

**ORRICK, HERRINGTON & SUTCLIFFE LLP**  
**FORM OF POST-ISSUANCE COMPLIANCE GUIDELINES**  
**DATED 11/17/2014**

[DISTRICT NAME]

**TAX-EXEMPT GOVERNMENTAL BONDS TAX COMPLIANCE  
AND CONTINUING DISCLOSURE COMPLIANCE GUIDELINES**

Date Adopted: \_\_\_\_\_

I. Purpose

These guidelines (the “Guidelines”) are adopted by the Board of Directors of [DISTRICT NAME] (the “District”), to ensure that interest on tax-exempt governmental bonds of the District (“TEBs”) remains excludable from gross income under Section 103 of the Internal Revenue Code of 1986 (the “Code”) and to enhance compliance with the continuing disclosure undertaking(s) (the “Undertakings”) the District has entered or will enter into pursuant to Securities and Exchange Commission Rule 15c2-12 (the “Rule”) in connection with publicly-offered municipal securities issued by the District.

The Guidelines are intended to formally memorialize certain policies and procedures of the District previously adopted or followed by the District in connection with its issuance of TEBs (“Bonds”).

The District understands that failure to comply with the policies and procedures set forth in the Guidelines may result in the retroactive loss of the exclusion of interest on TEBs from federal gross income and, thus, the District will consult with counsel nationally recognized in the area of municipal finance (“Bond Counsel”), in advance, regarding deviations from the facts and expectations as set forth in the closing certifications relating to any issue of Bonds.

II. Ongoing Relationship with Outside Advisors

The District maintains an ongoing relationship with Bond Counsel and other advisors to serve as a resource for advice regarding the Bonds’ Federal tax compliance.

III. Persons Responsible for Tax Compliance

The Board of Directors is the proper authority to adopt a resolution to declare the intent of the District to use Bonds, if applicable, to reimburse for expenditures incurred prior to the borrowing.

The [TITLE OF DISTRICT OFFICIAL RESPONSIBLE FOR DISCLOSURE COMPLIANCE] (“Tax Compliance Officer”), [NAME] as of the date of adoption of these Guidelines, is the primary person to consult with Bond Counsel and other advisors on a continual basis with respect to the Bonds.

In general, the Tax Compliance Officer has the primary responsibility to ensure compliance with the tax requirements relating to all Bonds. As described in these Guidelines, tax requirements vary with respect to the different types of Bonds of the District but include one or more of the following: the expenditure and investment of proceeds of Bonds (“Bond Proceeds”), the use or sale of the assets financed or refinanced with Bond Proceeds (the “Bond-Financed Assets”), limitations on the amount of direct or indirect payments from persons other than another state or local governmental unit (a “Non-Governmental Person”) with respect to Bond-Financed Assets (“Private Payments,” as described further in Section V.A. of these Guidelines), record-keeping and filing requirements. The Tax Compliance Officer shall review the tax document signed by the District that outlines the federal tax law requirements affecting the TEBs (with respect to any particular issue, the “Tax Certificate”). The Tax Certificate is included as part of the closing transcript for the Bonds.

In particular, the following persons are responsible for compliance with tax requirements during the life of the Bonds or the Bond-Financed Assets:

- The Tax Compliance Officer is responsible for monitoring or approving the requisitions for payment of costs, including through a transmittal to a trustee or paying agent, or a direct reimbursement to the District for costs previously paid to a third party.
- The Tax Compliance Officer is responsible for monitoring the use of Bond-Financed Assets (e.g., facilities, furnishings or equipment) throughout the term of the Bonds (or the expected useful life of the Bond-Financed Assets, if shorter) to identify whether any use of such Bond-Financed Assets is Private Business Use as defined in Section V.A. of these Guidelines. The Tax Compliance Officer is further responsible for monitoring the sale or other disposition of Bond-Financed Assets.
- The Tax Compliance Officer is responsible for monitoring the amount and allocation of Private Payments throughout the term of the Bonds to identify whether such Private Payments exceed the limitations set forth in the Code.
- The Tax Compliance Officer is responsible for ensuring that all of the Bond Proceeds are invested at fair market value at or below the applicable yield restrictions and that any rebate payments are timely calculated and remitted to the IRS.

