

**CITRUS COMMUNITY COLLEGE DISTRICT  
STANDARD OPERATING PROCEDURES FOR DISCLOSURE  
REGARDING OUTSTANDING DEBT**

**I. INTRODUCTION**

**A. Purpose**

These Standard Operating Procedures (the “Procedures”) promulgated by the Department of Finance and Administrative Services (the “Department of the Citrus Community College District (the “District”) are intended to (a) ensure that the District’s Disclosure Documents (as defined in Exhibit A) comply with all applicable federal securities laws and (b) promote best practices regarding the preparation and review of the District’s Disclosure Documents.

The purpose of this Disclosure Policy is to set forth internal processes and controls for the preparation of Disclosure Documents. Notwithstanding the foregoing, failure to comply with this Disclosure Policy shall not create any presumption that the District’s disclosure is inadequate. Further, the failure to comply with this Disclosure Policy shall not affect the authorization or the validity or enforceability of any bonds, notes or other forms of indebtedness that are otherwise issued or caused to be issued by the Governing Board in accordance with law.

**B. Definitions**

Capitalized terms used but not defined herein shall have the meanings set forth in Exhibit A.

**II. KEY PARTICIPANTS**

**A. Disclosure Practices Working Group**

1. *Composition.* The Disclosure Practices Working Group (the “Disclosure Working Group”) shall have general oversight over the entire disclosure process. Membership in the Disclosure Working Group shall consist of the Vice President, Finance and Administrative Services, as chief business official of the District (the “CBO”) or other designee of the CBO, and any other individuals appointed by the CBO. As to any particular transaction, Disclosure Counsel and any Dissemination Agent shall participate in all meetings of the Disclosure Working Group to the extent determined by the CBO. Other parties, such as Bond Counsel, the Underwriter and Underwriter’s Counsel, may participate in meetings of the Disclosure Working Group. Meetings of the Disclosure Working Group are intended to be internal meetings of District staff and shall not be deemed to be public meetings for purposes of the California Public Meetings Act (the “Brown Act”). Meetings may be held telephonically or electronically.

2. *Responsibilities.* The Disclosure Working Group is responsible for:

(a) reviewing each Disclosure Document to determine the adequacy and material accuracy of the disclosures therein before such document is publicly released as provided in this Disclosure Policy;

- (b) reviewing any items referred to the Disclosure Working Group;
- (c) periodically reviewing and evaluating the appropriateness of the procedures contained in this Disclosure Policy and any difficulties with compliance as provided herein and recommending appropriate modifications; and
- (d) waiving or suspending any of the procedures set forth in this Disclosure Policy when the Disclosure Working Group deems it appropriate to do so as provided herein.

The Disclosure Working Group may delegate some or all of the responsibilities set forth in (c) to individual members of the Disclosure Working Group or subcommittees comprised of Disclosure Working Group members. Additional specific responsibilities of the Disclosure Working Group are detailed in these Procedures.

## **B. Disclosure Coordinator**

1. *Appointment.* The Disclosure Coordinator shall be the CBO or shall be selected from time to time by the CBO on the basis of his or her familiarity with particular aspects of the District's regulatory disclosure and reporting responsibilities, and/or on his or her ability to effectively coordinate disclosure and reporting based on his or her position within the District. Should the Disclosure Coordinator be unavailable, the CBO may appoint an individual to act in his or her place. In the absence of such appointment, the President/Superintendent of the District shall act as the Disclosure Coordinator.

2. *Responsibilities.* The Disclosure Coordinator is responsible for:

- (a) coordinating compliance by the District with this Disclosure Policy, including timely dissemination of the annual report and event filings as described in Sections VII.B and C below;
- (b) recommending changes to this Disclosure Policy to the Disclosure Working Group as necessary or appropriate;
- (c) ensuring that members of the Governing Board are made aware of their responsibilities under the Securities and Exchange Act and rules and regulations promulgated by the Securities and Exchange Commission.

The responsibilities of the Disclosure Coordinator are set forth in greater detail in this Disclosure Policy.

