

**BOARD OF SUPERVISORS
FINANCE/GOVERNMENT OPERATIONS AND
ECONOMIC DEVELOPMENT COMMITTEE
ACTION ITEM**

SUBJECT: **Bond Disclosure and Continuing Disclosure Policy**

ELECTION DISTRICT: Countywide

CRITICAL ACTION DATE: At the Pleasure of the Board

STAFF CONTACTS: John Sandy, Assistant County Administrator
Penny Newquist, Finance and Procurement
Janet Romanchyk, Finance and Procurement
Nicole Bradley, Finance and Procurement

PURPOSE: To establish policies and procedures for compliance with disclosure requirements in connection with County bond issuances.

RECOMMENDATION: Staff recommends that the Finance/Government Operations and Economic Development Committee (FGOEDC) recommend that the Board of Supervisors adopt the proposed Disclosure and Continuing Disclosure Policy as shown in Attachment 1, which establishes procedures for compliance with disclosure requirements in connection with County bond issuances. A summary of responsibilities under the policy is provided in Attachment 2.

BACKGROUND: Disclosures and continuing disclosure is a critical aspect of the issuance and sale of municipal securities. Each time the County issues bonds in a public offering, certain disclosure documents, including a Preliminary Official Statement (POS), an Official Statement (OS) and a credit presentation are prepared. As the corporate body of the County, the Board of Supervisors has the ultimate responsibility for the representations of the County within the disclosure documents.

The POS is the primary document used by underwriters to provide potential investors with detailed information, risk disclosures, and other material information about the County so that an informed decision may be made to invest in the County's bonds.

The OS includes final information about the securities including the offering price, interest rates, bond ratings and other terms of the bonds. The POS and OS include the County's "official" statements about its financial condition, the type of bonds, the projects to be financed and the sources of repayment for the bonds. In conjunction with the POS, a credit presentation is prepared

for the three bond rating agencies which also contains information about the County's prior and current financial and economic condition, the County's Capital Improvement Program, debt portfolio, and projects to be financed with the bonds, in order to receive a rating which is reported in the final Official Statement.

Because these disclosure documents are used by investors and bond rating agencies to make determinations about the County's bonds, it is critical that these documents do not contain any untrue or misleading statements of material fact or omit material facts. As part of the preparation of the POS and OS, County staff spends considerable time reviewing and analyzing the County's financial documents, including the adopted budget, the annual financial report and any other documents that are made public which contain information about the County financial or economic condition, to make sure that the updates made to the POS and OS are accurate across all documents.

Staff should assess and report on the County's compliance with prior continuing disclosure undertakings under its existing Continuing Disclosure Agreement at a minimum, annually. Any government or governmental entity issuing bonds has an obligation to meet specific continuing disclosure standards in compliance with U.S. Securities and Exchange Commission (SEC) Rule 15c2-12 under the Securities Exchange Act of 1934, as amended. Rule 15c2-12 requires underwriters to ensure that the state or local government bond issuers agree to file certain annual financial information and material event notices with the Municipal Securities Rulemaking Board on an ongoing basis, by executing a Continuing Disclosure Agreement (CDA) with each bond issuance. The CDA requires filing of the following information:

Annual Financial Information:

- Financial information and operating data for the issuer
- Audited financial statements of the issuer

Event Notices:

- Principal and interest payment delinquencies;
- Non-payment related defaults, if material;
- Unscheduled draws on debt service reserves reflecting financial difficulties;
- Unscheduled draws on credit enhancements reflecting financial difficulties;
- Substitution of credit or liquidity providers, or their failure to perform;
- Adverse tax opinions or other material events affecting the tax-exempt status of the Bonds;
- Modifications to rights of the holders
- Bond calls, if material, and tender offers;
- Defeasances;
- Release, substitution, or sale of property securing repayment of the Bonds, if material;
- Rating changes;
- Bankruptcy, insolvency, receivership or similar events;
- Merger, acquisition or sale of all issuer assets
- Appointment of a successor or additional trustee

The SEC has increased its focus on disclosures and continuing disclosure compliance over the last several years. On March 10, 2014, the SEC introduced the Municipalities Continuing Disclosure Cooperation Initiative (MCDC Initiative), which encourages issuers and underwriters of municipal securities to self-report any material misstatements made in Official Statements relating to outstanding bond issues with respect to the issuer's prior compliance with its continuing disclosure obligations as specified in Rule 15c2-12.

At its November 5, 2014 Business Meeting, the Board of Supervisors adopted a resolution authorizing staff to self-report any possible non-compliance related to prior continuing disclosure obligations as part of the MCDC Initiative (Attachment 3). This was a very important step in increasing the County's credibility in the market as well as demonstrating a good disclosure track record which is viewed favorably by investors, credit rating agencies and the public. Additionally, with the December 2014 revision to the Fiscal Policies, language was added to the Debt Management Policies section that states the County shall comply with all U.S. Internal Revenue Service rules and regulations regarding the issuance of tax-exempt debt, and with all SEC requirements for continuing disclosure of the County's financial condition, as well as all applicable Municipal Securities Rulemaking Board requirements.

Since that time, staff has proactively worked to develop comprehensive disclosure policies which provide formal written procedures to be followed for the preparation of disclosure documents, as well as the procedures for providing continuing disclosure information as required by the CDA in connection with each bond issuance. The proposed Disclosure and Continuing Disclosure Policy (Attachment 1) was developed by staff in the Department of Finance and Procurement, with the assistance of the County Attorney's Office and the County's Bond Counsel, Nixon Peabody. It is ideal to have the Board adopt disclosure policies prior to the County's next bond sale, which is planned in May 2016; and therefore, staff is requesting recommendation and subsequent adoption of the policies at this time. Staff in the Department of Finance and Procurement will review the policies annually, and bring any substantial and material changes to the Board for review and approval.

ISSUES: Currently, the County does not have formally written policies and procedures which document the process for preparing and disseminating disclosure documents or the filing of continuing disclosure information. Bond Counsel and staff believe that having formally written and adopted disclosure policies will not only assist staff in making sure that the proper review and analysis is done in preparation of the disclosure documents and that continuing disclosures are made in a timely fashion, but it will also assure the public that the County is committed to transparency regarding its financial condition when going to the market.

FISCAL IMPACT: There is no fiscal impact associated with the adoption of the Disclosure and Continuing Disclosure Policy.

