

February 14, 2024

**ADOPTION OF AMENDED AND RESTATED POST-ISSUANCE COMPLIANCE
POLICIES AND PROCEDURES**

IMPLEMENTING PICPP RESOLUTION

RESOLUTION NO. 01-2024

**RESOLUTION OF THE GOVERNING BOARD OF THE STATE BOARD FOR
COMMUNITY COLLEGES AND OCCUPATIONAL EDUCATION STATE BOARD
FOR COMMUNITY COLLEGES AND OCCUPATIONAL EDUCATION
AUTHORIZING AND ADOPTING
POST-ISSUANCE COMPLIANCE POLICIES AND PROCEDURES
FOR
GOVERNMENTAL TAX-EXEMPT BONDS AND TAX CREDIT BONDS**

WHEREAS, the Governing Board for State Board for Community Colleges and Occupational Education (the “Issuer”) is a body corporate, duly created and validly existing under the laws of the State of Colorado (the “State”); and

WHEREAS, the Issuer has previously issued or may in the future issue one or more series of governmental purpose bonds or other form of tax-exempt obligations (the “Tax-Exempt Bonds”) the interest on which is excluded from gross income of the owners thereof pursuant to Sections 103 and 141-150 of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, the Issuer may in the future issue one or more series of governmental purpose tax credit bonds or other form of obligations (the “Tax Credit Bonds”) that entitle the Issuer, the owners of the Tax Credit Bonds, or any other permitted party to either a credit against federal income tax liability or a refundable credit from the United States Treasury; and

WHEREAS, the Tax-Exempt Bonds and the Tax Credit Bonds may be referred to collectively as the “Tax-Advantaged Bonds”; and

WHEREAS, in connection with the issuance of each series of Tax-Advantaged Bonds, the Issuer has executed or will execute covenants and certificates wherein the Issuer represents that it expects and intends to be able to comply with and will, to the extent permitted by law, comply with the provisions and procedures set forth in such covenants and certificates and will do and perform all acts and things necessary or desirable in order to assure either (i) that the interest on the series of Tax-Exempt Bonds to which such covenants and certificates relate will be excluded from gross income of the owners thereof for federal income tax purposes or (ii) that

the Tax Credit Bonds to which such covenants and certificates relate will remain eligible for the applicable federal income tax credit; and

WHEREAS, upon the advice of the Issuer’s Bond Counsel, the Issuer determined that it was advantageous and in the best interests of the Issuer and the owners of the Tax-Advantaged Bonds to adopt certain post-issuance compliance policies and procedures in Resolution 01-2014 effective December 10, 2014, ; and

WHEREAS, upon the advice of the Issuer’s Bond Counsel, the Issuer has determined it is advantageous to amend and restate the Post-Issuance Compliance Policies and Procedures to comply with changes in law and operations, in the form attached hereto as Exhibit A and made a part hereof (the “Post -Issuance Compliance Policies and Procedures”) as may be supplemented from time to time and provided in the Post-Issuance Compliance Policies and Procedures.

NOW, THEREFORE, BE IT RESOLVED by the Board of the State Board for Community Colleges and Occupational Education (the “Governing Body”), as follows:

Section 1. The Governing Body hereby approves and adopts the Amended and Restated Post-Issuance Compliance Policies and Procedures.

Section 2. The Governing Body hereby authorizes and directs the officers and staff members of the Issuer listed in the Post-Issuance Policies and Procedures (each, an “Authorized Issuer Representative”) to take such actions as any such Authorized Issuer Representative, after appropriate consultation with Bond Counsel to the Issuer, deems necessary, appropriate or desirable to effect the implementation of the Post-Issuance Compliance Policies and Procedures.

Section 3. This Resolution shall take effect immediately.

