

RESOLUTION 17-13

RESOLUTION RELATING TO LEASE-PURCHASE OF COUNTY JAIL RENOVATION AND IMPROVEMENT PROJECT; AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND LEASE AGREEMENT AND A LEASE-PURCHASE AGREEMENT AND APPROVING AND AUTHORIZING EXECUTION OF RELATED DOCUMENTS AND LEVY OF TAXES FOR THE PAYMENT THEREOF.

BE IT RESOLVED by the Board of Commissioners of Brookings County, South Dakota (the "County"), as follows:

Section 1. Recitals and Findings.

1.01. Declaration of Necessity. The County is authorized by South Dakota Codified Laws, Chapter 7-25 and Chapter 6-8B, inclusive, as amended (collectively "Act"), to enter into lease-purchase agreements for acquisition of real or personal property that the governing body considers necessary or appropriate to carry out its governmental and proprietary functions. The governing body finds and declares that it is necessary and appropriate to complete the acquisition, remodeling, expansion, construction or equipping of the county Jail Renovation and Improvement Project (collectively, the "Jail Renovation and Improvement Project"), the cost of a portion of such Jail Renovation and Improvement Project shall be financed by the issuance and delivery of not to exceed \$7,400,000, plus costs of issuance, Limited Tax General Obligation Certificates of Participation, Series 2017 (the "2017 Certificates").

1.02. The Lease Financing. The County shall have The First National Bank in Sioux Falls (the "Trustee") act as Trustee and that pursuant to a ground lease agreement between the County and the Trustee (the "Ground Lease"), acquire certain interests in real property (the "Land") from the County, and the Trustee lease its interest in the Land and lease and agree to sell the Jail Renovation and Improvement Project to be acquired, renovated, constructed and equipped thereon to the County pursuant to a lease-purchase agreement (the "Lease-Purchase Agreement"), which shall be dated in 2017 between the Trustee and the County (collectively the "Lease").

1.03. The Trust Agreement. The Trustee shall execute and deliver a Declaration of Trust, (the "Trust Agreement"), pursuant to which the Trustee will (i) issue Limited Tax General Obligation Certificates of Participation, Series 2017 in the lease payments to be made by the County under the Lease and (ii) receive, hold and invest the proceeds of the sale of the 2017 Certificates and disburse such proceeds for payment of Construction Costs and Costs of Issuance (as defined in the Lease).

1.04. Binding Obligation. The County Commission finds that the Lease-Purchase Agreement constitutes a bond pursuant to the Act and SDCL § 10-13-35, and that the levy in Section 5 is in addition to any current levies for said purposes subject to the limit as to amount set forth in SDCL § 7-25-1.

Section 2. Authorization of Lease Financing and Approval of the Documents

2.01. Approval of Lease Financing. The lease financing described above is found to be favorable and is hereby approved. The Chairperson and County Finance Officer are authorized to approve the principal amount of the Lease and the Limited Tax General

Obligation Certificates of Participation, Series 2017 not exceeding \$7,400,000, plus costs of issuance, the term thereof not exceeding 21 years, the interest rate or rates thereon not exceeding an average yield of 5.5% per annum and the price, not less than 98% of par, plus Original Issue Discount of not to exceed 2.00% at which the Certificates are to be sold to Dougherty & Company LLC (the "Original Purchaser"), and are directed to enter into a Certificate Purchase Agreement with the Original Purchaser and their execution of the Certificate Purchase Agreement shall be conclusive evidence of their approval of the principal amount, purchase price, interest rates and other terms set forth therein.