ALTERNATIVES:

1. Recommend to the Board of Supervisors to adopt the proposed Disclosure and Continuing Disclosure Policy.

OR

2. Do not recommend adoption of the proposed Disclosure and Continuing Disclosure Policy and direct staff on how to proceed.

DRAFT MOTIONS:

1. I move that the Finance/Government Operations and Economic Development Committee recommend the Board of Supervisors adopt the Disclosure and Continuing Disclosure Policies as provided in Attachment 1.

AND

I further move that the Department of Finance and Procurement be delegated the responsibility to make administrative updates to the policies and procedures as needed, and will bring any material changes to the policies to the Board of Supervisors for review.

OR

2. I move an alternate motion.

ATTACHMENTS:

1. Proposed Disclosure and Continuing Disclosure Policy
2. Summary of Responsibilities for Disclosure Documents and Continuing Disclosure Filings
3. November 5, 2014 Board of Supervisors Action Item- Resolution Directing Actions in Connection with the Securities and Exchange Commission's Municipalities Continuing Disclosure Cooperative Initiative.



Loudoun County Government Disclosure and Continuing Disclosure Policies and Procedures

Effective April 21, 2016

Purpose:

When the County issues bonds or other debt instruments in a public offering, it is responsible under the federal securities laws for the completeness and accuracy of its Disclosure Documents. Specifically, the County needs to use reasonable efforts to ensure that the Disclosure Documents do not contain any untrue statement of material fact or omit a material fact necessary to make the statements included therein not misleading in any material respect, in light of the circumstances under which they were made. Additionally, underwriters are required to cause the County to enter into a written undertaking to provide ongoing post-issuance disclosures for the benefit of the holders of the County's bonds, pursuant to Rule 15c2-12 of the Securities and Exchange Commission (SEC).

The purpose of these policies and procedures is to:

- (a) ensure that the County's Disclosure Documents are accurate and complete, and comply with all applicable federal and state securities laws;
- (b) promote best practices regarding the preparation of the County's Disclosure Documents; and
- (c) identify roles and set forth responsibilities regarding the preparation, review and filing of Disclosure Documents.

Failure to comply with these Disclosure Policies will not affect the authorization or the validity or enforceability of any bonds, notes or other indebtedness that are otherwise issued by the County in accordance with law or imply a failure to comply with federal or state securities laws.

Definitions:

Bond Counsel: means the attorney or firm of attorneys of nationally recognized standing in the field of law relating to the issuance of obligations by state and municipal entities and federal securities laws selected and engaged by the County to advise the County with respect to the issuance, validity and, if applicable, tax-exempt status of its bonds.

Continuing Disclosure Agreement or CDA: means the County's contractual obligations to provide updates on an annual basis to certain financial information and operating data and to provide certain event notices in accordance with SEC Rule 15c2-12.

County Financing Disclosure Working Group: means the County's Debt Manager, Capital Budget Manager, Director of Management and Budget or designee, Controller, Deputy

Director and Director of the Department of Finance and Procurement, County Attorney (or his or her designee), the County's financial advisors and Bond Counsel. Note: Position titles and department names may change.

Data Group: means the members of the staff from the Department of Economic Development, Department of Management and Budget and Department of Planning and Zoning who provide periodic updates of the County's economic, demographic and operating (revenue and expenditures) data/indicators. Staff position titles of this group may include: Research Manager, Economist, Market Intelligence Manager and Demographer. Note: Position titles and department names may change.

Disclosure Documents: means (a) offering documents prepared in connection with a primary offering of bonds, such as the Preliminary Official Statement, including Appendix A – the County's Information Statement (the "POS") and the Final Official Statement, including Appendix A – the County's Information Statement (the "FOS"), (b) credit presentations, (c) financial information and operating data of the type included in the FOS, (d) audited financial statements (i.e., the County's Comprehensive Annual Financial Report (the "CAFR")), (e) event notices and any other filings with the MSRB, and (f) and any other documents that are reasonably likely to reach, in the normal course of business, investors or the securities markets with respect to the County's financial or operating condition or the County's bonds.

Disclosure Policies: means these disclosure policies, as they may be amended or supplemented from time to time.

MSRB: means the Municipal Securities Rulemaking Board or any other entity designated or authorized by the Securities and Exchange Commission to receive filings pursuant to SEC Rule 15c2-12.

Rule 15c2-12: means Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, including any official interpretations thereof.

General Principles Relating to Preparation of Disclosure Documents:

- a. Each person participating in the process of reviewing Disclosure Documents is responsible for raising potential disclosure items or issues at all times.
- b. The process of revising and updating Disclosure Documents should not be viewed as simply the mechanical insertion of more current information. Rather, everyone involved in the process should consider the need for updates and/or revisions in the form and content of the sections for which they are responsible.

Preparation of Certain Disclosure Documents in Connection with a Bond Issue:

The Controllers' office, under the supervision of the Director of Finance and Procurement of the County, and in consultation with the County's Bond Counsel and County Attorney's Office, will be responsible for facilitating the process of preparing, reviewing and filing certain Disclosure Documents, as described below.

- 1) Preliminary Official Statement/Final Official Statement (POS/FOS):
 - a. The Debt Manager will inform the Data Group and the County Financing Disclosure Working Group of an upcoming sale of bonds and proposed financing schedule.
 - b. The Debt Manager will disseminate to the Data Group the initial draft of the POS, with a deadline for completing the review and submitting all updates.
 - c. The Data Group is responsible for updating the information relative to the County included in the POS. Of particular import is that Appendix A and any other information concerning the County and that it is thoroughly and critically compared for accuracy against the CAFR.
 - d. After the Data Group has conducted its review of the initial draft of the POS, the Debt Manager, coordinating with Bond Counsel, will disseminate an updated POS incorporating comments from the Data Group to the County Financing Disclosure Working Group.
 - e. Prior to reviewing the updated POS, the members of the County Financing Disclosure Working Group will meet or participate by conference call upon the direction of the Debt Manager. At such meeting, the members of the County Financing Disclosure Working Group will consider the following topics:
 - i. Review and Analyze Reports and Other Information. The members of the County Financing Disclosure Working Group will review and discuss (i) the most recently published annual budget of the County, (ii) the most recently published CAFR of the County, including any letters or communications containing recommendations by the County's independent auditors, and (iii) any other documents as directed by the Debt Manager, Controller or the County Attorney's Office.
 - ii. Structural Balance of the Budget and Financial Condition of the County. The members of the County Financing Disclosure Working Group will discuss the current internal projections of revenues and expenditures of the County and in connection therewith: (i) the existence of any structural deficit or surplus, (ii) the reasonableness

of the assumptions underlying such internal projections and (iii) any internal or external risks to the operations of the County that challenge any of such assumptions.