#### IV. Expenditures of Bond Proceeds Generally

##### A. In General.

At the issuance of the Bonds, the District must have reasonably expected to spend at least 85% of all proceeds that were expected to be used to finance improvements (which proceeds would exclude proceeds in the reserve fund or for any non-project purpose) within three years of issuance. Other limitations or adjustments may be set out in the Tax Certificate. The District must also have incurred or have reasonably expected to incur, within six months after issuance of the Bonds, binding obligations to unrelated parties involving an expenditure of not less than 5% of such amount of Bond Proceeds, and that completion of the project and allocations of Bond Proceeds to

costs would proceed with due diligence. Meeting all these requirements will generally allow the District to invest these project-related Bond Proceeds at an unrestricted yield for three years. See Section VII of these Guidelines for rebate and rebate exception.

B. Assignment of Responsibility and Establishment of Calendar

On the date of issuance of any Bond, the Tax Compliance Officer will identify for that Bond issue:

- The funds and/or accounts into which Bond Proceeds are deposited.
- The types of expenditures expected to be made with the Bond Proceeds deposited into those funds and/or accounts and any expenditures prohibited from being made from such funds or accounts.
- The dates by which all Bond Proceeds described in Section IV. A. of these Guidelines must be spent or become subject to arbitrage yield limitations (“Expenditure Deadlines”) and all interim dates by which funds and/or accounts must be checked to ensure compliance with the applicable Expenditure Deadlines.

C. Expenditure Failures

If any person discovers that an Expenditure Deadline or a restriction on expenditures as described herein has not been met, such person will promptly notify the Tax Compliance Officer who will consult with Bond Counsel to determine the appropriate course of action with respect to such unspent Bond Proceeds or prohibited use of Bond Proceeds. Special action may need to be taken with such unspent or misspent Bond Proceeds, including yield restriction, or redemption of Bonds.

D. Final Allocation

Requests for expenditures will be summarized in a final allocation of Bond Proceeds (“Final Allocation”) in a manner consistent with allocations made to determine compliance with arbitrage yield restriction and rebate requirements (See Section VII of these Guidelines). The Final Allocation will memorialize the assets or portion thereof financed with Bond Proceeds and the assets or portion thereof financed with other funds.

The Final Allocation must occur not later than 18 months after the date of the expenditure or 18 months after the date the facility to which the expenditure relates is completed and actually operating at substantially the level for which it was designed (but in all events not later than 60 days after the end of the fifth year after issuance of the Bonds or 60 days after none of the Bonds are outstanding, if earlier).

The Tax Compliance Officer will be responsible for ensuring that such Final Allocation is made for the Bonds.

E. Records of Expenditures

The Tax Compliance Officer is responsible for maintaining records related to the expenditure of Bond Proceeds including records:

- Identifying all of the assets or portion of assets financed with Bond Proceeds
- Relating to requests for Bond Proceeds, construction contracts, purchase orders, invoices, and payment records
- Relating to costs reimbursed with Bond Proceeds
- Relating to any action taken as a result of a failure to meet the Expenditure Deadlines
- Of the Final Allocation and all supporting documentation

Such records will be retained for the life of the Bonds, plus any refunding bonds, plus three years and may be in the form of documents or electronic copies of documents, appropriately indexed to specific Bond issues and compliance functions.

#### V. Monitoring of Financed Projects

##### A. Monitoring of Private Business Use

For each new Bond-Financed Asset, the Tax Compliance Officer will determine the expected use of such Bond-Financed Asset and whether such Bond-Financed Asset is or will be subject to any contracts or other arrangements that may give rise to Private Business Use.

The Tax Compliance Officer will inform the persons responsible for the management and operation of the Bond-Financed Asset (“Asset Managers”) of the Private Business Use restrictions relating to the Bond-Financed Asset.

The Tax Compliance Officer will require Asset Managers to submit any Management Contract with respect to Bond-Financed Assets to the Tax Compliance Officer] for review prior to entering such Management Contract. The Tax Compliance Officer] will forward such Management Contract to Bond Counsel or to other capable advisors to determine whether such Management Contract complies with the 97-13 Safe Harbors.

