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 written post issuance compliance policies and procedures (the "PICPP") that the City of Stoughton has previously followed in connection with the issuance of the Issuer's Tax-Advantaged Bonds (as defined herein).

B. Definitions.

1. "*Authorized Representative*" means the Compliance Officer of the City designated in II below ("CO") and any consultant or staff of the City designated by the 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 governmental user or loaned to a non-governmental person.

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

3. "*Bond Counsel*" means any nationally recognized bond counsel engaged by or on behalf of the City to review or opine on matters covered by this PICPP.

4. "*Governing Body*" means the Common Council of the City.

5. "*Tax-Advantaged Bonds*" means, collectively, the City's Tax Credit Bonds and Tax-Exempt Bonds.

6. "*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.

7. "*Tax Credit Bonds*" means the one or more series of governmental purpose tax credit bonds or other form of obligations that the City has previously issued or may in the future issue that entitle the City, 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.

8. "*Tax-Exempt Bonds*" means the one or more series of governmental purpose bonds or other form of tax-exempt obligations that the City of Stoughton has previously issued or may in the future issue, 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").

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 City's Tax-Advantaged Bonds.

II. Overall Responsibility for Compliance

A. Assignment of Responsibility. Oversight responsibility for post issuance compliance is assigned to City Finance Director/Comptroller, Compliance Officer. Certain specific compliance responsibilities may be assigned by the CO to a designated Authorized Representative of the City as stated below.

B. Consultation with Outside Professionals. The CO 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 CO will assemble and document to his/her satisfaction the location of all Tax Closing Documentation for each issue of Tax-Advantaged Bonds of the City. The CO will keep all post-closing documentation as a supplement to the Tax Closing Documentation.

B. Closing Filing Requirements. The CO will confirm 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.

C. Recordkeeping. All documentation relating to the 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 and where relevant, the CO will confirm recording of all information relating to the topic in either the City's or any third-party or trustee accounting system.

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

IV. Arbitrage Investment Limitations and Rebate Requirements

A. Assignment of Compliance Duty. With respect to this compliance topic, the CO will coordinate compliance for each issue of Tax-Advantage Bonds under this PICPP and the Tax Closing Documentation for each such issue.

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

1. Basic Information.

   (a) Determine whether the bonds are fixed yield bonds or variable yield bonds.

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

   With respect to all bond insurance, 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 of the City's bond issues.

   (b) Identify each fund or account containing gross proceeds of the bonds, including any fund or account established under agreements other than the bond, 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, 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 has not been funded by more than 10% of the issue price of the bonds. 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, if needed.

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

3. Rebate Requirement Information.

(a) Determine 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 City's bond issues that the City 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 Forms 8038-T.

4. Arbitrage and Rebate Spending Procedures.

(a) To the extent that any bond proceeds are used to reimburse the City for expenditures paid prior to the date of issuing the bonds, the CO 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.

(b) The CO 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 bonds or 60 days after the retirement of the bonds, if earlier.

5. Error Correction Procedures.

(a) The CO will document as soon as practicable after bond closing, all steps to be taken in order to correct investment and rebate compliance errors.

V. Bond Proceeds Spending Requirements

A. Assignment of Compliance Duty. With respect to this compliance topic, the CO will coordinate compliance for each issue of Tax-Advantage Bonds under this PICPP and the Tax Closing Documentation for each such issue.

B. Information Assembly, Collection and Procedures. If not already set forth in the Tax Closing Documentation for an issue, the CO 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.

(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 CO 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 times periods that may be applicable as to when bond proceeds must be spent.

2. Spending Limitation Procedures.

(a) The CO 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 CO will establish such accounting controls as are necessary to guarantee that no more than 5% of net bond proceeds 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 related use; leasing of space in the government office building to private commercial tenants is unrelated use).

(c) The CO will establish such accounting controls as are necessary to guarantee that no more than 5% of net bond proceeds are loaned to a non-governmental person.

(d) The CO 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.

(e) The CO 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 CO 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 CO will establish such accounting controls as are necessary to confirm that the proceeds are spent on the approved projects.

(g) The CO 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 CO will establish such accounting and review procedures as are necessary to arrange for qualified expenditures of any unspent moneys at the end of a project period.