- iii. Contingent Risks. The members of the County Financing Disclosure Working Group will discuss the following contingent risk matters: (i) whether the County is properly insured against the risks to its operations, (ii) the County's exposure to investment losses or other investments. (iii) any material litigation that is pending or, to the knowledge of the members, threatened against the County and (iv) whether disclosure of uninsured risks is adequate.
 - iv. Continuing Disclosure Compliance. At the meeting, the Debt Manager will designate one or more members of the County Financing Disclosure Working Group to assess and report on the County's compliance with its prior continuing disclosure undertakings under its existing CDAs.
 - v. Website Review. At the meeting, the Debt Manager will designate one or more members of the County Financing Disclosure Working Group to compare the County's financial information and operating data published on the County's website against the County's financial information and operating data included in the POS, to ensure consistency.
- f. After the County Financing Disclosure Working Group has met to consider the above-mentioned subjects, the members will review the updated POS. The Debt Manager will set a deadline for completing such review. The County Financing Disclosure Working Group will then meet or participate by conference call upon the direction of the Debt Manager in order to make the following determinations:
- i. Does the POS fully and accurately present the County's financial condition and operations, litigation status, continuing disclosure history and any other County-specific information included therein?
 - ii. Does the POS omit any material information regarding the County, including any information discussed at the meeting?
 - iii. Do any unexplained and material differences exist in the presentation of the information included in the POS compared to: (1) the information included in the County's most recent CAFR, (2) the information available on the County's website, or (3) the matters raised during the County Financing Disclosure Working Group's initial meeting?

- iv. Should the County conduct any additional investigations into its financial condition, operations or other matters in order to address any inconsistent, inaccurate or missing information in respect to the POS?
- g. The Debt Manager will be responsible for (i) addressing and resolving any issues that are raised during the meetings of the County Finance Disclosure Working Group and (ii) coordinating with the County Attorney's Office and Bond Counsel to make any necessary modifications to the POS prior to printing.
- h. The Controller, Deputy Director and Director of Finance and Procurement are responsible for the final review of the POS and confirming with the Debt Manager, County Attorney's Office, Bond Counsel and the financial advisors that the POS is in final form for printing.
- i. Once confirmation has been given to Bond Counsel that the Official Statement is in final form, Bond Counsel will coordinate the printing of the POS and confirm the filing of the POS on the MSRB's Electronic Municipal Market Access system ("EMMA") website.
- j. After printing and filing of the POS, if any member of the Data Group, County Finance Disclosure Working Group or other County employee becomes aware of any information that calls into question the accuracy or completeness of the statements contained in the POS, he or she must immediately notify the Debt Manager, who in turn will notify Bond Counsel and the County Attorney's Office. Bond Counsel and the County Attorney's Office, in consultation with the Debt Manager, Controller, Deputy Director and Director of Finance and Procurement, will make a determination regarding whether or not such information requires the printing and posting of a supplement to the POS.
- k. After the pricing of the bond issuance, Bond Counsel will prepare the FOS, which will be identical to the POS except for the inclusion of the final pricing information for the bond issuance and other information dependent upon or determined as part of the pricing.
- l. After printing and posting of the FOS, if any member of the Data Group, County Finance Disclosure Working Group or other County employee becomes aware of any information that calls into question the accuracy or completeness of the statements contained in the FOS, he or she must immediately notify the Debt Manager, who in turn will notify Bond Counsel and the County Attorney's Office. Bond Counsel and the County Attorney's Office, in consultation with the Debt Manager, Controller, Deputy Director and Director of Finance and Procurement, will make a determination regarding whether or not such information requires the printing and posting of a supplement to the FOS.

2) Credit Presentation:

- a. Simultaneously with the dissemination of the electronic version of the POS, the Debt Manager will also disseminate the most recent draft of the credit presentation to the Data Group for review, with a deadline for completing the review and submitting any updates.
- b. After the Data Group has conducted its review of the draft credit presentation, the Debt Manager will disseminate an updated version of the credit presentation incorporating comments from the Data Group to the County Financing Disclosure Working Group for review, with a deadline for completing the review and submitting all updates.
- c. After the County Financing Disclosure Working Group has conducted its review of the draft credit presentation, the Debt Manager will disseminate an updated version of the credit presentation incorporating comments from the County Financing Disclosure Working Group to the Controller, Deputy Director and the Director of the Department of Finance and Procurement, as well as the County Administrator (if the presentation is for the New York presentation or County tour presentation).
- d. The Controller, Deputy Director and the Director of the Department of Finance and Procurement, as well as the County Administrator (if the presentation is for the New York presentation or County tour presentation) are responsible for the final review of the credit presentation and confirming with the financial advisors that the credit presentation is in final form.
- e. Copies of the final presentation will be provided to the Chair of the Board of Supervisors and the Chair of the Finance/Government Operations and Economic Development Committee in advance of the presentation (if the presentation is for the New York presentation or County tour presentation).
- f. Once confirmation has been given to the financial advisors that the credit presentation is in final form, financial advisors will send a copy of the credit presentation to the rating agencies in advance of the presentation.

Continuing Disclosure Filings:

The CDA, which is executed by the County at the closing of each bond issuance, evidences the County's commitment to provide on-going disclosure in accordance with SEC Rule 15c2-12.

The Controllers' office, under the supervision of the Director of Finance and Procurement of the County, and in consultation with the County's Bond Counsel and County Attorney's Office, will be responsible for: (i) confirming the disclosure filing requirements under each

of the County's CDAs and (ii) coordinating the filing of such disclosures, as outlined in this section.

Required Disclosure Filings

SEC Rule 15c2-12 generally requires the County to provide the following information:

- 1) Annual Financial Information:
 - (a) Financial information and operating data of the type included in FOS, as specified in the CDA;
 - (b) Audited financial statements for the County (i.e., the County's CAFR) and, if such audited financial statements are not available, unaudited financial statements; and
 - (c) If such annual financial information will not be filed by the date specified in each CDA, notice of a failure to timely file such annual financial information.