## **C. Disclosure Counsel**

Disclosure Counsel has a significant role in implementing this Disclosure Policy and addressing disclosure issues for the District. In addition to the responsibilities specifically set forth in this Disclosure Policy, Disclosure Counsel shall be responsible for recommending changes to this Disclosure Policy to the Disclosure Working Group as necessary or appropriate.

### III. GENERAL PRINCIPLES

1. Individuals involved in the disclosure process may raise potential disclosure issues at any time during the process.
2. While every effort should be made to follow the steps outlined in this Disclosure Policy, it is a “work in progress” and recommendations for improvement periodically may be solicited and considered by the Disclosure Working Group.
3. The process of preparing and updating Disclosure Documents is not a mechanical insertion of more current numbers and other data. While it is not anticipated that major changes will be appropriate each time a Disclosure Document is prepared, everyone involved in the process should consider the need for revisions in its form and content.
4. The standard for accuracy is that there shall be **no untrue statement of material fact and no omission of a statement necessary to make the statements made, in light of the circumstances under which they were made, not misleading**. All participants in the process should keep this standard in mind. References in these Procedures to accuracy or material accuracy refer to this standard. Any questions about this standard should be directed to Disclosure Counsel.

### IV. PREPARATION OF DISCLOSURE DOCUMENTS RELATED TO PUBLIC DEBT

#### A. Overview

Public debt issuances generally involve the preparation of two offering documents (generally, an “offering document”), one in preliminary form (the “Preliminary Official Statement”) and one in final form (the “Final Official Statement”). In some instances, only one offering document in final form is prepared for a debt issuance. The District may be required to supplement or amend the offering document at any time between the time of posting of the preliminary offering document until 25 days after the “end of the underwriting period” (usually the closing date for the issuance of the District’s Obligations).

#### B. Preliminary Offering Documents

No Preliminary Official Statement shall be posted until the following procedures have been followed:

1. Each member of the Disclosure Working Group shall have reviewed the offering document.
2. The Governing Board shall have been provided a draft of the offering document and given an opportunity to review it and provide comments to the Disclosure Coordinator.
3. Bond Counsel, Disclosure Counsel and the District’s external municipal advisor, if any, shall have confirmed to the Disclosure Coordinator that they have reviewed the offering document, that any comments they have provided thereon have been resolved to their satisfaction and that they are not aware of any material inaccuracies in it.

4. In cases where a bank, insurer or other entity is providing credit or liquidity support for the Obligations, the entity or its counsel shall have confirmed that the disclosure concerning such entity and the support for the Obligations is true and correct.

5. A meeting or call shall have been held to discuss with senior District management the adequacy of the disclosure document (a “due diligence meeting”). The Disclosure Coordinator shall determine the appropriate participants in the meeting. At a minimum, the participants in such meeting shall include the Disclosure Working Group, Disclosure Counsel, Bond Counsel, the Underwriter (in a negotiated transaction) and, if so desired by the Underwriter, its counsel.

6. If required by the Underwriter to comply with SEC Exchange Act Rule 15c2-12 (the “Rule”) or otherwise, a senior official of the District shall sign a certificate to the effect that the preliminary offering document is deemed final as of its date other than information allowed to be omitted under the Rule.

7. The senior managing or sole Underwriter and, if so desired by the Underwriter, Underwriter’s counsel, for the issuance of the Obligations shall have confirmed that each has signed off on the offering document in preparation for its posting.

8. The Disclosure Coordinator shall have notified Disclosure Counsel that the District is signed off on the offering document and prepared to post it.

### **C. Final Offering Documents**

No final offering document shall be posted until the following procedures have been followed:

1. Each member of the Disclosure Working Group shall have confirmed to the Disclosure Coordinator that he or she has reviewed the offering document and that to his or her knowledge the offering document is complete and accurate in all material respects, except that the Disclosure Coordinator shall make such confirmation to Disclosure Counsel.