Adopted Date: February 14, 2024

Motion Made By: [NAME]

Motion Seconded By: [NAME]

Ayes: []

Nays: []

Abstentions: []

**EXHIBIT A
TO
RESOLUTION NO. 01-2024**

WRITTEN POST-ISSUANCE COMPLIANCE POLICIES AND PROCEDURES

I. Purpose

A. In General. The Internal Revenue Service (the “IRS”) has strongly recommended that issuers of municipal bonds assist with the efforts to administer the income tax laws by adopting written policies and procedures that are intended to assure that appropriate compliance measures are implemented by such issuers after their bonds have been issued. This document constitutes and is intended to memorialize formally the post-issuance compliance policies and procedures (the “PICPP”) that the Governing Board for State Board for Community Colleges and Occupational Education (the “Issuer”) has previously adopted or followed in connection with the issuance of the Issuer’s Tax-Advantaged Bonds (as defined herein).

B. Definitions.

1. “*Authorized Representative*” means the Post-Issuance Compliance Officer of the Issuer designated in II below and any officer or staff of the Issuer designated by the Post-Issuance Compliance Officer to perform any of the functions described in this PICPP.

2. “*Bad Use*” means expenditure on projects to be used by other than a governmental user, a loan to a non-governmental person or use of a bond-financed facility by a non-governmental person. As indicated herein, such use may arise pursuant to a management agreement, research agreement, naming rights agreement, lease or any similar agreement relating to a bond-financed facility.

3. “*Bad Payments*” means any payments derived from Bad Use of bond financed property.

4. “*Bond Counsel*” means any nationally recognized bond counsel engaged by or on behalf of the Issuer to review or opine on matters covered by this PICPP.

5. “*Code*” means the Internal Revenue Code of 1986, as amended.

6. “*Governing Body*” means the Board of the Issuer.

7. “*Regulations*” means the Income Tax Regulations promulgated pursuant to the Code.

8. “*Tax-Advantaged Bonds*” means, collectively, any of the Issuer’s Tax Credit Bonds and Tax-Exempt Bonds.

9. “*Tax Closing Documentation*” means any and all covenants, certificates, instructions and information reporting documentation contained in the closing transcript or record of proceedings for any series of Tax-Advantaged Bonds, whether executed in connection with the issuance of any such series of obligations or executed post-closing.

10. “*Tax Credit Bonds*” means the one or more series of governmental purpose tax credit bonds or other form of obligations that the Issuer has previously issued or may in the future issue that entitle the Issuer, the owners of the Tax Credit Bonds, or any other permitted party to either a credit against federal income tax liability or a refundable credit from the United States Treasury.

11. “*Tax-Exempt Bonds*” means the one or more series of governmental purpose bonds or other form of tax-exempt obligations that the Issuer has previously issued or may in the future issue, the interest on which is excludable from gross income of the owners thereof pursuant to Sections 103 and 141-150 of the Code and Regulations.

C. Incorporation of Tax Closing Documentation. This PICPP shall be deemed to include and hereby incorporates all Tax Closing Documentation for each issue of the Issuer’s Tax-Advantaged Bonds.

D. Incorporation of Appendices. This PICPP shall be deemed to include and hereby incorporates all special post-issuance compliance policies and procedures set forth in each of the Appendices hereto.

II. Overall Responsibility for Compliance

A. Assignment of Responsibility. The System Chancellor for the Colorado Community College System shall designate a Post-Issuance Compliance Officer (“PICO”) to have responsibility for post-issuance compliance. Certain specific compliance responsibilities may be assigned by the PICO to a designated Authorized Representative of the Issuer as stated below.

B. Consultation with Outside Professionals. The PICO and any Authorized Representative may consult with any Bond Counsel or other municipal finance advisors or professionals that they deem appropriate to meet the requirements of this PICPP.

III. Tax Documentation Assembly and Closing Filing Requirements

A. Tax Documentation Assembly. The PICO will assemble and document to his or her satisfaction the location of all Tax Closing Documentation for each issue of Tax-Advantaged Bonds of the Issuer. The PICO will keep all post-closing documentation as a supplement to the Tax Closing Documentation.