- 2) Notice of the Following Events:
 - (a) principal and interest payment delinquencies;
 - (b) non-payment related defaults, if material;
 - (c) unscheduled draws on debt service reserves reflecting financial difficulties;
 - (d) unscheduled draws on credit enhancements reflecting financial difficulties;
 - (e) substitution of credit or liquidity providers, or their failure to perform;
 - (f) adverse tax opinions or 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 bonds, or other material events affecting the tax-exempt status of the bonds;
 - (g) modifications to rights of the holders (including Beneficial Owners) of the bonds, if material;
 - (h) bond calls, if material, and tender offers;
 - (i) defeasances;
 - (j) release, substitution, or sale of property securing repayment of the bonds, if material;
 - (k) rating changes;
 - (l) bankruptcy, insolvency, receivership or similar events;
 - (m) 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
 - (n) appointment of a successor or additional trustee or the change of name of a trustee, if material.

The County is required to file the annual financial information and event notices described above with the MSRB through the EMMA system. The EMMA system is located at <http://emma.msrb.org>. Such filings must be made in a word-searchable PDF format. Filing instructions for EMMA can be found on the department's G drive at: G:\Financial Services\Debt Management\EMMA Disclosures.

The County must file the annual financial information and operating data and audited financial statements within 180 days after the end of the County's fiscal year, which ends June 30 (i.e., no later than **December 27th annually**) with the MSRB through the EMMA system. If the County is unable to meet this deadline, it must file a notice specifying such failure with EMMA. A form of such notice is attached hereto as Exhibit A.

The members of the County Financing Disclosure Working Group will meet or participate by conference call upon the direction of the Debt Manager to review the accuracy and completeness of the annual financial information and operating data. The annual financial information and operating data will be submitted to the Controller, Deputy Director and the Director of the Department of Finance and Procurement for final approval prior to filing on EMMA.

Notice of the events listed above must be filed with EMMA within **10 business days** of the occurrence of the event. The County Attorney's Office and Bond Counsel should be immediately notified of the occurrence or suspected occurrence of any such event, in order to determine whether or not the filing of an event notice is required or otherwise desirable. If it is determined that the filing of an event notice is required or otherwise desirable, then the Controller's office will work with Bond Counsel to prepare and file the necessary notice.

Voluntary Disclosure Filings

The Department of Finance and Procurement, with advice from the County Attorney's Office and Bond Counsel, will periodically determine whether changes in the County's financial operations or condition from the prior year, or the occurrence of any event or fact which does not require a notice filing under Rule 15c2-12, would, if disclosed on EMMA, materially change the total mix of information about the County that is available to investors on EMMA. If such changes or events have occurred, then a voluntary disclosure statement disclosing such results, event, or fact will be prepared and reviewed by the County Attorney's Office and Bond Counsel. Such voluntary disclosure statement will be forwarded to the Debt Manager for review and comment. The voluntary disclosure statement will be submitted to the Controller, Deputy Director and the Director of the Department of Finance and Procurement for final approval prior to filing on EMMA.

Website:

The Controllers' office, under the supervision of the Director of Finance and Procurement of the County, will review, or cause to be reviewed, the County's website at least annually, in order to confirm the accuracy and completeness of the County's financial information and operating data. The County officials charged with such review will confirm in writing

(which may be by email) to the County Attorney's Office that such review has been performed. Such review of the website is necessary in order to ensure that (a) material information that is no longer up to date is removed from the website or moved to a clearly labeled archives page; (b) all material financial and operating information is presented as of a specific date with appropriate disclaimers as to the currency of the information; (c) no material forward-looking statements (projections, forecasts, etc.) are included unless they are based on reasonable assumptions and are accompanied by a description of the substantial risks to achieving the forecasted results; and (d) any material information presented is consistent with the knowledge of such persons and not internally inconsistent.

Disclosure Practices Training:

Training for the Board of Supervisors, the County officials comprising the County Financing Disclosure Working Group and the Data Group will be conducted by Bond Counsel. It is intended that this training will assist these individuals in (1) understanding their responsibilities; (2) identifying significant items which may need to be included in the Disclosure Documents; and (3) reporting issues and concerns relating to disclosure. A refresher training program will be conducted no less frequently than annually for the Data Group, any new members of the Board of Supervisors and any new County officials comprising the County Financing Disclosure Working Group and once every three years for carryover Board Members and County Officials comprising the County Financing Disclosure Working Group; provided that such training may occur more frequently if necessary to address any material changes in law or these Disclosure Policies.

Compliance with and Review of Disclosure Policies:

The Controllers' office will be responsible for: (i) maintaining appropriate records of compliance with these Disclosure Policies and (ii) periodically reviewing and updating these Disclosure Policies, with such review occurring no less frequently than annually.

EXHIBIT A

FORM OF NOTICE OF FAILURE TO PROVIDE
ANNUAL FINANCIAL INFORMATION

LOUDOUN COUNTY, VIRGINIA

Name of Bonds/

Base CUSIP Numbers: [545896, 545909, 54589N, 54709R, 54589T]

NOTICE IS HEREBY GIVEN that LOUDOUN COUNTY, VIRGINIA (the "County") is not expected to file its audited financial statements and operating data for the fiscal year ended June 30, 20__ (the "Annual Disclosure Information") within the time period required by the County's continuing disclosure agreements entered into in connection with its outstanding bonds. Such Annual Disclosure Information consists of audited financial statements of the County, prepared in accordance with generally accepted accounting principles, and the operating data with respect to the County of the type described in the subsection of the County's Official Statements entitled "Operating Data." Such Annual Disclosure Information is required to be filed by December 27, 20__, which is 180 days after the County's fiscal year end. The County anticipates that the Annual Disclosure Information will be filed on or before _____, 20__.

