**Post-Issuance Tax Compliance Procedures For Tax-Exempt Bonds**
**Adopted: 8th day of December, 2023**

The purpose of these Post-Issuance Tax Compliance Procedures is to establish policies and procedures in connection with tax-exempt obligations (the "Bonds") issued by Independent School District Number 76 of Canadian County, State of Oklahoma (the "Issuer"), so as to maximize the likelihood that all applicable post-issuance requirements of the Internal Revenue Code of 1986, as amended (the "Code") and applicable Treasury Regulations (the "Regulations") needed to preserve the tax-exempt status of the Bonds are met. The Issuer reserves the right to use its discretion as necessary and appropriate to make exceptions or create additional provisions as circumstances warrant. The Issuer also reserves the right to change these policies and procedures from time to time.

## General

Proceeds of the Issuer's Bonds are used to finance certain facilities and equipment. Federal tax law limitations apply to the Issuer's Bonds. These limitations apply throughout the life of the outstanding Bonds. Some of these "over the life" limitations relate to the investment of proceeds of the Bonds, and others relate to the use and expenditure of the proceeds of the Bonds. A failure to meet these "over the life" limitations at any time during the life of the Bonds could result in the retroactive and prospective loss of the tax-exempt status of the Bonds or the imposition of additional taxes or assessments on the Issuer.

The Board of Education of the Issuer has the overall, final responsibility for monitoring whether the Issuer is in compliance with post-issuance federal tax requirements for the Issuer's Bonds. However, the Board of Education assigns to the Superintendent of Schools (the "Compliance Officer") the primary operating responsibility to monitor the Issuer's compliance with post-issuance federal tax requirements for the Issuer's Bonds.

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 United States Treasury's Tax-Exempt Bonds Voluntary Closing Agreement Program) and take such corrective action when necessary and appropriate.

The Compliance Officer shall review post-issuance compliance procedures and systems on a periodic basis, but not less than annually.

**Post-Issuance Compliance Requirements**

External Advisors / Documentation

The Issuer shall consult with bond counsel and other legal counsel and advisors, as needed, throughout the Bond issuance process to identify requirements and to establish procedures necessary or appropriate so that the Bonds will continue to qualify for tax-exempt status. The Issuer also shall consult with bond counsel and other legal counsel and advisors, as needed, following issuance of the Bonds to ensure that all applicable post-issuance requirements in fact are met. This shall include, without limitation, consultation in connection with any potential changes in use of Bond-financed or refinanced assets.

The Issuer shall be responsible to determine (or obtain expert advice to determine) whether arbitrage rebate calculations have to be made for the Bond issue. If it is determined that such calculations are or are likely to be required, the Issuer shall engage expert advisors (each a "Rebate Service Provider") to assist in the calculation of arbitrage rebate payable in respect of the investment of Bond proceeds, or else shall ensure that it has adequate financial, accounting and legal resources of its own to make such calculations. The Issuer shall make any rebate payments required on a timely basis.

The investment of Bond proceeds shall be managed by the Issuer in accordance with applicable statutory provisions. The Issuer shall maintain adequate records regarding the investments and transactions involving Bond proceeds.

Arbitrage Yield Restriction and Rebate Requirements

The Compliance Officer shall be responsible for overseeing compliance with arbitrage yield restriction and rebate requirements under federal tax regulations, as follows:

1) Monitor compliance with the applicable "temporary period" (as defined in the Code and Regulations) exceptions for the expenditure of Bond proceeds, and provide for yield restriction on investments including "yield reduction payments" (as defined in the Code and Regulations) where applicable. Generally, there is a 3-year temporary period for capital projects.

2) Ensure that investments acquired with Bond proceeds are purchased at fair market value. In determining whether an investment is purchased at fair market value, any applicable safe harbor under the Code and Regulations may be used.

3) In the case of any issue of Bonds for an "advanced refunding" (as defined in the Code and Regulations), coordinate with the Issuer's financial advisor and any escrow agent to arrange for the purchase of the refunding escrow securities, arrange for the computation of the yield on such escrow securities by an outside verification agent, and monitor compliance with applicable yield restrictions.

