

## **Operational Services**

### **Administrative Procedure - Preparing and Updating Disclosures**

*This sample administrative procedure has been adapted and printed with the express permission of Chapman and Cutler LLP. Chapman and Cutler LLP is pleased to provide this sample procedure as an example of factors issuers should consider under current law in preparing policies and procedures for post-issuance compliance with federal securities laws and regulations. It is intended to provide general guidance with the understanding that the provision of the sample procedure does not constitute the rendering of legal advice by Chapman and Cutler LLP or the establishment of an attorney-client relationship with any user of the sample procedure. Reference to this sample procedure should not be considered a substitute for consultation with your legal advisors. Readers should understand that the application of relevant statutory and regulatory provisions can vary based on specific facts and that changes in law or facts may impact the applicability of the sample procedure. Chapman and Cutler LLP assumes no obligation to update the sample procedure to reflect changes in law or practice.*

Pursuant to the District's responsibilities under the securities laws, including its continuing disclosure undertakings (*Undertakings*) under Rule 15c2-12 of the Securities Exchange Act of 1934, as amended, and the Securities and Exchange Commission's statements in enforcement actions, it is necessary and in the District's best interest that the District comply in all material respects with federal securities laws regarding its (i) preliminary and final official statements or offering circulars and any supplements or amendments thereto (collectively, the *Official Statements*), disseminated by the District in connection with any bonds, notes, certificates or other obligations, (ii) Annual Financial Information, as required by and defined in the Undertakings (the *Annual Financial Information*) to be filed with the Municipal Securities Rulemaking Board's (*MSRB*) Electronic Municipal Market Access (*EMMA*) system, and (iii) notices of Material Events or Reportable Events, each as defined in the Undertakings, and any other required or voluntary disclosures to EMMA (each, an *EMMA Notice*). These procedures are designed to enable the District to create accurate disclosures with respect to its (i) Official Statements, (ii) Annual Financial Information, and (iii) EMMA Notices, which are collectively referred to herein as *Disclosures*.

In response to these interests, the District hereby adopts the following procedures:

- A. *Disclosure Officer*. Consistent with Board Policy 4:40, *Incurring Debt*, the Superintendent (*Disclosure Officer*) is hereby designated as the officer responsible for the procedures related to Disclosures as hereinafter set forth (collectively, *Disclosure Procedures*).
- B. *Disclosure Procedures: Official Statements*. Whenever an Official Statement will be disseminated in connection with the issuance of obligations by the District, the Disclosure Officer will oversee the process of preparing the Official Statement pursuant to the following procedures:
  1. The District shall select (a) the working group for the transaction, which group may include outside professionals such as disclosure counsel, a municipal advisor, and an underwriter (the *Working Group*), and (b) the member of the Working Group responsible for preparing the first draft of the Official Statement.
  2. The Disclosure Officer shall review and make comments on the first draft of the Official Statement. Such review shall be done to determine that the Official Statement does not include any untrue statement of a material fact or omit a material fact necessary to make the statements made in the Official Statement not misleading. Particular attention shall be paid to the accuracy of all descriptions, significant information, and financial data regarding the District. Examples include confirming that information relating to the District, including but not limited to demographic changes, the addition or loss of major employers, the addition or loss of major taxpayers or any other material information within the knowledge of the Disclosure Officer, is included and properly disclosed. The Disclosure Officer shall also be responsible for ensuring that the financial data presented with regard to the District is accurate and corresponds with the financial information in the District's possession, including but not limited to information regarding bonded indebtedness, notes, certificates, outstanding leases, tax rates or any other financial information of the District presented in the Official Statement.