No Bond-Financed Asset will be sold, leased or transferred by the Asset Managers without prior approval by the Tax Compliance Officer.

The Tax Compliance Officer] will meet at least annually with Asset Managers to identify and discuss any existing or planned Private Business Use of Bond-Financed Assets.

##### B. Monitoring of Private Payments

For each issue of Bonds, the Tax Compliance Officer will review the Tax Certificate and consult with outside advisors, as described below, to determine if the expected use of any Bond-Financed Asset may result in excess Private Business Use. If excess Private Business Use is expected, as, for example, with the school improvements refinanced with proceeds of the Bonds

issued in 2013, the Tax Compliance Officer shall consult with Bond Counsel and follow instructions regarding monitoring of Private Payments to ensure that excess Private Payments do not occur.

C. Consultation with Outside Advisors

The District acknowledges that certain refinements, interpretations and exceptions apply to the analysis of Private Business Use and Private Payments and that Bond Counsel and other qualified advisers should be engaged and consulted to review contracts or other information relating to such use of Bond-Financed Assets. In addition, the Final Allocation of Bond Proceeds (see subsection IV. G. above) may affect the Private Business Use and Private Payment determinations. The Tax Compliance Officer will consult at least annually with Bond Counsel to review any changes in the law with respect to Private Business Use of Bond-Financed Assets and to identify and discuss any existing or planned Private Business Use of Bond-Financed Assets or sources of revenue that may be considered Private Payments.

D. Identification and Correction of Violations

In the event the use of Bond Proceeds or Bond-Financed Assets or the nature or amount of Private Payments is different from the covenants and representations set forth in the Tax Certificate, the District will contact Bond Counsel in a timely manner to ensure that there is no adverse effect on the tax status of the Bonds. Various remedies are available to the District in the event of certain violations on the limits of use of Bond Proceeds, amounts of Private Payments, the investment of Bond Proceeds, and the use of the Bond-Financed Assets. For example, a change in the use of the Bond-Financed Assets after the issuance of the Bonds that results in excessive Private Business Use or Private Payments may be corrected through a “remedial action” that is described in the Treasury Regulations. Such remedial actions include a defeasance of the portion of the Bonds affected by the excessive Private Business Use or Private Payments. Other actions (or inaction) that potentially adversely affect the status of the Bonds may be corrected through the Voluntary Closing Agreement Program described in IRS Notice 2008-31.

E. Record Keeping Requirements

The Tax Compliance Officer will keep copies of all contracts and arrangements involving the lease, management, sale, operation, service or other use of all Bond-Financed Assets. The Tax Compliance Officer will also maintain and update no less frequently than every 6 months a spreadsheet with respect to each issue of Bonds regarding the cumulative amount of Private Business Use with respect to such issue. Such records will be retained for the life of the Bonds, plus any refunding bonds, plus three years and may be in the form of documents or electronic copies of documents, appropriately indexed to specific Bond issues and compliance functions.

VI. Investment of Proceeds

On the Date of Issue of any Bond, the Tax Compliance Officer will identify for that Bond:

- All of the funds and accounts into which Bond Proceeds are deposited and the applicable yields at or below which such funds must be invested.
- Any funds that are not directly funded with Bond Proceeds which must be invested at or below the yield on the Bonds.

The Tax Compliance Officer will ensure that the investment of Bond Proceeds is in compliance with the applicable yield restrictions contained in the Treasury Regulations.

The Tax Compliance Officer will ensure that all investments, including guaranteed investment contracts (“GICs”) and certificates of deposit purchased with Bond Proceeds will be purchased in compliance with the applicable fair market value requirements of the Treasury Regulations.

The Tax Compliance Officer will obtain regular, periodic (monthly) statements regarding the investments and transactions involving Bond Proceeds.

The Tax Compliance Officer will keep all records with respect to investments, including:

- The solicitation and all responses received from the bidding of any GICs,
- Information with respect to any investment agreements, including certificates of deposit and GICs,
- United States Treasury Securities-State and Local Government Series subscription information and
- Records of investment activity sufficient to permit calculation of arbitrage rebate or demonstration that no rebate is due.