2.02 Forms of Documents. Forms of the following documents relating to the Jail Renovation and Improvement Project (the "Documents") shall be prepared and submitted to the County and are hereby directed to be filed with the County Finance Officer: (a) the Lease-Purchase Agreement (the "Lease"); (b) the Trust Agreement (the "Trust Agreement"); (c) the Ground Lease, and (d) the Official Statement. The forms of Documents are approved, subject to such modifications as are deemed appropriate and approved by the State's Attorney or Deputy State's Attorney. The Chairperson and County Finance Officer are directed to execute the Lease, the Ground Lease and the Trust Agreement. Copies of all Documents shall be delivered, filed and recorded as provided therein. The Chairperson, County Finance Officer, State's Attorney and Deputy State's Attorney are also authorized and directed to execute such other instruments as may be required to give effect to the transactions therein contemplated. The County will cooperate in the issuance of the Limited Tax General Obligation Certificates of Participation, Series 2017 and the Chairperson, County Finance Officer and such other officers or officials of the County shall execute such other instruments as are necessary to the issuance of the Limited Tax General Obligation Certificates of Participation, Series 2017.

Section 3. Designation of Trustee, Underwriter and Bond Counsel.

3.01. Approval of Trust and Trustee. The County requests The First National Bank in Sioux Falls (the "Trustee") to act as Trustee and that pursuant to a Ground Lease Agreement between the County and the Trustee (the "Ground Lease"), acquire certain interests in real property (the "Land") from the County, and the Trustee lease its interest in the Land and lease and agree to sell the Jail Renovation and Improvement Project to be acquired, renovated, constructed and equipped thereon to the County pursuant to a Lease-Purchase Agreement, which shall be dated in 2017 between the Trustee and the County (collectively the "Lease"). The Ground Lease is authorized by this Resolution pursuant to the Act without notice. The final form of the Ground Lease and Lease-Purchase Agreement shall be filed with the County Finance Officer, be attached and become a part of this resolution as if stated in full.

3.02. Designation of Underwriter. Dougherty & Company LLC is hereby designated as the underwriter for the Lease and Limited Tax General Obligation Certificates of Participation, Series 2017. The Limited Tax General Obligation Certificates of Participation, Series 2017 will be purchased by Dougherty and offered for sale to the public by an Official Statement or similar offering document.

3.03. Designation of Bond Counsel. Meierhenry Sargent LLP is hereby designated as Bond Counsel for the Lease Financing.

Section 4. Modifications, Absence of Officers. The approval hereby given to the Documents includes an approval of such additional details therein as may be necessary and appropriate and such modifications thereto, deletions therefrom and additions thereto as may be necessary and appropriate and approved by the State's Attorney or Deputy State's Attorney prior to the execution of the documents. The execution of any documents by the appropriate officer or officers of the County herein authorized shall be conclusive evidence of the approval of such documents in accordance with the terms hereof. In the absence of the Chairperson or the County Finance Officer, any of the Documents authorized by this resolution to be executed may be executed by such officer as, in the opinion of the Deputy State's Attorney, may execute documents in their stead.

Section 5. Payment of Lease Payments. The County will pay to the Trustee promptly when due, all of the Lease Payments (as defined in the Lease) and other amounts required by the Lease. To provide moneys to make such payments, the County will include in its annual budget, for each fiscal year during the term of the Lease, moneys sufficient to pay and for the purpose of paying all Lease Payments and other amounts payable under the Lease, and will take all other actions necessary to provide moneys for the payment of the obligations of the County under the Lease from sources of the County lawfully available for this purpose, including the levy of such taxes as may be necessary therefore, subject only to the limitations on such levies imposed by South Dakota law.

The County agrees and covenants to include in its annual budget for each fiscal year during the term of the Lease moneys sufficient to pay and for the purpose of paying the Lease Payments, and to levy a tax pursuant to SDCL Section 7-25-1 and Article XIII Section 5 in an amount sufficient and for the purpose of paying such Lease Payments when due and, to the extent permitted by law, to determine the percentage of true and full value to be used as taxable valuation such that the tax levied pursuant to SDCL Section 7-25-1, taking into consideration the percentage of collection, will generate sufficient revenues for the purpose of paying such Lease Payments, and to take all other actions necessary to provide moneys for the payment of the Lease Payments under the Lease as amended or supplemented, from sources of the County lawfully available for such purposes. The County shall file with the County Finance Officer a schedule of the principal and interest components of the Lease for each fiscal year.