In connection with this procedure, the CO 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 of Tax Credit Bond proceeds remain unexpended as of the third anniversary date of the date of issue of the bonds, the CO will confirm with Bond Counsel the proper steps to take to protect the qualified status of such bonds 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 CO will establish such accounting 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 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 CO will coordinate compliance for each issue of Tax-Advantage Bonds under this PICPP and the Tax Closing Documentation for each such issue.

B. Information Assembly, Collection and Procedures. If not already set forth in the Tax Closing Documentation for an issue, the CO 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 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 payment of the bonds.

2. Bad Use and Bad Payments Control Procedures.

(a) The CO will establish such monitoring procedures as are necessary to bring to the attention of the CO 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 CO will establish such monitoring procedures as are necessary to bring to the attention of the CO 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.

(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 CO 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 CO 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 CO will coordinate compliance for each issue of Tax-Advantage Bonds under this PICPP and the Tax Closing Documentation for each such issue.

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

1. Basic Information.

The CO 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 CO with respect to Bad Use and/or Bad Payments indicate that excess use or payments is in excess of prescribed limits, the CO will consult with Bond Counsel as to the remedial actions available to correct such excess use or payments.

(b) Should the information collected by the CO with respect to Bad Use and/or Bad Payments indicate that excess use or payments is in excess of prescribed limits, the CO will consult with Bond Counsel as to the options that are available for voluntarily correcting 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 CO will coordinate compliance for each issue of Tax-Advantage Bonds under this PICPP and the Tax Closing Documentation for each such issue.

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

1. Basic Information.

(a) Determine the list of and 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 CO 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 call is the first call date for the refunded bonds.

(b) The CO will apply the same policies and procedures as set forth in the topics stated above to the refunding bonds.

With respect to this procedure, the CO 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, as appropriate, will be made.

(c) The CO will apply the same policies and procedures as set forth in the topics stated above 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 CO will coordinate compliance for each issue of Tax-Advantage Bonds under this PICPP and the Tax Closing Documentation for each such issue.

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

1. Basic Information.

Assemble and make all gathered information and documentation regarding the modification of bond terms or events of default parts of the City's books and records.

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

(a) The CO 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 bonds has been paid.

(b) The CO 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 bonds by the Issuer or (v) any deferral or default of payment of principal and interest due on the bonds.

With respect to this procedure, CO should consult with Bond Counsel as to the options that are available to the City 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 CO will coordinate compliance for each issue of Tax-Advantage Bonds under this PICPP and the Tax Closing Documentation for each such issue.

B. Information Assembly, Collection and Procedures. If not already set forth in the Tax Closing Documentation for an issue, the CO will determine and record the following information and establish a General Recordkeeping Requirements and Records Retention Procedure. Pursuant to this procedure, the CO will record in a retrievable paper or electronic form all of the information required by this PICPP. At a minimum, the CO 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 bond yield computations including supporting certificates and investment records (including trustee records) pertaining to proceeds of the bonds, investment agreements and related bidding documents, swap documents, rebate reports and rebate payments;
- all documents pertaining to the expenditure 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 purchase, lease or sale of bond financed property including any ownership documentations such as joint venture arrangements, limited liability corporation arrangements or partnership arrangements;
- all management contracts and other service agreements, research contracts, and naming rights contracts;
- 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. All records accumulated for the bond issue shall be maintained for a period of three 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 CO will consult with Bond Counsel immediately upon receipt of any correspondence from, or opening of an examination of any type, with respect to the bonds by the IRS.

XII. Periodic Review Requirements

The CO 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 CO will develop a training program that is designed to inform any successor CO 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 may include a review of the Code and the IRS's web site for the tax exempt bond community.

XIV. Revision of PICPP

The CO 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.

EXHIBIT A – POST ISSUANCE AND CONTINUING DISCLOSURE COMPLIANCE CHECKLIST

POST ISSUANCE COMPLIANCE CHECKLIST
(Government Bonds)

TRANSACTION PARTIES	
Compliance Coordinator	
Bond Counsel	
Trustee	
Paying Agent	
Rebate Specialist	
Other:_____	
Other:_____	
Other:_____	

<u>Compliance Coordinator</u>:

a) The Coordinator shall be responsible for monitoring post-issuance compliance.

b) The Coordinator will maintain a copy of the transcript of proceedings in connection with the issuance of any tax-exempt obligations or other qualifying obligations, such as Build America Bonds. Coordinator will obtain such records as are necessary to meet the requirements of this policy.

c) The Coordinator shall consult with bond counsel, a rebate consultant, financial advisor, IRS publications and such other resources as are necessary to understand and meet the requirements of this policy.

d) Training and education of Coordinator will be sought and implemented upon the occurrence of new developments and upon the hiring of new personnel to implement this policy.