## VII. Arbitrage Yield and Rebate

[NAME OF FIRM] has been engaged by the District to assist in the calculation of arbitrage rebate attributable to the investment of Bond Proceeds. [OR: The District will engage outside providers, as necessary, to assist in the calculation of arbitrage rebate attributable to the investment of Bond Proceeds.]

Statements regarding investments and transactions involving Bond Proceeds and other requested documents and information should be provided to the rebate service provider on a prompt basis.

The Tax Compliance Officer will monitor the arbitrage rebate service provider to assure compliance with required rebate payments, if any, which need to be paid no later than 60 days after each of (1) the fifth year after issuance, (2) each subsequent 5-year period through the term of the Bonds, and (3) the final maturity or redemption date of the issue. The Tax Certificate or tax covenants in other documents may set forth how frequently rebate calculations must be performed.

During the construction period of a capital project, the investment and expenditure of Bond Proceeds are to be monitored and the arbitrage rebate service provider consulted to determine whether the District is meeting any spending exception. Available spending exceptions are in

periods of 6 months, 18 months and two years (for construction only), with the 18-month and 2-year exception subject to six-month internal benchmarks. See the Tax Certificate or consult the rebate service provider for more details regarding the spending exceptions.

In the event that a rebate payment is due, the Tax Compliance Officer will ensure that such rebate payment is accompanied by a Form 8038-T.

The Tax Compliance Officer] will retain copies of all arbitrage reports, related return filings with the Internal Revenue Service, and copies of cancelled checks with respect to any rebate payments and information statements. The Tax Compliance Officer will also retain copies of any hedge agreements such as swaps or interest-rate caps entered into with respect to the Bonds. Such records will be retained for the life of the Bonds, plus any refunding bonds, plus three years and may be in the form of documents or electronic copies of documents, appropriately indexed to specific Bond issues and compliance functions.

#### VIII. Continuing Disclosure Compliance: Background Information

Pursuant to the Rule and the Undertakings, the District must file an annual report with the Municipal Securities Rulemaking Board (the “MSRB”) within [CONFIRM ANNUAL REPORT DEADLINE(S)] days [months] after the District’s fiscal year end (June 30) (the “Annual Report Filing Deadline”). This annual report must include the audited financial statements of the District and, if specified in the Undertakings, additional information related to the finances and operations of the District (collectively, the “Annual Report”). If the audited financial statements of the District are not available as of the Annual Report Filing Deadline, the Undertakings may allow the District to file unaudited financial statements before the Annual Report Filing Deadline and then file audited financial statements when they become available. The Undertakings for each series of Bonds may require different types of additional financial information and operating data to be included in the Annual Report for each series of Bonds. Copies of the Undertakings for the District’s currently-outstanding Bonds are attached hereto as Exhibit A.

The Rule and the Undertakings also require notice of the occurrence of certain events (“Events”) to be provided to the MSRB within ten (10) business days after the occurrence of the Event if such an Event is determined to be material (a “Material Event Filing”). A list of the Events for which a Material Event Filing may be required under the Rule as of November 1, 2014 is attached hereto as Exhibit B.

The Annual Report and any Material Event Filings must be filed on the MSRB’s Electronic Municipal Market Access (“EMMA”) system (accessible as of the date of adoption of these Guidelines at [emma.msrb.org](http://emma.msrb.org)) to the CUSIP numbers for the maturities of each series of Bonds outstanding. If a Material Event Filing only applies to a certain series of Bonds (such as a notice of optional redemption), it needs to be filed only on the CUSIP numbers for the affected series of Bonds.

#### IX. Persons Responsible for Compliance with Undertakings

If the District has not appointed a Dissemination Agent (as described below), then the [TITLE OF DISTRICT OFFICIAL RESPONSIBLE FOR DISCLOSURE COMPLIANCE] (the “Disclosure Compliance Officer”), [NAME] as of the date of adoption of these Guidelines, has the primary responsibility to take action or direct others to take action to make required filings in compliance with the Undertakings relating to all Bonds. If the District has appointed a Dissemination Agent to assist the District in carrying out its obligations under the Undertakings, the Disclosure Compliance Officer will work with the Dissemination Agent to confirm that required filings are made by the Dissemination Agent in compliance with the Undertakings relating to all Bonds.