Dated: _____, 20__

LOUDOUN COUNTY, VIRGINIA

Summary of Responsibilities for Disclosure Documents and Continuing Disclosure Filings

Preliminary Official Statement/Final Official Statement			
Data Group	County Financing Disclosure Working Group	Department of Finance and Procurement	Bond Counsel
<ul style="list-style-type: none"> Provides updates to economic, demographic and operating (revenue and expenditures) data 	<ul style="list-style-type: none"> Provides analytical review for accuracy against all County financial documents, and changes in County's operating and economic status 	<ul style="list-style-type: none"> Coordinates with County Attorney's Office and Bond Counsel throughout the review process Provides final review and sign off on POS and FOS 	<ul style="list-style-type: none"> Provides advice and counsel throughout the document preparation and review process Coordinates printing and posting of POS and FOS

Credit Presentation			
Data Group	County Financing Disclosure Working Group	Department of Finance and Procurement	Financial Advisors
<ul style="list-style-type: none"> Provides updates to economic, demographic and operating (revenue and expenditures) data 	<ul style="list-style-type: none"> Provides review for accuracy against all County financial documents, and changes in County's operating and economic status 	<ul style="list-style-type: none"> Final review and sign off from Controller, Deputy Director, Director and the County Administrator (if presentation is for the New York or County tour presentation) Provides copies of the final presentation to the Chair of the Board of Supervisors and the Chair of the Finance/Government Operations and Economic Development Committee (if presentation is for the New York or County tour presentation) 	<ul style="list-style-type: none"> Provides additional input as needed Disseminates the final presentation to the bond rating agencies in advance of the presentation

Summary of Responsibilities for Disclosure Documents and Continuing Disclosure Filings

Continuing Disclosure Filings		
County Financing Disclosure Working Group	Department of Finance and Procurement	Bond Counsel and County Attorney's Office
<ul style="list-style-type: none"> • Reviews the accuracy and completeness of the County's annual financial information and operating data 	<ul style="list-style-type: none"> • Ensures compliance with Continuing Disclosure Agreements • Annual filing of County's financial information and operating data • Preparation of the County's audited financial statements (CAFR) and filing on EMMA by December 27 annually • Notify Bond Counsel and County Attorney's Office of occurrence or suspected occurrence of events • Ongoing disclosure of material events as necessary and per the direction or advice of Bond Counsel and the County's Attorney's Office 	<ul style="list-style-type: none"> • Advises the Department of Finance and Procurement of whether or not the filing of an event notice is required or otherwise desirable • Advises the Department of Finance and Procurement if Voluntary Disclosure Filings of events which are NOT required to be filed should be filed. • Prepares voluntary disclosures statements and submits for review to the Department of Finance and Procurement



Loudoun County, Virginia

www.loudoun.gov

Office of the County Administrator

1 Harrison Street, S.E., 5th Floor, P.O. Box 7000, Leesburg, VA 20177-7000

Telephone (703) 777-0200 • Fax (703) 777-0325

At a business meeting of the Board of Supervisors of Loudoun County, Virginia, held in the County Government Center, Board of Supervisors' Meeting Room, 1 Harrison St., S.E., Leesburg, Virginia, on Wednesday, November 5, 2014 at 4:00 p.m.

IN RE: RESOLUTION DIRECTING ACTIONS IN CONNECTIONS WITH THE SECURITIES AND EXCHANGE COMMISSION'S MUNICIPALITIES CONTINUING DISCLOSURE COOPERATION INITIATIVE

Mr. Buona moved that the Board of Supervisors approve the resolution entitled "RESOLUTION DIRECTING CERTAIN ACTIONS IN CONNECTION WITH THE SECURITIES EXCHANGE COMMISSION'S MUNICIPALITIES CONTINUING DISCLOSURE COOPERATIVE INITIATIVE.

Seconded by Mr. Williams.

Voting on the Motion: Supervisors Buona, Clarke, Delgaudio, Higgins, Letourneau, Reid, Volpe, Williams and York – Yes; None – No.


DEPUTY CLERK FOR THE LOUDOUN
COUNTY BOARD OF SUPERVISORS

(18-RESOLUTION DIRECTING ACTIONS IN CONNECTIONS WITH THE SECURITIES AND EXCHANGE COMMISSION'S MUNICIPALITIES CONTINUING DISCLOSURE COOPERATION INITIATIVE)

**RESOLUTION DIRECTING CERTAIN ACTIONS
IN CONNECTION WITH
THE SECURITIES EXCHANGE COMMISSION'S
MUNICIPALITIES CONTINUING DISCLOSURE COOPERATIVE INITIATIVE**

WHEREAS, the Board of Supervisors (the "**Board**") of Loudoun County, Virginia (the "**County**") has issued multiple series of its general obligation bonds and bonds through the Industrial Development Authority of Loudoun County, Virginia and the Fairfax County Economic Development Authority (collectively, the "**Bonds**"), all of which were subject to the requirements of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (the "**Rule**") by the Securities Exchange Commission (the "**SEC**"); and

WHEREAS, pursuant to the Rule, which governs the ability of investment banking firms to purchase and sell bonds issued by public agencies, including the County, the County was obligated pursuant to the terms of continuing disclosure certificates or agreements executed and delivered in connection with each issue of Bonds (generally, "**Continuing Disclosure Undertakings**") to provide annual reports (the "**Annual Reports**") to the municipal marketplace, to provide notices of certain material or significant events following the date of delivery of the related series of Bonds (generally, the "**Required Notices**") and other information, including certain tables and interim budget reports of the County (the "**Other Obligations**," and together with the Annual Reports and the Required Notices, the "**Required Reports**"); and

WHEREAS, the County has determined, based upon reviews currently being conducted by the County and Nixon Peabody LLP, Bond Counsel to the County ("**Bond Counsel**"), that not all of the Required Reports were filed in strict compliance with the respective Continuing Disclosure Undertakings and that such occurrences may not have been properly disclosed in certain of the official statements for the Bonds (the "**Official Statements**") as required by the Rule; and

WHEREAS, on March 10, 2014, the SEC introduced the Municipalities Continuing Disclosure Cooperative Initiative (the "**MCDC Initiative**") to encourage issuers, such as the County, and underwriters of municipal securities to self-report material misstatements in final official statements relating to prior compliance by issuers with their continuing disclosure obligations; and

WHEREAS, under the MCDC Initiative the County has a single opportunity to self-report any possible material misstatements concerning prior compliance with its Required Reports in the Official Statements and to take any additional steps required by the SEC, by completing the SEC's MCDC Initiative questionnaire (the "**MCDC Questionnaire**") a form of which is attached hereto as Exhibit B; and

WHEREAS, it is the understanding of the County that at least one of the underwriters of the Bonds has reported to the SEC one or more instances of a possible material misstatement concerning prior compliance with its Required Reports in the Official Statements; and

WHEREAS, the MCDC Initiative requires the MCDC Questionnaire be filed with the SEC no later than December 1, 2014 (the "Filing Deadline"), and Bond Counsel has recommended that the County file a completed MCDC Questionnaire with the SEC on or before that date;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF LOUDOUN COUNTY, VIRGINIA:

Section 1. Recitals. The above recitals are true and correct.