B. Closing Filing Requirements.

1. The PICO will confirm to his or her satisfaction the filing of the appropriate Form 8038-G or Form 8038-TC no later than the 15th day of the second calendar month after the close of the calendar quarter during which bonds are issued.

2. The PICO will confirm to his or her satisfaction whether Tax-Exempt Bonds have been issued as ‘bank qualified’ bonds pursuant to Section 265(b) of the Code and Regulations. If the Tax-Exempt Bonds are “bank qualified,” the PICO will note as part of the Issuer’s books and records the limits on additional Tax-Exempt Bonds that may be issued in the remaining portion of the calendar year.

C. Recordkeeping. All documentation relating to the Tax-Advantaged Bonds assembled pursuant to the tax document assembly referred to above or pursuant to any or any other compliance topic in this PICPP will be subject to the General Recordkeeping Requirements and Records Retention requirements set forth below.

D. Coordination with Accounting Systems. With respect to all compliance topics set forth in this PICPP and where relevant, the PICO will confirm recording of all information relating to any of the compliance topics set forth in this PICPP in either the Issuer’s or any third-party or trustee accounting system.

If a trustee has been engaged, and there is change in the trustee, the PICO will consult with the new trustee to ensure that all investment records have been transferred and are being maintained.

E. Federal Guaranty Prohibition. Upon closing, and throughout the term of the Tax-Advantaged Bonds, the PICO will determine whether more than 5% of the proceeds of a Tax-Advantaged Bonds are invested, directly or indirectly, in federally insured deposits or accounts, or if the Tax-Advantaged Bonds are otherwise directly or indirectly federally guaranteed and will consult with Bond Counsel in the event there is a question with respect to the Tax-Advantaged Bonds being federally guaranteed within the meaning of Section 149(b) of the Code.

IV. **Arbitrage Investment Limitations and Rebate Requirements**

A. Assignment of Compliance Duty.

With respect to this compliance topic, the PICO will coordinate compliance for each issue of Tax-Advantaged Bonds under this PICPP and the Tax Closing Documentation for each such issue. **The PICO designates the respective Business Officer/CFO and Controller at each college to assist complying with this topic.**

B. Information Assembly, Collection and Procedures. If not already set forth in the Tax Closing Documentation for an issue, the PICO will determine and record the following information and establish the following procedures:

1. Basic Information.

- (a) Determine whether the Tax-Advantaged Bonds are a fixed yield issue of bonds or a variable yield issue of bonds.

- (b) Determine whether the Issuer has entered in a hedging transaction (e.g., interest rate swap, cap, floor or collar) either before, on or after the bond issue date.

With respect to all hedging transactions, determine or confirm with Bond Counsel prior to entering into any hedging transaction (including interest rate swaps and caps) with respect to the bonds whether or not such swap agreement is to be identified as a qualified hedge as defined in the Regulations, and if such a qualified hedge is to be entered into, determine or confirm with Bond Counsel prior to amending or terminating the hedge the impact of any amendment or termination of such a qualified hedge. A qualified hedge must be identified in the first information reporting form relating to a bond issue filed with the IRS on or after the date on which the qualified hedge contract is executed.

- (c) Determine whether the bonds are secured by a bond insurance policy, letter of credit, or other form of credit enhancement or liquidity facility.

With respect to all bond insurance, letter of credit, other credit enhancement or liquidity facilities entered into with respect to the bonds, determine or confirm with Bond Counsel the impact of such a transaction on the bonds prior to entering into or amending or terminating any such credit enhancement.

2. Arbitrage Investment Limitation Information.

- (a) Identify or provide for the computation of the bond yield for each issue of the Tax-Advantaged Bonds.
- (b) Identify each fund or account containing “gross proceeds” of the bonds (as that term is defined in the Regulations), including any fund or account established under agreements other than the bond ordinance, resolution, indenture or Tax Closing Documentation, particularly any fund or account that may be expected to be used to pay debt service on the bonds.
- (c) Identify the applicable temporary periods and investment yield restrictions with respect to each such fund or account, including the investment yield restrictions applicable at the end of each temporary period.
- (d) Confirm that the size of any “reasonably required reserve fund” for the bonds (as that term is defined in the Regulations) has not been funded in an amount more than 10% of the issue price or principal amount of the bonds as may be applicable. Identify any investment yield restrictions applicable for deposits of any other

moneys into such a reserve fund in excess of the applicable limits for such reserve fund as set forth in the Tax Closing Documentation.