X. Dissemination Agent; External Advisors

To satisfy its obligations under these Guidelines, the District may appoint or engage a third-party dissemination agent with expertise in compliance with the Rule (the “Dissemination Agent”) to assist the District in carrying out its obligations under the Undertakings. The District may discharge any such Dissemination Agent with or without appointing a successor Dissemination Agent.

As necessary and appropriate, the District shall consult with bond counsel and the District’s legal counsel and financial advisors to comply with applicable post-issuance disclosure requirements set forth in the Undertakings related to all Bonds.

XI. Provision of Annual Reports to MSRB

On or before the Annual Report Filing Deadline, the Disclosure Compliance Officer will review the Undertaking for each series of Bonds then outstanding, will assemble the required contents of the Annual Report for such Bonds and will file on EMMA the Annual Report for such Bonds.

XII. Provision of Material Event Filings to MSRB

The occurrence of certain Events, including payment defaults, requires a Material Event Filing without the need for a materiality determination (i.e. they are deemed material under the Rule). Other Events, such as non-payment related defaults, must be analyzed to determine if the Event is material; if so, a Material Event Filing is required. The Disclosure Compliance Officer will consult with bond counsel regarding any questions as to whether an Event has occurred and what filings are required.

The Disclosure Compliance Officer is to be immediately notified by all employees, officers, Tax Compliance Officers, agents and officials of the District of the occurrence of any listed Event so that he or she may determine whether a Material Event Filing is required pursuant to the Rule and the Undertakings. As soon as the Disclosure Compliance Officer learns of the occurrence of an Event that is deemed material, the Disclosure Compliance Officer will prepare and file, within ten business days of the occurrence of the Event, a Material Event Filing on EMMA.



The Disclosure Compliance Officer will review Exhibit B not less often than annually, and consult with bond counsel or other advisors, as necessary, to update the list of Events under the Rule.

XIII. Recordkeeping; Future Bond Issuance

The Disclosure Compliance Officer will maintain copies of the District's Annual Reports and Material Event Filings and evidence of filing of the District's Annual Reports and Material Event Filings in the District's records.

In connection with any subsequent issuance of Bonds by the District, the Disclosure Compliance Officer shall review and verify any statements concerning the District's compliance with its Undertakings in any offering documents (such as an Official Statement) for such Bonds. After the issuance of such Bonds, the Disclosure Compliance officer will attach a copy of the Undertaking entered into in connection with such Bonds to the copies of District's currently-outstanding Undertakings attached hereto as Exhibit A.

XIV. Identification and Correction of Violations

In the event that the District does not timely file complete information required in any Annual Report or does not timely make a Material Event Filing on EMMA, the District will contact bond counsel in a timely manner and undertake any appropriate corrective action that may be necessary to bring the District into compliance with the Rule.

**Exhibit A**  
**Copies of Continuing Disclosure Undertakings for District's Bonds**

[Attach copies.]

**Exhibit B**  
**Material Events Requiring Disclosure**  
**Last Updated: November 1, 2014**  
*(pursuant to 17 Code of Federal Regulations, §240.15c2-12 (Rule 15c2-12)*  
*Municipal Securities Disclosure)*

In a timely manner not in excess of ten business days after the occurrence of the event, notice of any of the following events with respect to the securities being offered in the offering, if material:

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults, if material;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701 TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax-exempt status of the security;
- (7) Modifications to rights of security holders, if material;
- (8) Bond calls, if material, and tender offers;
- (9) Defeasances;
- (10) Release, substitution, or sale of property securing repayment of the securities, if material;
- (11) Rating changes;
- (12) Bankruptcy, insolvency, receivership or similar event of the obligated person;
- (13) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- (14) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

(15) Incurrence of a financial obligation of the State, if material, or agreement to covenants, events of defaults, remedies, priority rights, or other similar terms of financial obligation of the State, any of which affect security holders, if material; and

(16) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the State, any of which reflect financial difficulties.