Section 6. Tax Matters. The County covenants and agrees with the Trustee and the registered owners from time to time of the Limited Tax General Obligation Certificates of Participation, Series 2017 that it will not take or permit to be taken by any of its officers, employees or agents any action which would cause the interest on the Limited Tax General Obligation Certificates of Participation, Series 2017 to become subject to taxation under the Internal Revenue Code of 1986, as amended (the "Code"), and applicable Treasury Regulations (the "Regulations"), and covenants to take any and all actions within its powers to ensure that the interest on the Limited Tax General Obligation Certificates of Participation, Series 2017 will not become subject to taxation under the Code and the Regulations. The County will cause to be filed with the Secretary of the Treasury an information reporting statement in the form and at the time prescribed by the Code. The County will comply with the provisions of Section 148(f) of the Code, relating to the rebate of arbitrage profits to the United States, if and to the extent that such provisions are applicable to the Lease and the Certificates of Participation, Series 2017.

Section 7. Arbitrage Certification. The Chairperson and the County Finance Officer, being the officers of the County charged with the responsibility for issuing the Limited Tax General Obligation Certificates of Participation, Series 2017 pursuant to this Resolution, are authorized and directed to execute and deliver to the Trustee a certificate in accordance with the provisions of Section 148 of the Code, and Sections 1.148-1 et al of the Regulations, stating the facts, estimates and circumstances in existence on the date of issue and delivery of the Limited Tax General Obligation Certificates of Participation, Series 2017 which make it reasonable to expect that the proceeds of the Limited Tax General Obligation Certificates of Participation, Series 2017 will not be used in a manner that would cause the Lease or the Limited Tax General Obligation Certificates of Participation, Series 2017 to be arbitrage bonds within the meaning of the Code and Regulations.

Section 8. Qualified Tax-Exempt Obligations. The Board hereby designates the Lease as a "qualified tax-exempt obligation" for purposes of Section 265(b)(3) of the Code relating to the disallowance of interest expense for financial institutions, and hereby finds that the reasonably anticipated amount of qualified tax-exempt obligations (within the meaning of Section 265(b)(3) of the Code) which will be issued by the County and all subordinate entities during calendar year 2017 does not exceed \$10,000,000.

Section 9. Preliminary Official Statement and Official Statement. The Chairperson, County Finance Officer, and the Underwriter are hereby authorized and directed to provide for the preparation and distribution of a Preliminary Official Statement describing the 2017 Certificates (the "Preliminary Official Statement"). After the 2017 Certificates have been sold, the Chairperson and County Finance Officer shall make such completions, omissions, insertions and changes in the Preliminary Official Statement not inconsistent with this resolution as are necessary or desirable to complete it as a final Official Statement for purposes of Rule 15c2-12(e)(3) of the Securities and Exchange Commission. The Chairperson and County Finance Officer shall arrange for the delivery to the Underwriter on the 2017 Certificates of a reasonable number of copies of the Official Statement within seven business days after the 2017 Certificates have been sold for delivery by the Underwriter to each potential investor requesting a copy of the Official Statement.

The Chairperson and County Finance Officer are authorized, on behalf of the County, to deem the Preliminary Official Statement and the Official Statement in final form, each to be final as of its date within the meaning of Rule 15c2-12(b)(1), except for the omission in the Preliminary Official Statement of certain pricing and other information allowed to be omitted pursuant to such Rule 15c2-12(b)(1). The distribution of the Preliminary Official Statement and the Official Statement in final form shall be conclusive evidence that each has been deemed in final form as of its date by the County except for the omission in the Preliminary Official Statement of such pricing and other information.