- (e) Record each type of investments in which gross proceeds have been invested.

Record whether investments were purchased at a fair market value and whether they were purchased on a negotiated basis or were put out for bid. If by bid, obtain all documentation relating to whether there was compliance with the bidding rules established for the specific investment. Consult with Bond Counsel and/or financial advisors, if needed.

- (f) Provide for the documentation, computation and payment of any yield reduction payments in the same manner as set forth for rebate payments below.

3. Rebate Information.

- (a) Determine for each issue of Tax-Advantaged Bonds no later than the date set forth in the Tax Closing Documentation (and in no event later than the fifth anniversary date of the date of issuance of each issue), if a rebate consultant needs to be retained and the timing for hiring of such a rebate consultant. Obtain a copy of all rebate reports provided by a rebate consultant.

- (b) Establish whether each issue is eligible for any spending or small issuer exception to the rebate requirements.

- (c) Except as may otherwise be provided in the Tax Closing Documentation, establish a calendar of each date for each of the Issuer's bond issues that the Issuer will be required to make any rebate payment to the United States (generally, every 5 years and upon final payment of all bonds). Such a calendar must recognize that the dates of any required rebate payment to the United States must be adjusted to reflect any redemption date of a bond issue prior to final maturity.

- (d) Provide a procedure for timely filing of any required rebate payment to the United States, including the completion of any IRS Form 8038-T.

4. Special Arbitrage and Rebate Spending Procedures.

To the extent that any bond proceeds are used to reimburse the issuer for expenditures paid prior to the date of issuing the bonds, the PICO will assure that such proceeds are allocated to the reimbursement of such expenditures no later than 18 months

after the later of (i) the date the expenditure was paid, or (ii) the date that the project was placed in service, but in no event more than 3 years after the expenditure was paid.

5. Error Correction Procedures.

The PICO will document, as soon as practicable after bond closing, all steps to be taken in order to correct any investment and rebate compliance errors. These steps may include, but are not limited to, consultation with Bond Counsel or any of the procedures described in section VII below as may be applicable.

V. Bond Proceeds Spending Requirements

A. Assignment of Compliance Duty.

With respect to this compliance topic, the PICO will coordinate compliance for each issue of Tax-Advantaged Bonds under this PICPP and the Tax Closing Documentation for each such issue. **The PICO designates the respective Business Officer/CFO and Controller at each college to assist complying with this topic.**

B. Information Assembly, Collection and Procedures. If not already set forth in the Tax Closing Documentation for an issue, the PICO will determine and record the following information and establish the following procedures:

1. Basic Information.

- (a) Assemble a list of all purposes and projects to be financed by the bonds, including information on the expected useful lives of projects.
- (b) Designate which of these purposes represent capital expenditures or working capital.
- (c) Establish the exact amount of bond proceeds and all other sources of funding for the project.

In connection with this procedure, the PICO will document all requirements applicable to such other sources of funding.

- (d) Determine the amount, if any, of bond proceeds that may be expended on payment of interest on the bonds (i.e., capitalized interest) and all applicable spending and time limits applicable to such payment of interest on the bonds.
- (e) Identify and calendar any time periods that may be applicable as to when bond proceeds must be spent.

