

# **Sunshine State Governmental Financing Commission**

## **Policies and Procedures**

### **Investor Relations & Continuing Disclosure Program**

#### Background

The Sunshine State Governmental Financing Commission (the "Commission") and its participant borrowers ("Borrowers") have entered into separate continuing disclosure obligations pursuant to Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended, whereby the Commission and such Borrowers are required to provide annual disclosure as to certain matters and provide notice of certain material events with respect to certain publicly offered fixed rate and variable rate indebtedness of the Commission.

While there is no current regulatory requirement to implement a continuing disclosure obligation for all variable rate securities (such as the Commission's commercial paper indebtedness) or non-regulated, private placement undertakings, the Commission recognizes the value of a proactive investor relations program and corresponding continuing disclosure of Commission activities and related Borrower undertakings by investors, program principals, other market participants, member governments, and the general public.

The purpose of these policies and procedures is (1) to establish and maintain an investor relations program for communicating with investors and other market participants, (2) to develop parameters for content and dissemination of disclosure information, (3) to implement a timely and effective communication system and to establish internal procedures for continuing disclosure undertakings, and (4) to encourage, recognize and support the independent continuing disclosure activities of participant Borrowers and to serve as a conduit source of information for investors.

#### Authorization

Pursuant to the Interlocal Agreement creating the Commission and the rules of the Commission, as amended and restated, the Board of Directors (the "Board") hereby adopts the following amended and restated policies and procedures regarding the development and maintenance of an investor relations and continuing disclosure

program for meeting the needs of investors and other market participants at both the Commission and participant Borrower levels:

#### Commission Compliance with Rule 15c2-12

At a minimum, the Commission shall comply with all continuing disclosure requirements legally applicable to it, in connection with Commission-issued indebtedness.

#### Borrower Compliance with Rule 15c2-12

The Commission shall encourage and, where appropriate and without subjecting itself to legal liability or obligation, endeavor to assist its participant Borrowers in complying with all continuing disclosure requirements legally applicable to them, in connection with Commission-issued indebtedness.

#### Voluntary Compliance with Rule 15c2-12

The Commission shall strive, to the extent reasonably possible and without subjecting itself to legal liability or obligation, to voluntarily comply with the requirements of Rule 15c2-12 for Commission-issued indebtedness that would otherwise be exempt from the requirements of Rule 15c2-12, and shall likewise encourage its participant Borrowers to do the same. The proposed format of such compliance would be the same as otherwise required by Rule 15c2-12.

#### Interim Reporting

Notwithstanding the information disclosed in the Commission's offering documents and the reporting of significant events described herein, the Commission intends to use its best efforts to provide investors and other interested parties with the most current information available on the Commission's financial and loan activities to assist with regulatory compliance and other credit monitoring activities required by the Commission's bondholders.

### Communications and Internal Procedures

As the Commission's designated disclosure and dissemination agent, the program administrator shall be responsible for coordinating communications to municipal market participants in consultation with the Commission's executive staff, disclosure counsel, bond counsel, and other program principals. In addition, the Commission's staff and program administrator shall monitor investor relations with its remarketing agents and dealers, respond to questions and informational requests, and assist prospective investors as may be required. Further, the Commission's staff shall be responsible for developing internal procedures in support of the continuing disclosure requirements of this policy.

### Use of Internet Technology for Simultaneous Information Dissemination

The Commission shall incorporate web-based disclosure and other electronic media as a part of its investor relations and continuing disclosure program. In implementing and maintaining a web-based disclosure and communications system, the Commission shall adhere to interpretive guidance from the SEC or other regulatory agencies and be guided by the recommended practices of the Government Finance Officers Association, the National Association of Bond Lawyers, the National Federation of Municipal Analysts, or similar professional interests.

### Investor Policy and Continuing Disclosure Development

The Commission's policies and procedures for its investor relations and continuing disclosure program shall be continually monitored and evaluated to reflect new or amended regulatory requirements and to conform to current industry standards and available communication technologies.

These policies and procedures, originally adopted at a public meeting held on March 22, 2002 by the Board of the Commission, are hereby amended, restated and re-adopted at a public meeting held this 10th day of June, 2019.