A. TAX LAW REQUIREMENTS	**Document Reference**	**Responsibility**
1. General Matters.		
(a) Proof of filing Form 8038-G or 8038-GC.		[Bond Counsel]
(b) "Significant modification" to bond documents results in reissuance under Treas. Reg. § 1.1001-3. Proof of filing new Form 8038, etc., plus final rebate calculation on pre-modification bonds.		[Bond Counsel]

A. TAX LAW REQUIREMENTS	Document Reference	Responsibility
2. Use of Proceeds: Governmental Bonds.		
(a) No private business use arrangement with private entity (includes federal government) beyond permitted *de minimis* amount unless cured by remedial action under Treas. Reg. § 1.141 -12.		
(i) Sale of facilities.		
(ii) Lease.		
(iii) Nonqualified management contract. Rev. Proc. 97-13.		
(iv) Nonqualified research contract. Rev. Proc. 97-14.		
(v) "Special legal entitlement" or naming rights		
(b) Remedial action may consist generally of redemption or defeasance of bonds (with notice of defeasance to IRS). Where disposition is a cash sale, remedial action may be an alternative qualifying use of proceeds.		
(d) Monitor "Bank-Qualified" obligations if applicable. If the Issuer issues "qualified tax exempt obligations" in any year, the Coordinator shall monitor all tax exempt financings (including lease purchase arrangements and other similar financing arrangements and conduit financings on behalf of 501(c)(3) organizations) to assure that the $10,000,000 "small issuer" limit is not exceeded.		
3. Arbitrage.		
(a) Rebate. IRC §148(f).		
(i) First installment of arbitrage rebate due on fifth anniversary of bond issuance plus 60 days.		

A. TAX LAW REQUIREMENTS	Document Reference	Responsibility
(ii) Succeeding installments every five years.		
(iii) Final installment 60 days after retirement of last bonds of issue.		
(iv) Monitor expenditures prior to semi- annual target dates for six-month, 18- month, or 24-month spending exception.		
(b) Monitor expenditures generally against date of issuance expectations for three-year or five-year temporary periods or five-year hedge bond rules.		
(c) For advance refunding escrows, confirm that any scheduled purchases of 0% Securities of State and Local Government Series are made on scheduled date.		
4. Special Rules for Pool Bonds.		
Redeem bonds at one-year and three-year expenditure target dates. Pay 95% of costs of issuance within 180 days. IRC §149(f).		
5. Record Retention.		
(a) Maintain general records relating to issue for life of issue plus any refunding plus three years.		
(b) Maintain special records required by safe harbor for investment contracts or defeasance escrows. Treas. Reg. § 1.148-5.		
(c) Maintain record of identification on issuer's books and records of "qualified hedge" contract. Treas. Reg. § 1.148-4(h)(2)(viii) and § 1.148- 1 1A(i)(3).		
(d) Maintain record of election not to take depreciation on leased property that must be treated as owned by a governmental unit. Treas. Reg. § 1.103(n)-2T Q/A7.		

A. TAX LAW REQUIREMENTS	Document Reference	Responsibility
(e) Maintain record of agreements and assignments between governmental units that affect volume cap allocations under IRC §146. Treas. Reg. § 1.103(n)-3T Q/A8, 13 & 14.		
7. **Allocations of Bond Proceeds to Expenditures.** Make any allocations of bond proceeds to expenditures needed under Treas. Reg. § 1.148- 6(d) and § 1.141-6(a) by 18 months after the later of the date the expenditure was made or the date the project was placed in service, but not later than the earlier of five years after the bonds were issued or 60 days after the issue is retired.		

B. CONTINUING DISCLOSURE REQUIREMENTS	Document Reference	Responsibility
1. SEC Rule 15c2-12 Requirements.		
(a) Determine applicability of continuing disclosure undertaking ("CDU").		
(b) Identification of "obligated person" for purposes of Rule 15c2-12. Governmental Bonds: Issuer.		
(c) Name of Dissemination Agent, if applicable.		
(d) Periodically determine that required CDU filings have been prepared, sent to and received by EMMA.		
(e) Information required to be provided to EMMA:		
(i) Annual Reports.		
(1) Quantitative financial information and operating data disclosed in official statement.		
(2) Annual audited financial statements.		