2. Spending Limitation Procedures.

- (a) The PICO will establish such accounting controls as are necessary to guarantee that no more than the lesser of (i) 10% of the net proceeds or (ii) \$15 million will be expended on projects used by persons other than a governmental unit.
- (b) The PICO will establish such accounting controls as are necessary to guarantee that no more than 5% of net proceeds of the bonds may be used for a purpose that is unrelated to, or disproportionate to, the governmental purpose of the bond issue (e.g., a privately operated cafeteria in a government office building is generally related use; leasing of space in the government office building to private commercial tenants is unrelated use).
- (c) The PICO will establish such accounting controls as are necessary to guarantee that no more than 5% of net proceeds of the bonds are loaned to a non-governmental person.
- (d) The PICO will establish such accounting controls as are necessary to assure that all costs of issuance that are paid with bond proceeds are so paid no later than 180 days after the date of issuing the bonds.

The PICO will establish such accounting controls as are necessary to identify to the PICO whether there is a variance of greater than 10% in the amount of costs of issuance, credit enhancement costs and refunding or new money uses reported on the IRS Form 8038-G for the bond issue.

- (e) The PICO will establish such accounting controls, calendars and reporting procedures as are necessary to confirm that any time periods limiting spending have been met.

In connection with this procedure, for new money issues, the PICO will establish such accounting reports as are necessary to determine at least annually the amounts and percentages of bond proceeds that have been spent on the intended projects.

- (f) The PICO will establish such accounting controls as are necessary to confirm that the proceeds are spent on the approved projects.
- (g) The PICO will establish such accounting and review procedures as are necessary to record and approve a change from an expected qualified project to a qualified substitute project.
- (h) The PICO will establish such accounting and review procedures as are necessary to arrange for qualified expenditures of any unspent

moneys that remain after completion of the original list of projects to be financed by the Tax-Advantaged Bonds.

In connection with this procedure, the PICO will prepare a written, detailed explanation regarding why such proceeds remain unspent.

In connection with this procedure, if a significant amount (i.e., more than 15%) of Tax-Exempt Bond proceeds or any amount of Tax Credit Bond proceeds remain unexpended as of the third anniversary date of the date of issue of the bonds, the PICO will confirm with Bond Counsel the proper steps to take to protect the qualified status of such bonds (including but not limited to the continued investment of such amounts) and will confirm with Bond Counsel whether the existence of such unspent proceeds impacts the ability of the Issuer to issue any new issue of Tax-Advantaged Bonds.

- (i) The PICO will establish such accounting controls, calendars and reporting procedures and such other review procedures as are necessary to confirm the actual expenditure or deemed allocation to expenditure of all bond gross proceeds by the date that is no later than 18 months after the later of the date the expenditure is paid or the date any project that is financed by the issue is placed in service. A final record of all actual expenditures or deemed allocations to expenditures must in all events be made by the date that is 60 days after the fifth anniversary date of the issuance of the bonds or 60 days after the retirement of the bonds, if earlier.

VI. Use of Bond Financed Property and Bad Use or Bad Payments Limitations

A. Assignment of Compliance Duty.

With respect to this compliance topic, the PICO will coordinate compliance for each issue of Tax-Advantaged Bonds under this PICPP and the Tax Closing Documentation for each such issue. **The PICO designates the respective Business Officer/CFO and Controller at each college to assist complying with this topic.**

B. Information Assembly, Collection and Procedures. If not already set forth in the Tax Closing Documentation for an issue, the PICO will determine and record the following information and establish the following procedures:

1. Basic Information.

- (a) Determine as of the date of issue of the bonds how each source of funding is to be expended on or allocated to any Bad Use.
- (b) Determine the amount of bond proceeds loaned or granted to non-governmental entities.

- (c) Determine the list of payments to be derived from operation of the bond financed property and whether the bond financed property secures the repayment of the bonds.