**INTERNAL PROCEDURES FOR COMPLIANCE WITH THE  
CONTINUING DISCLOSURE REQUIREMENTS OF THE  
SUNSHINE STATE GOVERNMENTAL FINANCING COMMISSION**

The Sunshine State Governmental Financing Commission is committed to ensuring that all disclosures made in connection with its debt obligations and required periodic filings are made pursuant to the Policies and Procedures of the Investor Relations and Continuing Disclosure Program adopted by its Board of Directors. These internal procedures are intended to be fair, accurate, and comply with the Board's policies and applicable federal and state securities laws, including common law antifraud provisions under state law and any other applicable laws.

Further, these procedures are intended to implement in a timely manner the Commission's contractual obligations as the conduit issuer of its debt obligations undertaken on behalf of its participant borrowers. In addition, these procedures are also intended to establish guidelines for the support and assistance provided to participant borrowers with their continuing disclosure obligations.

**Definitions**

Capitalized terms used in these internal compliance procedures shall have the meanings set forth below:

"Annual Disclosure Statement" means the financial or other information required to be filed pursuant to the Commission's Continuing Disclosure Undertakings, including any information that the Commission has specifically contracted with bondholders to update on an annual basis in accordance with Securities and Exchange Commission Rule 15c2-12 ("Rule 15c2-12").

"Board" shall mean the Board of Directors of the Sunshine State Governmental Financing Commission.

"Bond Counsel" shall mean any 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 approved and selected by the Commission's Board.

"Bonds" or "bonds" shall refer to any bonds, notes or other securities offered by the Commission, the disclosure relating to which is subject to the requirements of Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934, including Rule 10b-5 thereunder, and Securities Exchange Commission Rule 15c2-12.

"Commission" shall mean the Sunshine State Governmental Financing Commission, serving as the conduit issuer for undertakings made for and on behalf of Participant Borrowers.

"Commission's Staff" shall mean, collectively, the Commission's Executive Director, Deputy Executive Director, Program Administrator and Accounting Services Provider, unless such designation is referred to separately.

"Continuing Disclosure Certificate" means the contractual obligation of the Commission or the Participant Borrower executed for compliance with the secondary disclosure requirements of Rule 15c2-12 for the benefit of the beneficial owners of the Commission's Bonds.

"Continuing Disclosure Undertakings" means all contractual obligations made in connection with the issuance of Bonds or other indebtedness of the Commission made on behalf of a Participant Borrower.

"Disclosure Counsel" shall mean any 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 approved and selected by the Commission's Board.

"Disclosure Documents" means those documents and materials specifically prepared, issued, and distributed in connection with the Commission's investor relations and continuing disclosure program and any contractual disclosure obligation under applicable federal securities laws or that otherwise could potentially subject the Commission to liability under such laws, and shall include, but not be limited to the following:

- a. Annual Disclosure Statement;
- b. Official Statements;
- c. Any filing made with the MSRB EMMA System pursuant to a Continuing Disclosure Undertaking, including event notices;
- d. Any voluntary filing made with the MSRB EMMA System;
- e. Any document or other communication that could be viewed as reasonably expected to reach investors and the trading market for the Commission's Bonds;
- f. Any document filed by the trustee or other authorized third-party agent of the Commission, including notices of bond redemption; and
- g. Any other document that is prepared in accordance with these continuing disclosure procedures.

"Disclosure File" means the electronic file maintained by the Program Administrator comprised of the Annual Disclosure Statement and event filings made with the MSRB EMMA System during the previous year along with other documentation required by these procedures.

"Governmental Financing Program" or "Program" means the program or programs of the Commission created and structured pursuant to the terms and conditions of the Interlocal Agreement creating the Commission and the Program Documents, pursuant to which costs of projects will be financed or refinanced through the issuance of Bonds or other obligations of the Commission, or obligations of any Participant Borrower issued under the Program. The Governmental Financing Program is currently comprised of the Coral Gables Program (City of

Coral Gables, Florida), the Orlando Program (City of Orlando, Florida) and the Miami-Dade County Program (Miami-Dade County, Florida).

"MSRB EMMA System" or "EMMA" means the Electronic Municipal Market Access system developed and maintained by the Municipal Securities Rulemaking Board.

"Municipal Advisor" means the financial advisory firm registered with the SEC and the MSRB and selected by the Commission's Board.

"Official Statements" means preliminary and final official statements, private placement memoranda and remarketing memoranda relating to the Commission's undertakings, together with any supplements, for which a continuing disclosure obligation is required.

"Participant Borrower" or "Obligated Person" or "Obligated Party" or "Governmental Unit" means a qualified public entity with outstanding indebtedness as the result of its participation in the Commission's Governmental Financing Program.