Section 2. Direction to File Report. The County Administrator or the Director of Management and Financial Services of the County or such other officer of the County as any such authorized officer may designate (each, an "**Authorized County Representative**"), are hereby authorized and directed to cause Bond Counsel to prepare the MCDC Questionnaire and include therein the list of possible misstatements in the Official Statements attached hereto as Exhibit A (the "**Reporting Summary**") regarding the County's compliance with the Required Reports, as well as any additional possible misstatements that may be identified by the County on or prior to the Filing Deadline.

Section 3. Cooperation with SEC. In the event that representatives of the SEC shall respond to the filing of the MCDC Questionnaire, the Authorized County Representatives, in conjunction with Bond Counsel, are directed to participate in conferences and negotiate the terms of any settlement with the SEC. County staff shall, independent of any mandated improvements in County procedures by the SEC, work with Bond Counsel to develop a standard policy and procedures for the future preparation of Required Reports under the Rule and a training program, as may be necessary or advisable, to insure that County staff remains current on the requirements of the Rule.

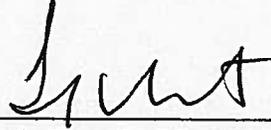
Section 4: Further Authorization. The County Administrator or the Director of Management and Financial Services of the County or any Authorized County Representative, shall be and they are hereby authorized and directed to take such additional actions consistent with the intent of this Resolution in connection with the MCDC Initiative as Bond Counsel may recommend.

Section 5. Effective Date. This Resolution shall take effect from and after its adoption.

The undersigned Clerk of the Board of Supervisors of Loudoun County, Virginia, certifies that the foregoing constitutes a true and correct extract from the minutes of a meeting of the Board of Supervisors held on November 5, 2014, and of the whole thereof so far as applicable to the matters referred to in such extract.

WITNESS my signature and the seal of the Board of Supervisors of Loudoun County, Virginia, this 19 day of November 2014.

(SEAL)



Clerk, Board of Supervisors of
Loudoun County, Virginia

EXHIBIT A

Issuer	Name of Issue	Date of Official Statement	Possible Omitted Disclosure or Misstatement
Loudoun County, Virginia	General Obligation Refunding Bonds, Series 2009A and 2009B	March 20 and May 8, 2009	Possible late filing of Fiscal Year 2006, 2007 Audited Financial Statements and statement that County had not failed to comply in any material respects with previous undertakings
Loudoun County, Virginia	General Obligation Refunding Bonds, Series 2010A	April 8, 2010	Possible late filing of Fiscal Year 2006, 2007 and 2009 Audited Financial Statements and statement that County had not failed to comply in any material respects with previous undertakings
Loudoun County, Virginia	General Obligation Refunding Bonds, Series 2010B-1 and B-2	June 22, 2010	Possible late filing of Fiscal Year 2006, 2007, 2009-2010 Audited Financial Statements and statement that County had not failed to comply in any material respects with previous undertakings



**U.S. SECURITIES AND EXCHANGE COMMISSION
DIVISION OF ENFORCEMENT**

**MUNICIPALITIES CONTINUING DISCLOSURE COOPERATION INITIATIVE
QUESTIONNAIRE FOR SELF-REPORTING ENTITIES**

NOTE: The information being requested in this Questionnaire is subject to the Commission's routine uses. A list of those uses is contained in SEC Form 1662, which also contains other important information.

1. Please provide the official name of the entity that is self-reporting ("Self-Reporting Entity") pursuant to the MCDC Initiative along with contact information for the Self-Reporting Entity:

Individual Contact Name:

Individual Contact Title:

Individual Contact telephone:

Individual Contact Fax number:

Individual Contact email address:

Full Legal Name of Self-Reporting Entity:

Mailing Address (number and street):

Mailing Address (city):

Mailing Address (state):

Mailing Address (zip):

2. Please identify the municipal bond offering(s) (including name of Issuer and/or Obligor, date of offering and CUSIP number) with Official Statements that may contain a materially inaccurate certification on compliance regarding prior continuing disclosure obligations (for each additional offering, attach an additional sheet or separate schedule):

State:

Full Name of Issuing Entity:

Full Legal Name of Obligor (if any):

Full Name of Security Issue:

Initial Principal Amount of Bond Issuance:

Date of Offering:

Date of final Official Statement (format MMDDYYYY):

Nine Character CUSIP number of last maturity:

3. Please describe the role of the Self-Reporting Entity in connection with the municipal bond offerings identified in Item 2 above (select Issuer, Obligor or Underwriter):

- Issuer
- Obligor
- Underwriter

4. Please identify the lead underwriter, municipal advisor, bond counsel, underwriter's counsel and disclosure counsel, if any, and the primary contact person at each entity, for each offering identified in Item 2 above (attach additional sheets if necessary):

Senior Managing Underwriting Firm:

Primary Individual Contact at Underwriter:

Financial Advisor:

Primary Individual Contact at Financial Advisor:

Bond Counsel Firm:

Primary Individual Contact at Bond Counsel:

Law Firm Serving as Underwriter's Counsel:

Primary Individual Contact at Underwriter's Counsel:

Law Firm Serving as Disclosure Counsel:

Primary Individual Contact at Disclosure Counsel:

5. Please include any facts that the Self-Reporting Entity would like to provide to assist the staff of the Division of Enforcement in understanding the circumstances that may have led to the potentially inaccurate statements (attach additional sheets if necessary):

On behalf of _____

I hereby certify that the Self-Reporting Entity intends to consent to the applicable settlement terms under the MCDC Initiative.

By: _____

Name of Duly Authorized Signer:

Title:

**BOARD OF SUPERVISORS
ACTION ITEM**

SUBJECT: **Resolution Directing Actions in Connection with the Securities and Exchange Commission's Municipalities Continuing Disclosure Cooperative Initiative**

ELECTION DISTRICT: Countywide

CRITICAL ACTION DATE: December 1, 2014

STAFF CONTACTS: Ben Mays, CFO
Martina Williams, Debt Manager
Janet Romanchyk, Controller

PURPOSE: To authorize staff to comply with the Securities and Exchange Commission's Municipalities Continuing Disclosure Cooperative Initiative of self-reporting any possible non-compliance of previous continuing disclosure obligations by the December 1, 2014 deadline.

RECOMMENDATIONS: Staff recommends the Board of Supervisors approve the resolution authorizing staff to self-report any possible non-compliance related to prior continuing disclosure obligations as part of the U.S. Securities and Exchange Commission's Municipalities Continuing Disclosure Cooperative Initiative.