Section 10. Continuing Disclosure. The County hereby covenants and agrees that it will provide financial information and material event notices as required by Rule 15c2-12 of the Securities Exchange Commission for the 2017 Certificates. The Chairperson is authorized to execute at the closing of the sale of the 2017 Certificates, an agreement for the benefit of and enforceable by the owners of the 2017 Certificates specifying the details of the financial information and material event notices to be provided and its obligations relating thereto. Failure of the County to comply with the undertaking herein described and

to be detailed in said closing agreement, shall not be a default hereunder, but any such failure shall entitle the owner or owners of any of the 2017 Certificates to take such actions and to initiate such proceedings as shall be necessary and appropriate to cause the County to comply with its undertaking as set forth herein and in said agreement, including the remedies of mandamus and specific performance.

Section 11. Post Issuance Compliance. The County does hereby adopt Meierhenry Sargent Post-Issuance Compliance Policy and Tax-Advantaged Obligations and Continuing Disclosure with regard to the Lease and 2017 Certificates attached hereto, a copy of which is on file and open to public inspection at regular business hours. The County appoints the Finance Officer as its chief post issuance compliance officer.

Section 12. Date Resolution Becomes Effective. This resolution shall become effective twenty days after publication in accordance with SDCL § 7-18A-8.

Said motion was seconded by Commissioner _____ and upon vote being taken the following voted AYE: _____

_____ and the following voted NAY: _____

Dated this 4th day of April, 2017.



Nicki Buselt
County Finance Officer

[Signature]
Chairperson

DO NOT PUBLISH-OPEN TO PUBLIC INSPECTION

**Post-Issuance Compliance Policy for Tax-Exempt and
Tax-Advantaged Obligations and Continuing
Disclosure**

Definitions

“Compliance Officer” means the County Finance Officer of Brookings County.

“Issuer” means Brookings County.

Statement of Purpose

This Post-Issuance Compliance Policy (the “Policy”) sets forth specific policies of the Issuer designed to monitor post-issuance compliance:

- (i) with applicable provisions of the Internal Revenue Code of 1986, as amended (the “Code”), and regulations promulgated thereunder (“Treasury Regulations”) for obligations issued by the Issuer on tax-exempt or tax-advantaged basis (“Obligations”); and
- (ii) with applicable requirements set forth in certificate and agreement(s) (“Continuing Disclosure Agreements”) providing for ongoing disclosure in connection with the offering of obligations to investors (“Offerings”), for obligations (whether or not tax-exempt/tax-advantaged) subject to the continuing disclosure requirements of Rule 15c2-12(b)(5) (the “Rule”) promulgated by the Securities and Exchange Commission (“SEC”) under the Securities Exchange Act of 1934.

This Policy documents practices and describes various procedures and systems designed to identify on a timely basis facts relevant to demonstrating compliance with the requirements that must be satisfied subsequent to the issuance of Obligations in order that the interest on such Obligations continue to be eligible to be excluded from gross income for federal income tax purposes or that the Obligations continue to receive tax-advantaged treatment. The federal tax law requirements applicable to each particular issue of Obligations will be detailed in the arbitrage or tax certificate prepared by bond counsel and signed by officials of the Issuer and the post-closing compliance checklist provided by bond counsel with respect to that issue. This Policy establishes a permanent, ongoing structure of practices and procedures that will facilitate compliance with the requirements for individual borrowings.

This Policy similarly documents practices and describes various procedures and systems designed to ensure compliance with Continuing Disclosure Agreements, by preparing and disseminating related reports and information and reporting “material events” for the benefit of the holders of the Issuer's obligations and to assist the Participating Underwriters (within the meaning of the Rule) in complying with the Rule.

The Issuer recognizes that compliance with pertinent law is an on-going process, necessary during the entire term of the obligations, and is an integral component of the Issuer's debt management. Accordingly, the analysis of those facts and implementation of the Policy will require on-going monitoring and consultation with bond counsel and the Issuer's accountants and advisors.