"Program Documents" means collectively, the trust indenture, the loan agreement and such other agreements, opinions of counsel and certificates as the Commission shall deem appropriate in one or more of the Commission's Programs.

"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.

## I. General Disclosure Practices

1. The Board, through its approval of the documentation relating to the establishment of a separate program or the making of individual Participant Borrower financings and the review of related reports or recommendations, delegates authority and responsibility to the Commission's Staff to supervise the preparation and distribution of Official Statements, which will be prepared in accordance with the Board's policies and these procedures unless the Board otherwise directs.
2. The Program Administrator with assistance from the Commission's executive staff, legal advisers, and consultants as may be deemed necessary, shall be responsible for the preparation and filing of Disclosure Documents, including the Annual Disclosure Statement and any other disclosure filings that may be required throughout the year. All Disclosure Documents and any other disclosure filings shall be prepared in accordance with these procedures unless the Board otherwise directs.
3. The Program Administrator shall serve as the dissemination agent for the Commission and shall be responsible for filing Documents with the MSRB EMMA System in a timely manner.

4. The timeline for any particular Bond financing or undertaking for which a Disclosure Document will be prepared and submitted to the MSRB EMMA System shall vary depending on the type of Bonds being offered, the security for the Bonds, the purpose for the financing, and the continuing disclosure requirements or other factors unique to each Bond financing or undertaking.
5. The Program Administrator is responsible for archiving and maintaining copies of the executed Program Documents and Continuing Disclosure Certificates of the Commission and Participant Borrowers along with other key documents from the official closing transcripts.
6. Any filing made by the Program Administrator with the MSRB EMMA System shall consist of a summary coverage page including basic information and CUSIP number references, if any, relating to the Bonds; a filing certification of the dissemination agent; the substantive content of the Disclosure Document; and a listing of the noticed parties to the filing. An electronic notice to all interested parties shall be completed by the Program Administrator as soon as possible once the filing has been confirmed by the MSRB EMMA System.
7. The Program Administrator is responsible for maintaining the Commission's homepage on the MSRB EMMA System.

## II. On-Going Disclosure

1. The Program Administrator with the requested assistance of the Commission's Municipal Advisor is responsible for monitoring municipal markets generally and, in consultation with the Disclosure Counsel, determining whether there is a need for additional disclosure by way of additional periodic filings with the MSRB EMMA System or any recommended supplement to a Disclosure Document.
2. The Commission's Comprehensive Annual Financial Report (CAFR), including the management discussion and analysis and financial notes sections therein, shall be reviewed by the Commission's Staff prior to being finalized for the Board's approval and publication as the Annual Disclosure Statement.
3. The Program Administrator is responsible for updating and maintaining the section of the Commission's website designated for the investor relations and continuing disclosure program.

## III. Official Statement Review and Disclosure Processes

1. The Board shall approve those professionals who, for a particular financing, are authorized to assist the Commission's Staff, including the Bond Counsel, Disclosure

Counsel, underwriter(s), underwriter's counsel, and financial advisors (collectively, the "Financing Team") in the preparation and review of the related Official Statement.

2. The Disclosure Counsel, with assistance from members of the Financing Team, shall be responsible for soliciting material and timely information from the Participant Borrower in connection with a particular financing for inclusion in the applicable Official Statement.
3. The Program Administrator should apprise the Commission's auditors of the publication of any Official Statement relying on the use of audited financial statements or parts thereof.
4. The Bond Counsel and Disclosure Counsel shall assist the Commission's Staff with their due diligence requirements and shall participate in any due diligence sessions or interviews upon request.

#### IV. The Annual Disclosure Statement (Rule 15c2-12)

The Program Administrator shall be responsible for preparing and filing the Annual Disclosure Statement on a timely basis to the MSRB EMMA System upon its completion and the Board's approval of the CAFR.

#### V. Role of Bond Counsel and Disclosure Counsel

1. At the request of the Commission's Staff, Bond Counsel and Disclosure Counsel shall:
  - a. generally review and comment on Disclosure Documents and the Annual Disclosure Statement;
  - b. advise on specific disclosure issues relating to the Commission's investors relations and continuing disclosure program;
  - c. advise on standards of disclosure under applicable securities laws;
  - d. advise of adequacy of the disclosure in any Disclosure Document;
  - e. advise of the completeness and clarity of the information in any Disclosure Document;
  - f. provide a securities law supplemental opinion for each financing transaction, if required;
  - g. periodically review and provide comments on the conduct of the disclosure process and these procedures.