4) If at the time of Bond issuance, based on reasonable expectations set forth in the tax certificate/agreement executed at the time of Bond issuance (the "Tax Certificate"), it appears likely that the Bond issue will qualify for an exemption from the rebate requirement, the Issuer may defer taking any of the actions set forth in subsection (5). Not later than the time of completion of construction or acquisition of the project (or, in the case of a refunding, the redemption of the refunded bonds), and depletion of all funds from the borrowed money fund, the Issuer shall make a determination if expenditure of the Bond proceeds qualified for exemption from the rebate requirements based on the "small issuer" exception or spending within 6 months, 18 months or 24 months after issuance. As of the adoption of these procedures, the Issue will qualify for the "small issuer" or "spending exceptions" to the general rebate requirements under the following circumstances:

| **Exception** | **Circumstances** |
|---|---|
| Small Issuer | An issue (other than a refunding issue) qualifies for the small issuer exception only if the issuer reasonably expects as of the issue date to issue, or in fact issues, $5M or less in tax-exempt governmental bonds during that calendar year. The aggregation rules of section 148(f )(4)(D) of the Code should be considered when determining whether this exception applies. The $5M limit shall be increased when financing public school capital expenditures by the lesser of $10M or so much of the aggregate face amount of the bonds attributable to financing the construction. |
| 6-Month | Section 1.148-7(c) of the Treasury regulations provides an exception to rebate if the gross proceeds of the bond issue are allocated to expenditures for governmental or qualified purposes that are incurred within 6 months after the date of issuance. |
| 18-Month | Section 1.148-7(d) of the Treasury regulations provides an exception to rebate if the gross proceeds of the bond issue are allocated to expenditures for governmental or qualified purposes which are incurred within the following schedule: 1) 15% within 6 months after the date of issuance; 2) 60% within 12 months after the date of issuance; and 3) 100% within 18 months after the date of issuance. |
| 2-Year | Section 1.148-7(e) of the Treasury regulations provides that an exception to rebate is available with respect to construction issues financing property to be owned by a governmental entity or 501(c)(3) organization when certain available construction proceeds are allocated to construction expenditures within the following schedule: 1) 10% within 6 months after the date of issuance; 2) 45% within 12 months after the date of issuance; 3) 75% within 18 months after the date of issuance; and 4) 100% within 24 months after the date of issuance. |

If a rebate exemption is determined to be applicable, the Issuer shall prepare and keep in the permanent records of the Bond issue a memorandum evidencing this conclusion together with records of expenditure to support such conclusion. If the transaction does not qualify for rebate exemption, the Issuer shall initiate the steps set forth in (5) below.

5) If at the time of Bond issuance it appears likely that arbitrage rebate calculations will be required, or upon determination that calculations are required pursuant to (4) above, the Issuer shall:

- engage the services of a Rebate Service Provider and, prior to each rebate calculation date, deliver periodic statements concerning the investment of Bond proceeds to the Rebate Service Provider;

- provide to the Rebate Service Provider additional documents and information reasonably requested by the Rebate Service Provider;

- monitor efforts of the Rebate Service Provider;

- assure payment of required rebate amounts, if any, no later than 60 days after each 5-year anniversary of the issue date of the Bonds, and no later than 60 days after the last Bond of each issue is redeemed;

- during the construction period of each capital project financed in whole or in part by Bonds, monitor the investment and expenditure of Bond proceeds and consult with the Rebate Service Provider to determine compliance with any applicable exceptions from the arbitrage rebate requirements during each 6-month spending period up to 6 months, 18 months or 24 months, as applicable, following the issue date of the Bonds; and

- retain copies of all arbitrage reports as described below under "Record Keeping Requirements."

- in lieu of engaging an outside Rebate Service Provider, the Issuer may make a determination that it has sufficient capabilities using its own personnel, supported by its regular accounting and legal advisers, to be able to make the required rebate calculations. Such determination shall be evidenced in writing with specific reference to the personnel and advisers to carry out the calculations, and such written determination shall be maintained in the records of the bond transaction.

<u>Use of Bond Proceeds and Bond-Financed or Refinanced Assets:</u>

The Compliance Officer shall be responsible for:

- monitoring the use of Bond proceeds (including investment earnings and including reimbursement of expenditures made before bond issuance) and the use of Bond-financed or refinanced assets (e.g., facilities, furnishings or equipment) throughout the term of the Bonds to ensure compliance with covenants and restrictions set forth in the Tax Certificate relating to the Bonds;

- maintaining records identifying the assets or portion of assets that are financed or refinanced with proceeds of each issue of Bonds (including investment earnings and including reimbursement of expenditures made before bond issuance), including, if necessary a final reallocation of Bond proceeds within 18 months after each project financed by the Bonds is placed in service in accordance with Section 1.148-6(d) of the Regulations;

- consulting with bond counsel and other legal counsel and advisers in the review of any change in use of Bond-financed or refinanced assets to ensure compliance with all covenants and restrictions set forth in the Tax Certificate relating to the Bonds;

- conferring at least annually with personnel responsible for Bond-financed or refinanced assets to identify and discuss any existing or planned use of Bond-financed or refinanced assets, to ensure that those uses are consistent with all covenants and restrictions set forth in the Tax Certificate relating to the Bonds;

- to the extent that the Issuer discovers that any applicable tax restrictions regarding use of Bond proceeds and Bond-financed or refinanced assets will or may be violated, consulting promptly with bond counsel and other legal counsel and advisers to determine a course of action to remediate all nonqualified bonds, if such counsel advises that a remedial action is necessary;

All relevant records and contracts shall be maintained as described below.