General Policies and Procedures

The following policies relate to procedures and systems for monitoring post-issuance compliance generally.

- A. The Compliance Officer shall be responsible for monitoring post-issuance compliance issues.
- B. The Compliance Officer will coordinate procedures for record retention and review of such records.
- C. All documents and other records relating to Obligations issued by the Issuer shall be maintained by or at the direction of the Compliance Officer. In maintaining such documents and records, the Compliance Officer will comply with applicable Internal Revenue Service (“IRS”) requirements, such as those contained in Revenue Procedure 97-22.
- D. The Compliance Officer shall be aware of options for voluntary corrections for failure to comply with post-issuance compliance requirements (such as remedial actions under Section 1.141-12 of the Regulations and the Treasury's Tax-Exempt Bonds Voluntary Closing Agreement Program) and take such corrective action when necessary and appropriate.
- E. The Compliance Officer will review post-issuance compliance procedures and systems on a periodic basis, but not less than annually.

Issuance of Obligations - Documents and Records

With respect to each issue of Obligations, the Compliance Officer will:

- A. Obtain and store a closing binder and/or CD or other electronic copy of the relevant and customary transaction documents (the “Transcript”).

- B. Confirm that bond counsel has filed the applicable information report (e.g., Form 8038, Form 8038-G, Form 8038-CP) for such issue with the IRS on a timely basis.
- C. Coordinate receipt and retention of relevant books and records with respect to the investment and expenditure of the proceeds of such Obligations with other applicable staff members of the Issuer.

Arbitrage

The following policies relate to the monitoring and calculating of arbitrage and compliance with specific arbitrage rules and regulations.

The Compliance Officer will:

- A. Confirm that a certification of the initial offering prices of the Obligations with such supporting data, if any, required by bond counsel, is included in the Transcript.
- B. Confirm that a computation of the yield on such issue from the Issuer's financial advisor or bond counsel (or an outside arbitrage rebate specialist) is contained in the Transcript.
- C. Maintain a system for tracking investment earnings on the proceeds of the Obligations.
- D. Coordinate the tracking of expenditures, including the expenditure of any investment earnings. If the project(s) to be financed with the proceeds of the Obligations will be funded with multiple sources of funds, confirm that the Issuer has adopted an accounting methodology that maintains each source of financing separately and monitors the actual expenditure of proceeds of the Obligations.
- E. Maintain a procedure for the allocation of proceeds of the issue and investment earnings to expenditures, including the reimbursement of pre-issuance expenditures. This procedure shall include an examination of the expenditures made with proceeds of the Obligations within 18 months after each project financed by the Obligations is placed in service and, if necessary, a reallocation of expenditures in accordance with Section 1.148-6(d) of the Treasury Regulations.
- F. Monitor compliance with the applicable "temporary period" (as defined in the Code and Treasury Regulations) exceptions for the expenditure of proceeds of the issue, and provide for yield restriction on the investment of such proceeds if such exceptions are not satisfied.

- G. Ensure that investments acquired with proceeds of such issue are purchased at fair market value. In determining whether an investment is purchased at fair market value, any applicable Treasury Regulation safe harbor may be used.
- H. Avoid formal or informal creation of funds reasonably expected to be used to pay debt service on such issue without determining in advance whether such funds must be invested at a restricted yield.
- I. Consult with bond counsel prior to engaging in any post-issuance credit enhancement transactions or investments in guaranteed investment contracts.
- J. Identify situations in which compliance with applicable yield restrictions depends upon later investments and monitor implementation of any such restrictions.
- K. Monitor compliance with six-month, 18-month or 2-year spending exceptions to the rebate requirement, as applicable.
- L. Procure a timely computation of any rebate liability and, if rebate is due, to file a Form 8038-T and to arrange for payment of such rebate liability.
- M. Arrange for timely computation and payment of “yield reduction payments” (as such term is defined in the Code and Treasury Regulations), if applicable.