2. The Disclosure Coordinator shall have confirmed that no material changes have occurred in the District’s affairs since the posting of the preliminary offering document or, if changes have occurred, the members of the Disclosure Working Group either (a) shall have confirmed to the Disclosure Coordinator (or, in the case of the Disclosure Coordinator, to Disclosure Counsel) that he or she has reviewed the modified offering document and that to his or her knowledge it is complete and accurate in all material respects or (b) shall have agreed, along with Disclosure Counsel, that no changes to the offering document are required.

3. Bond Counsel, Disclosure Counsel and the District’s external municipal advisor shall have confirmed to the Disclosure Coordinator that they have reviewed the offering document and that they are not aware of any material inaccuracies in it.

5. The senior managing or sole Underwriter and, if so desired by the Underwriter, Underwriter’s counsel, for the issuance of the Obligations shall have confirmed that each has signed off on the offering document in preparation for its posting.

6. No offering document shall be posted until the Disclosure Coordinator has notified Disclosure Counsel that the District is signed off on the offering document and is prepared to post it.

#### **D. Supplements to Offering Documents**

1. Should any member of the Disclosure Working Group become aware of anything that might cause an offering document to be materially inaccurate at any time between the date the preliminary offering document is posted and 25 days after the “end of the underwriting period,” he or she shall call a meeting of the Disclosure Working Group and the Disclosure Working Group, in consultation with Disclosure Counsel, shall determine whether a supplement or amendment to the offering document is necessary.

2. Should the Disclosure Working Group determine that a supplement or amendment to the preliminary or final offering document is required, the Disclosure Working Group shall determine what procedures are appropriate with respect to the preparation and posting of such supplement or amendment.

### **V. OTHER CERTIFICATIONS FOR THE ISSUANCE OF OBLIGATIONS**

#### **A. Overview**

Each time the District issues Obligations, a senior official of the District executes a bond purchase agreement or similar agreement on behalf of the District (the “Bond Purchase Agreement”). Typically, a Bond Purchase Agreement includes representations as to the accuracy of the offering documents for the issuance. In addition, at the closing of a transaction, the District typically must deliver certifications as to the accuracy and completeness of the offering document.

#### **B. Procedures for Closing**

1. Within two business days prior to the scheduled delivery of Obligations to an Underwriter (the “Closing”), the Disclosure Coordinator shall confirm with each member of the Disclosure Working Group that nothing has occurred that makes the final offering document materially inaccurate or misleading unless the final offering document has been amended or supplemented to correct such inaccuracy. Should any issues be raised, the District shall not close the transaction until the issues have been resolved to the satisfaction of the Disclosure Working Group.

2. At the Closing, Disclosure Counsel shall deliver a letter addressed to the District to the effect that no information has come to Disclosure Counsel’s attention that caused Disclosure Counsel to believe that the Preliminary Official Statement (as of the date of the Bond Purchase Agreement) or the final offering document (as of its date or as of the closing date) contained any untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made therein, in light of the circumstances under which they were made, not misleading (other than customary carve-outs or exclusions).

3. At the Closing, Bond Counsel shall deliver a letter addressed to the District to the effect that the descriptions of the Obligations and the related legal documents included in the

preliminary and final offering documents are accurate. In addition, if the District has retained Bond Counsel who is not also acting as Disclosure Counsel and determines that Bond Counsel's involvement with the District generally and/or with the specific issuance merits the additional cost, the District may require Bond Counsel to deliver at Closing a letter addressed to the District to the effect that no information has come to Bond Counsel's attention that caused Bond Counsel to believe that the preliminary offering document (as of the date of the Bond Purchase Agreement) or the final offering document (as of its date or as of the closing date) contained any untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made therein, in light of the circumstances under which they were made, not misleading (other than customary carve-outs or exclusions).

4. In cases where a bank, insurer or other entity is providing credit or liquidity support for the bond issuance, the support provider and/or its counsel shall provide customary certifications and/or opinions to the District as to the material accuracy of the disclosure regarding the support provider and the support it is providing.