<u>Information Reporting</u>

After delivery of the bond proceeds, the Financial Advisor shall provide the Issuer with the completed IRS Form 8038-G, *Information Return for Tax-Exempt Governmental Obligations,* or 8038-GC, *Information Return for Small Tax-Exempt Governmental Bond Issues, Leases, and Installment Sales*, as applicable. The Compliance Officer shall sign and date the form and then mail it certified mail, return receipt requested, to the Internal Revenue Service. As of the date of the adoption of these procedures, the form is required to be filed by the 15th day of the second calendar month following the quarter in which the bonds were issued. The Issuer shall retain a copy of the executed form and the return mail receipt with the other documents associated with the tax exempt bonds.

<u>Qualified Tax-Exempt Obligations</u>

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) to assure that the "small issuer" limit (currently, $10,000,000) is not exceeded.

Record Keeping Requirement

The Compliance Officer shall be responsible for maintaining the following documents for the term of each issue of Bonds (including refunding Bonds, if any) plus at least six years:

- a copy of the Bond closing transcript(s) and other relevant documentation delivered to the Issuer at or in connection with closing of the issue of Bonds;

- a copy of all material documents relating to capital expenditures financed or refinanced by Bond proceeds, including (without limitation) construction contracts, purchase orders, invoices, requisitions and payment records, as well as documents relating to costs reimbursed with Bond proceeds and records identifying the assets or portion of assets that are financed or refinanced with Bond proceeds, including a final allocation of Bond proceeds; and

- a copy of all records of investments, investment agreements, arbitrage reports and underlying documents, in connection with any investment agreements, and copies of all bidding documents, if any.

While document retention is typically accomplished through the maintenance of hard copies, records may be kept in electronic format so long as applicable requirements, such as Revenue Procedure 97-22, are satisfied. IRS bond agents have been instructed to request documents and information in electronic format. IRM 4.81.5.7.2.4 (11-01-09). For this reason it is advisable to retain records relating to the Issuer's bonds in electronic format whenever practical.

Continuing Disclosure

Under the provisions of SEC Rule 15c2-12 (the "Rule"), underwriters are required to obtain an agreement for ongoing disclosure in connection with the public offering of securities in a principal amount in excess of $1,000,000. Unless the Issuer is exempt from compliance with the Rule as a result of certain permitted exemptions, the Transcript for each issue of Bonds will include an undertaking by the Issuer to comply with the Rule. The Compliance Officer will monitor compliance by the Issuer with its undertakings, which may include the requirement for an annual filing of operating and financial information and will include a requirement to file notices of listed "material events." As of the adoption of these procedures, the Issuer is required to give notice of the occurrence of any of the following events:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults, if Material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions, 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 of determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;

7. Modification to rights of Bondholders, if Material;
8. Bond calls, if Material, and tender offers;
9. Defeasances;
10. Release, substitution, or sale of property securing repayment of the Bonds, if Material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership or similar event of the Issuer;
13. The consummation of a merger, consolidation, or acquisition involving the Issuer, or the sale of all or substantially all of the assets of the Issuer, 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;
14. Appointment of a successor or additional Trustee/Paying Agent or the change of name of a Trustee/Paying Agent, if Material;
15. Incurrence of a financial obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and
16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the obligated person, any of which reflect financial difficulties.

<u>Education Policy</u>

It is the policy of the Issuer that the Compliance Officer and his or her staff, as well as the principal operating officials of those departments of the Issuer for which property is financed with Bond proceeds should be provided with education and training on federal tax requirements applicable to tax-exempt bonds. The Issuer recognizes that such education and training is vital as a means of helping to ensure that the Issuer remains in compliance with those federal tax requirements in respect of its Bonds. The Issuer will therefore enable and encourage those personnel to attend and participate in educational and training programs offered by professional trade associations and other entities with regard to the federal tax requirements applicable to tax-exempt bonds.

**Sample "Small Issuer Exception" Memorandum**

RE: **___________ General Obligation ________________________ Bonds of ___________ of Independent School District Number 76 of Canadian County, Oklahoma, dated ___________ 1, ________.**

Independent School District Number 76 of Canadian County, Oklahoma (the "Issuer"), believes the referenced bond issue qualifies for the "small issuer exception" from the rebate requirement because, as of the issue date, the aggregate face amount of all tax-exempt bonds (including the referenced issue and notes or other obligations) issued by the Issuer (and all subordinate entities thereof) during calendar year ________ is not reasonably expected to exceed $5,000,000.

________________________________ ________________________________

Signature Date

________________________________

Printed Name/Title