Private Activity Concerns

The following polices relate to the monitoring and tracking of private uses and private payments with respect to facilities financed with the Obligations.

The Compliance Officer will:

- A. Maintain records determining and tracking facilities financed with specific Obligations and the amount of proceeds spent on each facility.
- B. Maintain records, which should be consistent with those used for arbitrage purposes, to allocate the proceeds of an issue and investment earnings to expenditures, including the reimbursement of pre-issuance expenditures.
- C. Maintain records allocating to a project financed with Obligations any funds from other sources that will be used for otherwise non-qualifying costs.
- D. Monitor the expenditure of proceeds of an issue and investment earnings for qualifying costs.

E. Monitor private use of financed facilities to ensure compliance with applicable limitations on such use. Examples of potential private use include:

1. Sale of the facilities, including sale of capacity rights;
2. Lease or sub-lease of the facilities (including leases, easements or use arrangements for areas outside the four walls, e.g., hosting of cell phone towers) or leasehold improvement contracts;
3. Management contracts (in which the Issuer authorizes a third party to operate a facility, e.g., cafeteria) and research contracts;
4. Preference arrangements (in which the Issuer permits a third party preference, such as parking in a public parking lot);
5. Joint-ventures, limited liability companies or partnership arrangements;
6. Output contracts or other contracts for use of utility facilities (including contracts with large utility users);
7. Development agreements which provide for guaranteed payments or property values from a developer;
8. Grants or loans made to private entities, including special assessment agreements; and
9. Naming rights arrangements.

Monitoring of private use should include the following:

1. Procedures to review the amount of existing private use on a periodic basis; and
2. Procedures for identifying in advance any new sale, lease or license, management contract, sponsored research arrangement, output or utility contract, development agreement or other arrangement involving private use of financed facilities and for obtaining copies of any sale agreement, lease, license, management contract, research arrangement or other arrangement for review by bond counsel.

If the Compliance Officer identifies private use of facilities financed with tax-exempt or tax-advantaged debt, the Compliance Officer will consult with the Issuer's bond counsel to determine whether private use will adversely affect the tax status of the issue and if so,

what remedial action is appropriate. The Compliance Officer should retain all documents related to any of the above potential private uses.

Qualified Tax-Exempt Obligations

If the Issuer issues qualified tax-exempt obligations in any year, the Compliance Officer shall monitor all tax-exempt financings (including lease purchase arrangements and other similar financing arrangements and conduit financings on behalf of 501(c)(3) organizations) to assure that the \$10,000,000 "Small Issuer" limit is not exceeded.

Federal Subsidy Payments

The Compliance Officer shall be responsible for the calculation of the amount of any federal subsidy payments and the timely preparation and submission of the applicable tax form and application for federal subsidy payments for tax-advantaged obligations such as Build America Bonds, New Clean Renewable Energy Bonds and Qualified School Construction Bonds.

Reissuance

The following policies relate to compliance with rules and regulations regarding the reissuance of Obligations for federal law purposes.

The Compliance Officer will identify and consult with bond counsel regarding any post-issuance change to any terms of an issue of Obligations which could potentially be treated as a reissuance for federal tax purposes.

Record Retention

The following policies relate to retention of records relating to the Obligations issued. The Compliance Officer will:

- A. Coordinate with staff regarding the records to be maintained by the Issuer to establish and ensure that an issue remains in compliance with applicable federal tax requirements for the life of such issue.
- B. Coordinate with staff to comply with provisions imposing specific recordkeeping requirements and cause compliance with such provisions, where applicable.
- C. Coordinate with staff to generally maintain the following:
 1. The Transcript relating to the transaction (including any arbitrage or other tax certificate and the bond counsel opinion);
 2. Documentation evidencing expenditure of proceeds of the issue;