3. After completion of the review set forth in 2, above, the Disclosure Officer shall (a) discuss the first draft of the Official Statement with the members of the Working Group and such staff and officials of the District as the Disclosure Officer deems necessary and appropriate, and (b) provide comments, as appropriate, to the members of the Working Group. The Disclosure Officer shall also consider comments from members of the Working Group and whether any additional changes to the Official Statement are necessary or desirable to make the document compliant with the requirements set forth in 2, above.
  4. The Disclosure Officer shall continue to review subsequent drafts of the Official Statement in the manner set forth in 2 and 3, above.
  5. If, in the Disclosure Officer's reasonable judgment, the Official Statement does not include any untrue statement of a material fact or omit a material fact necessary to make the statements made in the Official Statement not misleading, the Official Statement may, in the reasonable discretion of the Disclosure Officer, be released for dissemination to the public; *provided, however*, that the use of the Official Statement must be ratified, approved, and authorized by the Board.
- C. *Disclosure Procedures: Annual Financial Information.* The Disclosure Officer will oversee the process of preparing the Annual Financial Information pursuant to these procedures:
1. By December 20th of each year (the same being at least 30 days prior to the last date on which the Annual Financial Information is required to be disseminated pursuant to the related Undertaking) the Disclosure Officer shall begin to prepare (or hire an agent to prepare) the Annual Financial Information. The Disclosure Officer shall also review the audited or unaudited financial statements, as applicable, to be filed as part of the Annual Financial Information (*Financial Statements*). In addition to the required updating of the Annual Financial Information, the Disclosure Officer should consider whether additional information needs to be added to the Annual Financial Information to make the Annual Financial Information, including the Financial Statements, taken as a whole, correct and complete in all material respects. For example, if disclosure of events that occurred subsequent to the date of the Financial Statements would be necessary to clarify, enhance or correct information presented in the Financial Statements, in order to make the Annual Financial Information, taken as a whole, correct and complete in all material respects, disclosure of such subsequent events should be made.
  2. If, in the Disclosure Officer's reasonable judgment, the Annual Financial Information, including the Financial Statements, is correct and complete in all material respects, the Disclosure Officer shall file the Annual Financial Information with EMMA (or confirm that such filing is completed by any agent hired by the District for such purpose) within the timeframe allowed for such filing.
- D. *Disclosure Procedures: Reportable Events.* The Disclosure Officer will prepare (or hire an agent to prepare) Reportable Event Disclosure and file the same with EMMA (or confirm that such filing is completed by an agent hired by the District for such purpose) in a timely manner (not in excess of 10 business days after the occurrence of the Reportable Event). Incurrence of a Financial Obligation, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation, any of which affect security holders, if material, is a Reportable Event. Upon the incurrence of any Financial Obligation, as such term is defined in the Undertaking, the Disclosure Officer shall review such Financial Obligation and assess whether such Financial Obligation is material. If, in connection with such Financial Obligation, the District has agreed to any covenant, event of default, remedy, priority right or other similar term which affects security holders, the Disclosure Officer shall further review such term and assess whether the same is material. The Disclosure Officer shall prepare a summary of such review. If, in the Disclosure Officer's reasonable judgment, following consultation with financial or legal professionals as necessary, such Financial Obligation and/or term of such Financial Obligation is deemed material, the Disclosure Officer shall file a summary of such Financial Obligation (or the entire financing document, provided that confidential or sensitive information may be redacted to the extent such redaction does not prevent all material terms from being

disclosed) with EMMA not in excess of ten business days after the incurrence of such Financial Obligation. (This paragraph (d) shall only apply if the District has entered into an Undertaking on or after February 27, 2019.)

- E. *Disclosure Procedures: EMMA Notices.* Whenever the District determines to file an EMMA Notice, or whenever the District decides to make a voluntary filing to EMMA, the Disclosure Officer will oversee the process of preparing the EMMA Notice pursuant to these procedures:
1. The Disclosure Officer shall prepare (or hire an agent to prepare) the EMMA Notice. The EMMA Notice shall be prepared in the form required by the MSRB.
  2. In the case of a disclosure required by an Undertaking, the Disclosure Officer shall determine whether any changes to the EMMA Notice are necessary to make the document compliant with the Undertaking.
  3. If, in the Disclosure Officer's reasonable judgment, the EMMA Notice is correct and complete and, in the case of a disclosure required by an Undertaking, complies with the Undertaking, the Disclosure Officer shall file the EMMA Notice with EMMA (or confirm that such filing is completed by any agent hired by the District for such purpose) within the timeframe allowed for such filing.
- F. *Additional Responsibilities of the Disclosure Officer.* The Disclosure Officer, in addition to the specific responsibilities outlined above, shall have general oversight of the entire disclosure process, which shall include:
1. Maintaining appropriate records of compliance with these Disclosure Procedures (including proofs of EMMA filings) and decisions made with respect to issues that have been raised;
  2. Evaluating the effectiveness of the procedures contained in these Disclosure Procedures; and
  3. Informing the Board when substantive revisions or modifications are made to these Disclosure Procedures.
- G. *General Principles.*
1. All participants in the disclosure process should be encouraged to raise potential disclosure items at all times in the process.
  2. The process of revising and updating the Disclosures should not be viewed as a mechanical insertion of current numbers. While it is not anticipated that there will be major changes in the form and content of the Disclosures at the time of each update, the Disclosure Officer should consider whether such changes are necessary or desirable to make sure the Disclosure does not make any untrue statement of a material fact or omit a material fact necessary or desirable, in order to make the statements made, in light of the circumstances in which they were made, not misleading at the time of each update.
  3. Whenever the District releases information, whether in written or spoken form, that may reasonably be expected to reach investors, it is said to be "speaking to the market." When speaking to the market, District officials must be sure that the released information does not make any untrue statement of a material fact or omit a material fact necessary or desirable, in order to make the statements made, in light of the circumstances in which they were made, not misleading.
  4. While care should be taken not to shortcut or eliminate any steps outlined in these Disclosure Procedures on an ad hoc basis, the review and maintenance of the Disclosures is a fluid process and recommendations for improvement of these Disclosure Procedures should be solicited and regularly considered.
  5. The Disclosure Officer is authorized to request and pay for attendance at relevant conferences or presentations or annual training sessions conducted by outside counsel, consultants or experts in order to ensure a sufficient level of knowledge for the effective administration of these Disclosure Procedures.

LEGAL REF.: 15 U.S.C. §77a et seq., Securities Act of 1933.  
15 U.S.C. §78a et seq., Securities Exchange Act of 1934  
17 C.F.R. §240.15c2-12.

Adopted: 04/24/2018

Revised: 04/09/2019