## **VI. ANNUAL FINANCIAL STATEMENTS AND EXTERNAL DATA SOURCES**

The District's annual financial statements shall comprise a part of each offering document prepared in connection with the District's Obligations. At the direction of the Disclosure Coordinator, unaudited financial statements and interim reports shall be made available to the Disclosure Working Group and incorporated in such offering documents, as appropriate.

These Procedures recognize that a considerable amount of information required to be incorporated in each offering document is produced and made available by external sources, including, but not limited to, the County Treasurer and Tax Collector, chamber of commerce and State of California websites and California Municipal Statistics (collectively, "External Data"). The Disclosure Working Group shall obtain such External Data for each issue of Obligations as may be appropriate for the related offering document and shall ensure that all External Data is properly sourced in the offering document.

## **VII. CONTINUING DISCLOSURE FILINGS**

### **A. Overview of Continuing Disclosure Filings**

Under the continuing disclosure certificates it has entered into in connection with the issuance of its publicly traded Obligations, the District is required to file an annual report with the MSRB's Electronic Municipal Market Access ("EMMA") system, typically not later than 270 days after the end of the District's fiscal year (currently ending June 30) (the "Annual Report"). The Annual Reports are required to include certain updated financial and operating information and the District's audited financial statements and may incorporate a recent final offering document by reference.

The District is also required under the continuing disclosure certificates to file notices of certain events with the EMMA system. A complete list of events for which a filing is currently required is attached as Exhibit B.

The Disclosure Coordinator may retain the services of a qualified dissemination agent, which may be the District's financial advisor, to provide assistance to the District with regard to its Annual Report and other filings with EMMA. At the date on which these Procedures are promulgated by the Department, the District has engaged Montague DeRose and Associates as its Dissemination Agent.

#### **B. Annual Report**

The Disclosure Coordinator shall ensure that each Annual Report of the District contains all of the information required by each of the District's outstanding continuing disclosure certificates and that it is filed in a timely manner.

#### **C. Event Filings**

1. The Dissemination Agent and each member of the Disclosure Working Group shall notify the Disclosure Coordinator if he or she becomes aware of the occurrence of any of the events listed in Exhibit B. The Disclosure Working Group shall meet to discuss the event and to determine in consultation with Disclosure Counsel whether a filing is required or is otherwise desirable. If the Disclosure Coordinator shall determine that a filing is required, he or she shall cause an appropriate notice to be prepared and filed with EMMA.

2. For purposes of determining whether an obligation of the District is a "Financial Obligation" (as defined in Exhibit A), the following guidelines shall apply:

- a. Any debt obligation, or guarantee of a debt obligation, shall be evaluated as potentially being material.
- b. Only leases where the District is the lessee and the lease rental payments are, to the knowledge of the District, pledged to repay a debt (whether of the District or of a third party) shall constitute "financial obligations." All other leases, whether real property or equipment, entered into in the ordinary course of business shall not constitute "financial obligations."

#### **D. Filing Mechanics**

The Disclosure Coordinator shall establish reasonable procedures for ensuring the proper and timely filing on EMMA of any filing required by a continuing disclosure certificate, including, without limitation, a process for ensuring that all appropriate CUSIP numbers are included with any filing, ensuring that appropriate written confirmations are received and a process of reviewing any filings to ensure that the filings were properly made.

### **VIII. TRAINING AND REVIEW**

#### **A. Dissemination of Disclosure Procedures**

The Disclosure Coordinator shall distribute a copy of these Disclosure Procedures to the Dissemination Agent and the Disclosure Working Group and any others as determined by the Disclosure Coordinator. In addition, the Disclosure Coordinator shall provide this Disclosure

Policy to any individuals who become involved in the preparation and review of Disclosure Documents between regular distributions.

**B. Training for Staff**

The Disclosure Coordinator shall ensure that training regarding disclosure obligations of the District will be conducted for personnel likely to be involved in the preparation and review of Disclosure Documents, including senior District staff who are involved in the issuance of Obligations and members of the Governing Board, if deemed necessary or desirable by the Disclosure Coordinator. It is intended that this training shall assist these persons in identifying items that may need to be disclosed in a Disclosure Document. The District shall determine the extent to which Disclosure Counsel is involved in the training.