2. Disclosure Counsel shall have the primary role in providing assistance to the Commission's Staff with a secondary role provided by Bond Counsel.

## VI. Disclosure Practices Training

The Commission's Staff is responsible for seeking proper training in the performance of their disclosure responsibilities. It is intended that this training shall assist in (1) understanding their responsibilities in context of the Commission's compliance with federal securities law; (2) identifying significant items which may need to be included in the Disclosure Documents; and (3) reporting issues and concerns relating to disclosure matters. Such training may include training sessions conducted by consultants with expertise in municipal securities law, municipal securities compliance and disclosure or by attendance at state and national conferences, webinars, or other appropriate methods.

## VII. Disclosure-Related Document Retention Practices

The Program Administrator shall be responsible for maintaining records demonstrating compliance with these continuing disclosure procedures. The Program Administrator shall retain an annual electronic file ("Disclosure File") for each Annual Disclosure Statement or event filing made by the Commission with the MSRB EMMA System during the previous year. Each Disclosure File shall provide a listing of all obligations covered by these procedures and include final versions of the Continuing Disclosure Documents; evidence of filing or dated submission confirmations, certifications, letters, and legal opinions, if any. In addition, the Disclosure File shall include documentation relating to responses to due diligence interviews, and written communications with market participants or participant borrowers addressing continuing disclosure policies, procedures, compliance inquiries or other related matters. The Disclosure File shall be maintained for a period of five (5) years from the later of the date of delivery of the securities referenced in the Continuing Disclosure Document, or the date the Continuing Disclosure Document is published, posted, or otherwise made publicly available, as applicable.

## VIII. General Guidelines for Support and Assistance to Participant Borrowers

1. Pursuant to their loan agreements with the Commission, Participant Borrowers are required to execute Continuing Disclosure Certificates for compliance with the secondary disclosure requirements of Rule 15c2-12 for the benefit of the beneficial owners of the Commission's Bonds. The reporting requirements for the Commission and the Participant Borrower are separate and may overlap; however each party is independently and contractually obligated to comply with the covenants in each respective Continuing Disclosure Certificate.
2. The Commission's role as the conduit issuer is to generally assist the Participant Borrower in its compliance with the secondary disclosure requirements as follows:

- a. advise and assist in the understanding of the requirements in Participant Borrower's Continuing Disclosure Certificate, including the nature, content and the timing of reporting requirements;
- b. recommend and assist in the development of policies and procedures for Participant Borrowers in meeting their continuing disclosure requirements under the guidance of the Commission's Disclosure Counsel and Bond Counsel;
- c. provide assistance with the filing of Disclosure Documents submitted by the Participant Borrower with the MSRB EMMA System using the Commission's CUSIP number references, provided a letter of understanding exists with the Participant Borrower's representatives or other third-party dissemination agent;
- d. periodically monitor websites of the Participant Borrower and its third-party dissemination agent for listed events subject to reporting under a Continuing Disclosure Certificate; and
- e. any assistance provided is done with the full understanding that the Commission is under no obligation to notify the Participant Borrower of an event that may constitute a listed event under any Continuing Disclosure Certificate;

#### IX. General Principles Relating to Disclosure

1. The Commission's Staff actively participating in the disclosure process shall be responsible for raising potential disclosure items at all times in the process.
2. The Commission's Staff actively participating in the disclosure process should raise any issue regarding disclosure with the Commission's Disclosure Counsel at any time.
3. Recommendations for improvement of these continuing disclosure procedures shall be solicited and considered by the Commission's Staff and Disclosure Counsel.
4. The process of revising and updating Disclosure Documents should not be viewed as mechanical insertions of more current information; everyone actively involved in the process should consider the need for revisions in the form and content of the sections for which the Commission's Staff is responsible.
5. The Program Administrator shall annually review these continuing disclosure procedures regarding compliance with the Commission's investor relations and continuing disclosure program. Such review shall indicate whether the previous year's filings with the MSRB EMMA System were prepared in compliance with these procedures and whether any issues or problems arose in connection with compliance with these procedures at the time of their occurrence and during the previous year.

A copy of these internal continuing disclosure procedures shall be attached to and made a part of the Commission's Policies and Procedures for the Investor Relations and Continuing Disclosure Program. Any revisions to these procedures shall be distributed to the Board upon issuance.

As of June 10, 2019