3. Documentation regarding the types of facilities financed with the proceeds of an issue, including, but not limited to, whether such facilities are land, buildings or equipment, economic life calculations and information regarding depreciation.
 4. Documentation evidencing use of financed property by public and private entities (e.g., copies of leases, management contracts, utility user agreements, developer agreements and research agreements);
 5. Documentation evidencing all sources of payment or security for the issue; and
 6. Documentation pertaining to any investment of proceeds of the issue (including the purchase and sale of securities, SLGs subscriptions, yield calculations for each class of investments, actual investment income received by the investment of proceeds, guaranteed investment contracts, and rebate calculations).
- D. Coordinate the retention of all records in a manner that ensures their complete access to the IRS.
- E. Keep all material records for so long as the issue is outstanding (including any refunding), plus seven years.

Continuing Disclosure

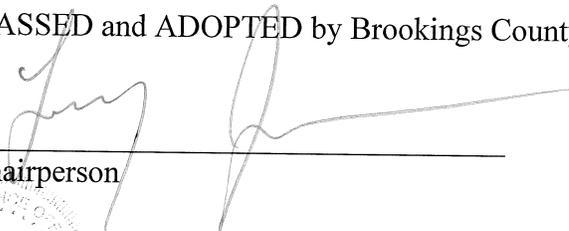
Under the provisions of SEC Rule 15c2-12 (the "Rule"), Participating Underwriters (as defined in the Rule) are required to determine that issuers (such as the Issuer) have entered into written Continuing Disclosure Agreements to make ongoing disclosure in connection with Offerings subject to the Rule. Unless the Issuer is exempt from compliance with the Rule or the continuing disclosure provisions of the Rule as a result of certain permitted exemptions, the Transcript for each issue of related obligations will include a Continuing Disclosure Agreement executed by the Issuer.

In order to monitor compliance by the Issuer with its Continuing Disclosure Agreements, the Compliance Officer will, if and as required by such Continuing Disclosure Agreements:

- A. Assist in the preparation or review of annual reports ("Annual Reports") in the form required by the related Continuing Disclosure Agreements.

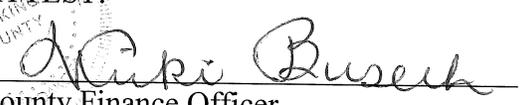
- B. Maintain a calendar, with appropriate reminder notifications, listing the filing due dates relating to dissemination of Annual Reports, which annual due date is generally expressed as a date within a certain number of days (e.g., 365 days) following the end of the Issuer's fiscal year (the "Annual Report Due Date"), as provided in the related Continuing Disclosure Agreements.
- C. Ensure timely dissemination of the Annual Report by the Annual Report Due Date, in the format and manner provided in the related Continuing Disclosure Agreements, which may include transmitting such filing to the Municipal Securities Rulemaking Board ("MSRB") through the Electronic Municipal Market Access ("EMMA") System at www.emma.msrb.org in the format prescribed by the MSRB.
- D. Monitor the occurrence of any "Material Event" (as defined in the Continuing Disclosure Agreements) and timely file notice of the occurrence of any such Material Event in the manner provided under the Continuing Disclosure Agreements. To be timely filed, such notice must be transmitted within 10 days (or such other time period as set forth in the Continuing Disclosure Agreements) of the occurrence of such Material Event.
- E. Ensure timely dissemination of notice of any failure to perform under a Continuing Disclosure Agreement, if and as required by the Continuing Disclosure Agreement.
- F. Respond to requests, or ensure that the Issuer Contact (as defined in the Continuing Disclosure Agreement) responds to requests, for information under the Rule, as provided in the Continuing Disclosure Agreements.
- G. Monitor the performance of any dissemination agent(s) engaged by the Issuer to assist in the performance of any obligation under the Continuing Disclosure Agreements.

PASSED and ADOPTED by Brookings County, this 4th day of April, 2017.



Chairperson

ATTEST:



County Finance Officer