**C. Waiver and Suspension of Procedures**

The Disclosure Coordinator may waive or suspend any of the procedures set forth in this Disclosure Policy for a particular transaction or type of transaction, or for all transactions, should the Disclosure Working Group determine that compliance with such procedure is not practical or necessary to ensure the accuracy and completeness of the related Disclosure Document(s).

**IX. DOCUMENTATION**

**A. Retention of Documents**

The Disclosure Coordinator shall retain records related to Disclosure Documents in compliance with State and Federal laws related to retention of documents.



## **EXHIBIT A**

### **DEFINED TERMS**

“Bond Counsel” means the law firm engaged by the District to advise the District with respect to the validity and tax-status of its Obligations.

“Disclosure Coordinator” means the person designated as such as provided in Section II.B.1 of this Disclosure Policy.

“Disclosure Counsel” means the law firm engaged by the District to advise the District with respect to disclosure obligations and requirements under federal securities laws. Nixon Peabody LLP currently serves as Disclosure Counsel.

“Disclosure Documents” means (a) offering documents for District Bonds (*e.g.*, preliminary and final Official Statements and Offering Memoranda), (b) annual continuing disclosure reports filed with the MSRB, (c) event notices and any other filings with the MSRB, (d) the District’s annual audited financial statements and (e) any other documents that are reasonably likely to reach investors or the securities markets, including but not limited to press releases, web site postings, and other communications by the District as representations of the District’s financial condition to investors or the securities markets.

“Disclosure Policy” means this disclosure policy, as it may be amended or supplemented from time to time.

“Disclosure Working Group” means the Disclosure Practices Working Group described in Section II.A.1 of this Disclosure Policy.

“Dissemination Agent” means any dissemination agent, or any alternate or successor dissemination agent, designated in writing by the Superintendent/President or Vice President, Finance and Administrative Services (or otherwise by the District), which Dissemination Agent has evidenced its acceptance in writing. The municipal advisor of the District may act as Dissemination Agent.

“Financial Obligation” means a (A) debt obligation; (B) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (C) a guarantee of an obligation described in (A) or a derivative instrument described in (B) of this definition.

“MSRB” means the Municipal Securities Rulemaking Board or any other entity designated or authorized by the Securities and Exchange District to receive filings pursuant to Rule 15c2-12 promulgated under the Securities Exchange Act of 1934.

“Obligations” means bonds, notes, certificates of participation, lease-purchase or similar obligations of the District sold in the financial markets.

“Underwriter” means any firm engaged by the District to participate in the initial public sale of Obligations.

## **EXHIBIT B**

### **CONTINUING DISCLOSURE LISTED EVENTS**

1. Principal and interest payment delinquencies;
2. Unscheduled draws on debt service reserves reflecting financial difficulties;
3. Unscheduled draws on credit enhancements reflecting financial difficulties;
4. Substitution of credit or liquidity providers, or their failure to perform;
5. Issuance by the Internal Revenue Service of proposed or final determination of taxability or of a Notice of Proposed Issue (IRS Form 5701-TEB);
6. Tender offers;
7. Defeasances;
8. Rating changes;
9. Bankruptcy, insolvency, receivership or similar event of the District;
10. Adverse tax opinions or other material notices or determinations by the Internal Revenue Service with respect to the tax status of any of the Obligations or other material events affecting the tax status of any of the Obligations;
11. Modifications to rights of the registered owners of the Obligations;
12. Optional, unscheduled or contingent calls of the Obligations;
13. Release, substitution, or sale of property securing repayment of the Obligations;
14. Non-payment-related defaults;
15. Incurrence of a Financial Obligation of the District, 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;
16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the District, any of which reflect financial difficulties;
17. The consummation of a merger, consolidation, or acquisition involving the District or the sale of all or substantially all of the assets of the District, 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; or
18. Appointment of a successor or additional paying agent/trustee or the change of name of a paying agent/trustee.