BACKGROUND: On March 10, 2014, the U.S. Securities and Exchange Commission (SEC) introduced the Municipalities Continuing Disclosure Cooperation Initiative (MCDC Initiative). The initiative encourages issuers and underwriters of municipal securities to self-report any material misstatements made in official statements relating to outstanding bond issues (the Official Statements) with respect to the issuer's prior compliance with its continuing disclosure obligations specified in Rule 15c2-12 under the Securities Exchange Act of 1934 (Rule 15c2-12).

Rule 15c2-12 requires Official Statements to contain, among other things, a description of any instances in the previous five years in which the issuer failed to comply, in all material respects, with any previous undertaking to provide such continuing disclosure. Additionally, Rule 15c2-12 prohibits underwriters from purchasing or selling municipal securities unless the underwriter has reasonably determined that the issuer has undertaken to provide continuing disclosure for that security.

While Rule 15c2-12 applies only to underwriters, the SEC will construe false statements by issuers in Official Statements regarding compliance with continuing disclosure obligations as securities law violations under Section 17(a) of the Securities Act of 1933 and/or Section 10(b) of the Securities Exchange Act. Due to the typical five-year statute of limitations for securities law violations, the MCDC Initiative covers bond transactions dating back to September 2009.

However, since final official statements must disclose compliance failures for the five years prior, the scope of the initiative actually looks back to 2004.

ISSUES: The MCDC Initiative provides a one-time opportunity for issuers and underwriters to address material misstatements in Official Statements regarding compliance with continuing disclosure obligations. The SEC deadline for underwriters to self-report was September 10, 2014. The deadline for issuers was extended to December 1, 2014 in response to concerns raised by many industry groups such as the Government Finance Officers Association and the National Association of Bond Lawyers. These concerns center on questions of interpretation regarding the meaning of materiality in the context of the MCDC Initiative and difficulties researching prior disclosures.

Our Bond Counsel, Nixon Peabody, as well as County staff, have been conducting a comprehensive review of prior official statements and continuing disclosure filings for the required 10 year period. When considering whether to self-report, continuing disclosure undertakings, actual filing history and prior official statements must be reviewed to determine whether the official statements contain any misstatement, and if so, whether such misstatement is material within the meaning of the general antifraud provisions of the federal securities law.

Exhibit A of Attachment 1 is a list of possible misstatements in the County's Official Statements that have been identified to date. It is staff's understanding that at least one underwriter has self-reported to the SEC one or more instances of material misstatements concerning the County's prior compliance with disclosures. Bond Counsel has recommended staff request authority from the Board to self-report any possible non-compliance related to prior continuing disclosure obligations as part of the U.S. Securities and Exchange Commission's MCDC Initiative. Staff is not currently aware of any other substantive issues with official statements.

FISCAL IMPACT: The SEC may file enforcement actions, under Section 17(a) of the Securities Act, and/or Section 10(b) of the Securities Exchange Act against issuers for inaccurately stating in Official Statements that they have complied with their prior continuing disclosure obligations. For eligible issuers who participate in the MCDC Initiative, the SEC's Enforcement Division will recommend that the SEC accept a settlement pursuant to which the issuer consents to the institution of a cease and desist proceeding for a negligent violation of the federal antifraud laws. The Enforcement Division will also recommend a settlement in which the issuer neither admits nor denies the findings of the SEC. The settlement to be recommended by the Enforcement Division must contain certain undertakings by the issuer, including establishing appropriate policies, procedures and training regarding continuing disclosure obligations and cooperating with any subsequent SEC investigation. As part of the settlement, the Enforcement Division will recommend that there is no monetary fine for the issuer.

DRAFT MOTION(S):

1. I move that the Board of Supervisors approve the resolution entitled "RESOLUTION DIRECTING CERTAIN ACTIONS IN CONNECTION WITH THE SECURITIES EXCHANGE COMMISSION'S MUNICIPALITIES CONTINUING DISCLOSURE COOPERATIVE INITIATIVE.

OR

2. I move an alternate motion.

ATTACHMENTS:

1. RESOLUTION DIRECTING CERTAIN ACTIONS IN CONNECTION WITH THE SECURITIES EXCHANGE COMMISSION'S MUNICIPALITIES CONTINUING DISCLOSURE COOPERATIVE INITIATIVE
 - EXHIBIT A – List of possible Omitted Disclosure or Misstatements
 - EXHIBIT B – Municipalities Continuing Disclosure Cooperation Initiative Questionnaire for Self-Reporting Entities

**RESOLUTION DIRECTING CERTAIN ACTIONS
IN CONNECTION WITH
THE SECURITIES EXCHANGE COMMISSION'S
MUNICIPALITIES CONTINUING DISCLOSURE COOPERATIVE INITIATIVE**

WHEREAS, the Board of Supervisors (the "**Board**") of Loudoun County, Virginia (the "**County**") has issued multiple series of its general obligation bonds and bonds through the Industrial Development Authority of Loudoun County, Virginia and the Fairfax County Economic Development Authority (collectively, the "**Bonds**"), all of which were subject to the requirements of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (the "**Rule**") by the Securities Exchange Commission (the "**SEC**"); and

WHEREAS, pursuant to the Rule, which governs the ability of investment banking firms to purchase and sell bonds issued by public agencies, including the County, the County was obligated pursuant to the terms of continuing disclosure certificates or agreements executed and delivered in connection with each issue of Bonds (generally, "**Continuing Disclosure Undertakings**") to provide annual reports (the "**Annual Reports**") to the municipal marketplace, to provide notices of certain material or significant events following the date of delivery of the related series of Bonds (generally, the "**Required Notices**") and other information, including certain tables and interim budget reports of the County (the "**Other Obligations**," and together with the Annual Reports and the Required Notices, the "**Required Reports**"); and

WHEREAS, the County has determined, based upon reviews currently being conducted by the County and Nixon Peabody LLP, Bond Counsel to the County ("**Bond Counsel**"), that not all of the Required Reports were filed in strict compliance with the respective Continuing Disclosure Undertakings and that such occurrences may not have been properly disclosed in certain of the official statements for the Bonds (the "**Official Statements**") as required by the Rule; and

WHEREAS, on March 10, 2014, the SEC introduced the Municipalities Continuing Disclosure Cooperative Initiative (the "**MCDC Initiative**") to encourage issuers, such as the County, and underwriters of municipal securities to self-report material misstatements in final official statements relating to prior compliance by issuers with their continuing disclosure obligations; and

WHEREAS, under the MCDC Initiative the County has a single opportunity to self-report any possible material misstatements concerning prior compliance with its Required Reports in the Official Statements and to take any additional steps required by the SEC, by completing the SEC's MCDC Initiative questionnaire (the "**MCDC Questionnaire**") a form of which is attached hereto as Exhibit B; and

WHEREAS, it is the understanding of the County that at least one of the underwriters of the Bonds has reported to the SEC one or more instances of a possible material misstatement concerning prior compliance with its Required Reports in the Official Statements; and

WHEREAS, the MCDC Initiative requires the MCDC Questionnaire be filed with the SEC no later than December 1, 2014 (the “Filing Deadline”), and Bond Counsel has recommended that the County file a completed MCDC Questionnaire with the SEC on or before that date;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF LOUDOUN COUNTY, VIRGINIA:

Section 1. Recitals. The above recitals are true and correct.