2. Bad Use and Bad Payments Control Procedures.

- (a) The PICO will establish such monitoring procedures as are necessary to bring to the attention of the PICO for approval prior to execution any lease, sales contract or other disposition of bond financed property.
- (b) With respect to the operation of bond financed property, the PICO will establish such monitoring procedures as are necessary to bring to the attention of the PICO for approval prior to execution any naming rights, sales or licensing contract; any management or service contract, research contract; any output contracts; cell phone tower agreements; solar power contracts or windmill-generation contracts or similar types of contracts.
- (c) Immediately upon the execution of any lease, sale or other disposition that constitutes a Bad Use, and in all events no less than annually during the term of any bond issue, the PICO will provide a calculation of the amount of Bad Use and Bad Payments with respect to bond financed property.
- (d) Should the amount of Bad Use and Bad Payments approach the limits described above, the PICO will refer to the Change in Use and Remediation requirements of this PICPP and shall immediately consult with Bond Counsel as to the best course of action to respond to such a situation.

VII. Change in Use and Remediation

A. Assignment of Compliance Duty.

With respect to this compliance topic, the PICO will coordinate compliance for each issue of Tax-Advantaged Bonds under this PICPP and the Tax Closing Documentation for each such issue. **The PICO designates the respective Business Officer/CFO and Controller at each college to assist complying with this topic.**

B. Information Assembly, Collection and Procedures. If not already set forth in the Tax Closing Documentation for an issue, the PICO will determine and record the following information and establish the following procedures:

1. Basic Information.

The PICO will locate any information with respect to this compliance topic including any list of options stated in the Tax Closing Documentation that is available to remediate excess Bad Use (and Bad Payments).

2. Change in Use and Remediation Procedures.

- (a) Should the information collected by the PICO with respect to Bad Use and/or Bad Payments indicate that the use or payments are in excess of the prescribed limits for the bond issue, the PICO will consult with Bond Counsel as to the remedial actions available under the Regulations to correct such excess use or payments.
- (b) Should the information collected by the PICO with respect to Bad Use and/or Bad Payments indicate that the use or payments are in excess of the prescribed limits for the bond issue and the remedial actions set forth in the Regulations are not applicable, the PICO will consult with Bond Counsel as to the options that are available for voluntary correction of failures by entering into a closing agreement under the Tax-Exempt Bonds Voluntary Closing Agreement Program described in IRS Notice 2008-31.

VIII. Refundings

A. Assignment of Compliance Duty.

With respect to this compliance topic, the PICO will coordinate compliance for each issue of Tax-Advantaged Bonds under this PICPP and the Tax Closing Documentation for each such issue. **The PICO designates the respective Business Officer/CFO and Controller at each college to assist complying with this topic.**

B. Information Assembly, Collection and Procedures. If not already set forth in the Tax Closing Documentation for an issue, the PICO will determine and record the following information and establish the following procedures:

1. Basic Information.

- (a) Determine the redemption dates for all refunded bonds.
- (b) Determine the list of projects being refinanced with proceeds of the bonds and any Bad Use or Bad Payments incurred with respect to such bond financed property.

2. Refunding Procedures.

- (a) The PICO will establish such accounting reporting procedures as are necessary to assure that any refunded bonds are redeemed or

retired within 90 days of the date of issue of the refunding bonds or, if the refunded bonds are not callable within 90 days, that such refunding is permitted under the Tax Closing Documentation or the Regulations and that such call date is the first call date for the refunded bonds required by the Tax Closing Documentation or the Regulations.

- (b) The PICO will apply the same policies and procedures as set forth in sections IV-V of this PICPP to any refunding bonds.

With respect to this procedure, the PICO will ensure that any final rebate calculations for the refunded bonds will be performed within 60 days of redemption of refunded bonds and timely filing of Forms 8038-T or Forms 8038-R with such payment as may be required, as appropriate, will be made.

- (c) The PICO will apply the same policies and procedures as set forth in sections VI-VII of this PICPP to the property being refinanced by the refunding bonds.

IX. Modification of Bond Terms and Events of Default

A. Assignment of Compliance Duty.

With respect to this compliance topic, the PICO will coordinate compliance for each issue of Tax-Advantaged Bonds under this PICPP and the Tax Closing Documentation for each such issue. **The PICO designates the respective Business Officer/CFO and Controller at each college to assist complying with this topic.**

B. Information Assembly, Collection and Procedures. If not already set forth in the Tax Closing Documentation for an issue, the PICO will determine and record the following information and establish the following procedures:

1. Basic Information.

The PICO will assemble, and make all gathered information and documentation regarding the modification of bond terms or events of default, part of the Issuer's books and records.

2. Modification of Bond Terms and Events of Default Procedures.

- (a) The PICO will establish such accounting and reporting procedures as are necessary to confirm that any tax levy, tax credits or other revenues securing the bonds have been received and that the debt service on the Tax-Advantaged Bonds has been paid and compliance with non-payment covenants with respect to the Tax-Advantaged Bonds has occurred.

In the event that any payment or other type of default occurs, the PICO will consult with Bond Counsel.

- (b) The PICO will establish such reporting requirements and information gathering procedures as are necessary to identify whether any events have occurred that would have or could have triggered a deemed discharge or reissuance of the bonds. Such reporting requirements will include assembling, prior to execution, if possible, information concerning (i) changes (modifications) of any of the contractual terms of the bonds (including modifications of the bond interest rates, maturity dates or payment schedule), (ii) changes to the credit enhancement of or liquidity facility for the bonds, (iii) changes in the nature of the security for the bonds, (iv) purchase of the Tax-Advantaged Bonds by the Issuer, or (v) any deferral or default of payment of principal and interest due on the Tax-Advantaged Bonds.

With respect to this procedure, PICO should consult with Bond Counsel as to the options that are available to the Issuer for dealing with such events, including acquiring any bond security from a federal agency or instrumentality.

X. General Recordkeeping Requirements and Records Retention

A. Assignment of Compliance Duty.

With respect to this compliance topic, the PICO will coordinate compliance for each issue of Tax-Advantaged Bonds under this PICPP and the Tax Closing Documentation for each such issue. **The PICO designates the respective Business Officer/CFO and Controller at each college to assist complying with this topic.**

B. Information Assembly, Collection and Procedures. If not already set forth in the Tax Closing Documentation for an issue, the PICO will determine and record the following information and establish a General Recordkeeping Requirement and Records Retention Procedure. Pursuant to this procedure, the PICO will record in a retrievable paper or electronic form all of the information required by this PICPP. At a minimum for each issue of Tax-Advantaged Bonds, the PICO shall record and keep copies of:

- the bond transcript of proceedings;
- all resolutions (including reimbursement resolutions) and minutes pertaining to the projects financed, if not included in the bond transcript;
- all surveys, feasibility or demand studies and any publications, brochures and newspaper articles with respect to the bonds, if not included in the bond transcript;
- all bond yield computations including supporting certificates and investment records (including trustee records) pertaining to the

issue price of the bonds, proceeds of the bonds, investment agreements and related bidding documents, credit enhancement and liquidity documents, swap documents, rebate reports and rebate payments;

- all documents pertaining to the expenditure or granting of bond proceeds for the acquisition, construction or renovation of bond financed property including any trustee records, requisitions, reimbursements, draw schedules, draw requests, construction contracts, invoices, bills, land/project related appraisals, payment records, requisition statements, reimbursement records, cancelled checks, a final schedule of property financed by the bonds and final allocations of bond proceeds;
- all formal elections made for the bond financing (e.g., an election to employ an accounting methodology other than specific tracing);
- all records of trade or business use, purchase, lease, sublease or sale of bond financed property including any leasehold improvement contracts and ownership documentations such as joint venture arrangements, limited liability corporation arrangements or partnership arrangements;
- all management contracts and other service agreements, research contracts, naming rights contracts and those contracts listed in section VI.B.2.(b) of this PICPP;
- all accounting audits for bond financed property;
- all information reports filed for the bonds;
- all documentation pertaining to any prior IRS examination of Issuer and/or tax-exempt bonds; and
- all correspondence related to the above (faxes, emails and letters).

C. The PICO will develop such procedures as are necessary to document the payments made of all principal, interest and any redemption payments on the Tax-Advantaged Bonds.