B. CONTINUING DISCLOSURE REQUIREMENTS	Document Reference	Responsibility
(ii) Other information.		
(1) Change of fiscal year.		
(2) Other information specified in CDU.		
(f) Material Event Disclosure. Notification by obligated person to EMMA, in timely manner, of any following events with respect to bonds:		
(i) Principal and interest payment delinquencies;		
(ii) Non-payment related defaults, if material;		
(iii) Unscheduled draws on debt service reserves reflecting financial difficulties;		
(iv) Unscheduled draws on credit enhancements reflecting financial difficulties;		
(v) Substitution of credit or liquidity providers, or their failure to perform;		
(vi) Adverse tax opinions or events affecting the tax-exempt status of the bonds;		
(vii) Modifications to rights of holders of the bonds, if material;		
(viii) Bond calls, if material, and tender offers;		
(ix) Defeasances;		
(x) Release, substitution or sale of property securing repayment of the bonds, if material;		
(xi) Rating changes;		

B. CONTINUING DISCLOSURE REQUIREMENTS	Document Reference	Responsibility
(xii) Bankruptcy, insolvency, receivership or similar event of the obligated person;		
(xiii) 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;		
(xiv) Appointment of a successor or additional trustee or the change of name of a trustee, if material;		
(xv) Incurrence of a financial obligation of the obligated party, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and		
(xvi) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the obligated person, an of which reflect financial difficulties.		
(g) Failure of the obligated person to timely file financial information (including audited financial statements) and operating data with EMMA.		

B. CONTINUING DISCLOSURE REQUIREMENTS	Document Reference	Responsibility
2. Notification to Underwriters of Bonds. Determination of whether bond purchase agreement requires issuer of the bonds to notify underwriters for a specified period of time of any fact of event that might cause the official statement to contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made therein, in light of the circumstances in which they were made, not misleading.		
3. Information Required to be Filed with Other Entities.		
(a) Bond Trustee.		
(b) Master Trustee.		
(c) Rating Agency(ies).		
(d) Bond Insurer.		
(e) Credit Enhancer.		
Examples: (i) Financial records.		
(1) Annual.		
(2) Interim.		
(ii) Budgets.		
(iii) Issuance of additional bonds.		
(iv) Events of default.		
(v) Notices of redemption.		
(vi) Amendments to bond documents.		
4. Local Disclosure. State and/or local requirements, if any.		

C. MISCELLANEOUS STATE LAW AND DOCUMENT REQUIREMENTS	Document Reference	Responsibility
1. Security.		
(a) Proof of filing UCC statements with appropriate authorities as required by State procedures.		
(i) Initial UCC financing statements filed with appropriate authorities. UCC 9-5 15(a).		
(ii) Continuation statements filed by fifth anniversary. UCC 9-515(d).		
(iii) Transfer by government or governmental unit not requiring a UCC statement. UCC 9-102(a)(45) (UCC exception adopted in certain jurisdictions).		
(iv) Public finance transaction in connection with debt securities (all or portion of securities have initial stated maturity of 20 years; obligated party is State or State governmental unit) qualifies for 30-year filing. UCC 9-515(b).		
(v) Other local requirements or exceptions.		
(b) Proof of filing recorded mortgages, deeds of trust with appropriate authorities and proof of delivery of originals to trustee or custodian.		
2. Insurance.		
(a) Proof of receipt of final title policy and proof of delivery to trustee or custodian.		
(b) Monitor compliance with property and casualty insurance requirements.		

C. MISCELLANEOUS STATE LAW AND DOCUMENT REQUIREMENTS	Document Reference	Responsibility
3. Financial Covenants. Monitor compliance with rate covenant or other covenants not included in B(3) above.		
4. Transfer of Property.		
(a) Restrictions on transfer of cash.		
(b) Restrictions on releases of property.		
(c) Restrictions on granting liens or encumbering property.		
5. Investments. Compliance with permitted investments.		
6. Derivatives. Entering into and ongoing compliance with derivatives contracts. GFOA has created a Derivatives Checklist and a Recommended Practice on the Use of Debt-Related Derivatives Products and the Development of a Derivatives Policy to assist issuers with understanding these products. These documents can be found at: http://gfoa.org/services/rp/debt.shtml.		