The Governing  
24 Board shall establish strict conflicts-of-interest pro-  
25 hibitions applicable to class A and B directors.

1           (5) SELECTION OF ENTITIES NOMINATING CAN-  
2           DIDATES.—The Governing Board shall establish  
3           policies and procedures for selecting which entities  
4           may nominate directors for the position of Class B  
5           and C directors.

6           (6) TERMS OF SERVICE.—

7           (A) IN GENERAL.—The members of the  
8           NCMC Board shall serve a 10-year term, and  
9           members may not serve more than one term.

10          (B) STAGGERED TERMS.—Notwithstanding  
11          subparagraph (A)—

12                 (i) in appointing the initial members  
13                 of the NCMC Board, the President shall  
14                 stagger the terms of the initial members  
15                 such that no more than one member's term  
16                 ends in any one year; and

17                 (ii) the initial members of the NCMC  
18                 Board may be appointed to a second term.

19          **[(7) COMPENSATION.—]**

20                 **[(A) PRESIDENT.—The President of the**  
21                 **NCMC shall be compensated at the rate of pay**  
22                 **payable for a position at level I of the Executive**  
23                 **Schedule under section 5312 of title 5, United**  
24                 **States Code.]**

1           **[(B) OTHER MEMBERS.—**The members of  
2           the NCMC Board other than the President  
3           shall be compensated at the rate of pay payable  
4           for a position at level II of the Executive Sched-  
5           ule under section 5313 of title 5, United States  
6           Code.]

7           **(b) COMMITTEES.—**The NCMC shall have the fol-  
8           lowing committees:

9           (1) The Executive Committee, which shall be  
10          comprised of the President of the NCMC, the Vice  
11          President of the NCMC, and the executive officers  
12          described under subsection (c).

13          (2) The Risk Management Committee.

14          (3) The Audit and Compliance Committee.

15          (4) The Policy Impact Committee, which shall  
16          focus on macroeconomic analysis and policy, commu-  
17          nity impact, and labor-related standards.

18          (5) The Project Analysis and Monitoring Com-  
19          mittee.

20          (6) Such other committees as the NCMC Board  
21          determines necessary.

22          **(c) EXECUTIVE OFFICERS.—**The NCMC Board shall  
23          appoint, remove, fix the compensation, and define duties  
24          of the NCMC's executive officers, who shall include—

25          (1) the Chief Financial Officer;



- 1 (2) the Chief Compliance Officer;
- 2 (3) the Chief Risk Officer;
- 3 (4) the Chief Operations Officer;
- 4 (5) the General Counsel; and
- 5 (6) such other executive officers as the NCMC
- 6 Board determines necessary.

7 (d) BYLAWS.—The NCMC Board shall adopt bylaws  
8 and such other rules as are necessary for the proper man-  
9 agement and functioning of the NCMC.

10 (e) PORTFOLIO MANAGEMENT.—For purposes of  
11 conducting the NCMC’s business operations, the NCMC—

12 (1) shall establish internal manager teams with  
13 the necessary expertise (including sectoral expertise);  
14 and

15 (2) may establish a network of outside industry-  
16 expert partners to assist, to the extent necessary and  
17 on terms determined by the NCMC Board, with the  
18 daily running of portfolio companies’ businesses.