D. All records accumulated for the bond issue shall be maintained for a period of [three/four] years following the later of (i) final maturity of the bonds or (ii) any Tax-Advantaged Bonds issued to refund the bonds.

XI. IRS Correspondence and Audits

The PICO will consult with Bond Counsel immediately upon receipt of any correspondence from, or opening of an examination of any type, with respect to Tax-Advantaged Bonds by the IRS.

XII. Periodic Review Requirements

The PICO will review the implementation of this PICPP with the Governing Body of the Issuer at least annually during the term of any Tax-Advantaged Bonds.

XIII. Training Requirements

The PICO will develop a training program that is designed to inform any successor PICO of the requirements of this PICPP and periodically to train all Authorized Representatives of their duties under this PICPP. Such a training program may be developed with internal materials or those supplied by Bond Counsel and shall include a review of the Code and the IRS's web site established for the use of the tax-exempt bond community located at <http://www.irs.gov/taxexemptbond>

XIV. Revision of PICPP

The PICO will periodically seek the advice of Bond Counsel or other municipal finance advisors or professionals that he or she deems appropriate to revise the terms of this PICPP. Such revisions shall be approved or ratified by the Governing Body of the Issuer.

DRAFT

APPENDIX I

POST-ISSUANCE SECURITIES LAW REQUIREMENTS

A. In each year that the Issuer has Tax-Advantaged Bonds or taxable obligations outstanding subject to SEC Rule 15c2-12, no later than the date 270 days after the end of the Issuer's fiscal year (the "Annual Report Due Date"), the PICO shall file, or cause its dissemination agent, if applicable, to file, its annual report (the "Annual Report") with the Municipal Securities Rulemaking Board (the "MSRB") through its Electronic Municipal Market Access facility for municipal securities disclosure ("EMMA"). In preparing its Annual Report, the PICO shall review each of its outstanding continuing disclosure undertakings (collectively, the "Undertakings") to determine the quantitative financial information and operating data which, together with the audited financial statements, shall constitute the content of the Annual Report.

B. For its Undertakings with respect to bonds or other obligations issued before December 1, 2010, the PICO shall monitor the following events and provide notice of such events to the MSRB through EMMA as required by the applicable Undertaking:

1. Principal and interest payment delinquencies
2. Non-payment related defaults
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 or events affecting the tax-exempt status of the security
7. Modifications to the rights of security holders
8. Bond calls
9. Defeasances
10. Release, substitution or sale of property securing repayment of the securities
11. Rating changes.

C. For its Undertakings with respect to bonds or other obligations issued on or after December 1, 2010, the PICO shall monitor the following events and provide notice of such events to the MSRB through EMMA as required by the applicable Undertaking, but not later than 10 business days after occurrence:

1. Principal and interest payment delinquencies
2. Nonpayment-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 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 Issuer*
13. The consummation of a merger, consolidation or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, 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
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material.

D. For its Undertakings with respect to bonds or other obligations issued on or after March 1, 2017, the PICO shall monitor the following events and provide notice of such events to the MSRB through EMMA as required by the applicable Undertaking, but not later than 10 business days after occurrence:

1. Principal and interest payment delinquencies

* This event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Issuer in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Issuer, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Issuer.

2. Nonpayment-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 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 Issuer*
13. The consummation of a merger, consolidation or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, 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
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 Issuer or other obligated person, if material, or agreement to covenants, events of default, remedies, priority rights or other similar terms of a Financial Obligation of the Issuer or other obligated person, any of which affect security holders, if material (“Financial Obligation” is defined in the Rule as (i) a debt obligation; (ii) derivative instrument entered into

* This event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Issuer in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Issuer, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Issuer.

in connection with, or pledged as a security or a source of payment for, an existing or planned debt obligation; or (iii) guarantee of (i) or (ii). The term “financial obligation” shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

16. Default, event of acceleration, termination event, modification of terms or other similar events under the terms of the Financial Obligation of the Issuer or other obligated person, any of which reflect financial difficulties

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