Section 2. Direction to File Report. The County Administrator or the Director of Management and Financial Services of the County or such other officer of the County as any such authorized officer may designate (each, an “**Authorized County Representative**”), are hereby authorized and directed to cause Bond Counsel to prepare the MCDC Questionnaire and include therein the list of possible misstatements in the Official Statements attached hereto as Exhibit A (the “**Reporting Summary**”) regarding the County’s compliance with the Required Reports, as well as any additional possible misstatements that may be identified by the County on or prior to the Filing Deadline.

Section 3. Cooperation with SEC. In the event that representatives of the SEC shall respond to the filing of the MCDC Questionnaire, the Authorized County Representatives, in conjunction with Bond Counsel, are directed to participate in conferences and negotiate the terms of any settlement with the SEC. County staff shall, independent of any mandated improvements in County procedures by the SEC, work with Bond Counsel to develop a standard policy and procedures for the future preparation of Required Reports under the Rule and a training program, as may be necessary or advisable, to insure that County staff remains current on the requirements of the Rule.

Section 4: Further Authorization. The County Administrator or the Director of Management and Financial Services of the County or any Authorized County Representative, shall be and they are hereby authorized and directed to take such additional actions consistent with the intent of this Resolution in connection with the MCDC Initiative as Bond Counsel may recommend.

Section 5. Effective Date. This Resolution shall take effect from and after its adoption.

The undersigned Clerk of the Board of Supervisors of Loudoun County, Virginia, certifies that the foregoing constitutes a true and correct extract from the minutes of a meeting of the Board of Supervisors held on November __, 2014, and of the whole thereof so far as applicable to the matters referred to in such extract.

WITNESS my signature and the seal of the Board of Supervisors of Loudoun County, Virginia, this ___ day of _____ 2014.

(SEAL)

Clerk, Board of Supervisors of
Loudoun County, Virginia

EXHIBIT A

Issuer	Name of Issue	Date of Official Statement	Possible Omitted Disclosure or Misstatement
Loudoun County, Virginia	General Obligation Refunding Bonds, Series 2009A and 2009B	March 20 and May 8, 2009	Possible late filing of Fiscal Year 2006, 2007 Audited Financial Statements and statement that County had not failed to comply in any material respects with previous undertakings
Loudoun County, Virginia	General Obligation Refunding Bonds, Series 2010A	April 8, 2010	Possible late filing of Fiscal Year 2006, 2007 and 2009 Audited Financial Statements and statement that County had not failed to comply in any material respects with previous undertakings
Loudoun County, Virginia	General Obligation Refunding Bonds, Series 2010B-1 and B-2	June 22, 2010	Possible late filing of Fiscal Year 2006, 2007, 2009-2010 Audited Financial Statements and statement that County had not failed to comply in any material respects with previous undertakings

Exhibit B



**U.S. SECURITIES AND EXCHANGE COMMISSION
DIVISION OF ENFORCEMENT**

**MUNICIPALITIES CONTINUING DISCLOSURE COOPERATION INITIATIVE
QUESTIONNAIRE FOR SELF-REPORTING ENTITIES**

NOTE: The information being requested in this Questionnaire is subject to the Commission’s routine uses. A list of those uses is contained in [SEC Form 1662](#), which also contains other important information.

1. Please provide the official name of the entity that is self-reporting (“Self-Reporting Entity”) pursuant to the MCDC Initiative along with contact information for the Self-Reporting Entity:

Individual Contact Name:
Individual Contact Title:
Individual Contact telephone:
Individual Contact Fax number:
Individual Contact email address:

Full Legal Name of Self-Reporting Entity:
Mailing Address (number and street):
Mailing Address (city):
Mailing Address (state):
Mailing Address (zip):

2. Please identify the municipal bond offering(s) (including name of Issuer and/or Obligor, date of offering and CUSIP number) with Official Statements that may contain a materially inaccurate certification on compliance regarding prior continuing disclosure obligations (for each additional offering, attach an additional sheet or separate schedule):

State:
Full Name of Issuing Entity:
Full Legal Name of Obligor (if any):
Full Name of Security Issue:
Initial Principal Amount of Bond Issuance:
Date of Offering:
Date of final Official Statement (format MMDDYYYY):
Nine Character CUSIP number of last maturity:

3. Please describe the role of the Self-Reporting Entity in connection with the municipal bond offerings identified in Item 2 above (select Issuer, Obligor or Underwriter):

- Issuer
- Obligor
- Underwriter

4. Please identify the lead underwriter, municipal advisor, bond counsel, underwriter's counsel and disclosure counsel, if any, and the primary contact person at each entity, for each offering identified in Item 2 above (attach additional sheets if necessary):

Senior Managing Underwriting Firm:

Primary Individual Contact at Underwriter:

Financial Advisor:

Primary Individual Contact at Financial Advisor:

Bond Counsel Firm:

Primary Individual Contact at Bond Counsel:

Law Firm Serving as Underwriter's Counsel:

Primary Individual Contact at Underwriter's Counsel:

Law Firm Serving as Disclosure Counsel:

Primary Individual Contact at Disclosure Counsel:

5. Please include any facts that the Self-Reporting Entity would like to provide to assist the staff of the Division of Enforcement in understanding the circumstances that may have led to the potentially inaccurate statements (attach additional sheets if necessary):

On behalf of _____

I hereby certify that the Self-Reporting Entity intends to consent to the applicable settlement terms under the MCDC Initiative.

By: _____

Name of Duly Authorized Signer:

Title: