



To: Dr. Mike Riggle
Board of Education

From: Dr. R.J. Gravel

Date: Monday, November 14, 2016

Re: Resolution Adopting a Disclosure Compliance Policy

Recommendation

It is recommended that the Board of Education adopt the Disclosure Compliance Policy as presented.

Background

In recent years the Securities and Exchange Commission (SEC) has greatly increased its scrutiny and enforcement activity in the municipal bond market, including within the State of Illinois. The SEC is bringing enforcement actions against issuers who allegedly have not taken adequate care to ensure that current and accurate financial disclosure is provided to bond investors as required on an annual basis. These disclosure responsibilities also include the accurate and timely preparation of the preliminary and final official statements which are used by investors to structure their bids for available bond sales.

The District has been in full compliance with its bond market financial disclosure obligations in the past, and has retained William Blair & Company, LLC, to act as Dissemination Agent on behalf the District with regards to Continuing Disclosure requirements since 2001. As part of this retainer, William Blair is responsible for the collection, computation, review, duplication and dissemination of the information relating to the continuing disclosure requirements for all outstanding debt. This service was performed for FY2016 for a flat fee of \$2,750.

While the District has been in full compliance with disclosure requirements, Chapman and Cutler, our Bond and Disclosure Counsel, has recommended that the Board of Education establish a disclosure compliance policy. This recommendation is in response to the SEC's recent efforts to audit compliance responsibilities, and would provide the information necessary in response to an inquiry from the SEC.

RESOLUTION adopting a disclosure compliance policy of Township High School District Number 225, Cook County, Illinois.

* * *

WHEREAS, the Board of Education (the “*Board*”) of Township High School District Number 225, Cook County, Illinois (the “*District*”), has determined that it is necessary and in the best interest of the District to ensure compliance with its responsibilities under federal securities laws, including its continuing disclosure undertakings (the “*Undertakings*”) under Rule 15c2-12 of the Securities Exchange Act of 1934, as amended (the “*Rule*”), and the statements of the Securities and Exchange Commission (the “*SEC*”) in enforcement actions; and

WHEREAS, it is necessary and in the best interest of the District that the District adopt appropriate policies and procedures (the “*Disclosure Policies and Procedures*”) and training to enable the District to create accurate disclosures with respect to its (i) preliminary official statements, final official statements and any supplements or amendments thereto, disseminated by the District pursuant to the issuance by the District of any bonds, notes, certificates or other obligations, (ii) Financial Information, as required by and defined in the Undertakings to be filed with the Municipal Securities Rulemaking Board’s Electronic Municipal Market Access (“*EMMA*”) system, and (iii) notices of Material Events or Reportable Events, each as defined in the Undertakings, and any other required or voluntary disclosures to EMMA:

NOW, THEREFORE, Be It and It Is Hereby Resolved by the Board of Education of Township High School District Number 225, Cook County, Illinois, as follows:

Section 1. The Board hereby finds that all of the recitals contained in the preambles to this Resolution are full, true and correct and does incorporate them into this Resolution by this reference.

Section 2. The Board and the District hereby adopt the Disclosure Policies and Procedures attached as *Exhibit A* hereto and made a part hereof and, in doing so, amend any similar disclosure policies and procedures heretofore adopted.

Section 3. If any section, paragraph, clause or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 4. All resolutions or parts thereof in conflict herewith be and the same are hereby repealed and this Resolution shall be in full force and effect forthwith upon its adoption.

Adopted _____, 2016.

Skip Shein
President, Board of Education

Attest:

Rosanne Williamson
Secretary, Board of Education

EXHIBIT A

TOWNSHIP HIGH SCHOOL DISTRICT NUMBER 225, COOK COUNTY, ILLINOIS (THE “*DISTRICT*”) POLICIES AND PROCEDURES FOR PREPARING AND UPDATING DISCLOSURES

Pursuant to the District’s responsibilities under the securities laws, including its continuing disclosure undertakings (the “*Undertakings*”) under Rule 15c2-12 of the Securities Exchange Act of 1934, as amended, and the Securities and Exchange Commission’s statements in enforcement actions, it is necessary and in the best interest of the District that the District’s (i) preliminary and final official statements or offering circulars and any supplements or amendments thereto (collectively, the “*Official Statements*”), disseminated by the District in connection with any bonds, notes, certificates or other obligations, (ii) Annual Financial Information, as required by and defined in the Undertakings (the “*Annual Financial Information*”) to be filed with the Municipal Securities Rulemaking Board’s (“*MSRB*”) Electronic Municipal Market Access (“*EMMA*”) system, and (iii) notices of Material Events or Reportable Events, each as defined in the Undertakings, and any other required or voluntary disclosures to EMMA (each, an “*EMMA Notice*”) comply in all material respects with the federal securities laws. Further, it is necessary and in the best interest of the District that the District adopt policies and procedures to enable the District to create accurate disclosures with respect to its (i) Official Statements, (ii) Annual Financial Information, and (iii) EMMA Notices. Official Statements, Annual Financial Information and EMMA Notices are collectively referred to herein as the “*Disclosures*.”

In response to these interests, the District hereby adopts the following policies and procedures (the “*Disclosure Policy*”):

(a) *Disclosure Officer*. The Assistant Superintendent for Business Services/CSBO of the District (the “*Disclosure Officer*”) is hereby designated as the officer responsible for the procedures related to Disclosures as hereinafter set forth (collectively, the “*Disclosure Procedures*”).

(b) *Disclosure Procedures: Official Statements.* Whenever an Official Statement will be disseminated in connection with the issuance of obligations by the District, the Disclosure Officer will oversee the process of preparing the Official Statement pursuant to the following procedures:

1. The District shall select (a) the working group for the transaction, which group may include outside professionals such as disclosure counsel, a municipal advisor and an underwriter (the “*Working Group*”) and (b) the member of the Working Group responsible for preparing the first draft of the Official Statement.

2. The Disclosure Officer shall review and make comments on the first draft of the Official Statement. Such review shall be done in order to determine that the Official Statement does not include any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made in the Official Statement not misleading. Particular attention shall be paid to the accuracy of all descriptions, significant information and financial data regarding the District. Examples include confirming that information relating to the District, including but not limited to demographic changes, the addition or loss of major employers, the addition or loss of major taxpayers or any other material information within the knowledge of the Disclosure Officer, is included and properly disclosed. The Disclosure Officer shall also be responsible for ensuring that the financial data presented with regard to the District is accurate and corresponds with the financial information in the District’s possession, including but not limited to information regarding bonded indebtedness, notes, certificates, outstanding leases, tax rates or any other financial information of the District presented in the Official Statement.

3. After completion of the review set forth in 2. above, the Disclosure Officer shall (a) discuss the first draft of the Official Statement with the members of the Working Group and such staff and officials of the District as the Disclosure Officer deems necessary and appropriate and (b) provide comments, as appropriate, to the members of the Working Group. The Disclosure Officer shall also consider comments from members of the Working Group and whether any additional changes to the Official Statement are necessary or desirable to make the document compliant with the requirements set forth in 2. above.

4. The Disclosure Officer shall continue to review subsequent drafts of the Official Statement in the manner set forth in 2. and 3. above.

5. If, in the Disclosure Officer’s reasonable judgment, the Official Statement does not include any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made in the Official Statement not misleading, the Official Statement may, in the reasonable discretion of the Disclosure Officer, be released for dissemination to the public; *provided,*

however, that the use of the Official Statement must be ratified, approved and authorized by Board of Education of the District (the “Board”).

(c) *Disclosure Procedures: Annual Financial Information.* The Disclosure Officer will oversee the process of preparing the Annual Financial Information pursuant to these procedures:

1. By December 1 of each year (the same being at least 30 days prior to the last date on which the Annual Financial Information is required to be disseminated pursuant to the related Undertaking, the Disclosure Officer shall begin to prepare (or hire an agent to prepare) the Annual Financial Information. The Disclosure Officer shall also review the audited or unaudited financial statements, as applicable, to be filed as part of the Annual Financial Information (the “*Financial Statements*”). In addition to the required updating of the Annual Financial Information, the Disclosure Officer should consider whether additional information needs to be added to the Annual Financial Information in order to make the Annual Financial Information, including the Financial Statements, taken as a whole, correct and complete in all material respects. For example, if disclosure of events that occurred subsequent to the date of the Financial Statements would be necessary in order to clarify, enhance or correct information presented in the Financial Statements, in order to make the Annual Financial Information, taken as a whole, correct and complete in all material respects, disclosure of such subsequent events should be made.

2. If, in the Disclosure Officer’s reasonable judgment, the Annual Financial Information, including the Financial Statements, is correct and complete in all material respects, the Disclosure Officer shall file the Annual Financial Information with EMMA (or confirm that such filing is completed by any agent hired by the District for such purpose) within the timeframe allowed for such filing.

(d) *Disclosure Procedures: EMMA Notices.* Whenever the District determines to file an EMMA Notice, or whenever the District decides to make a voluntary filing to EMMA, the Disclosure Officer will oversee the process of preparing the EMMA Notice pursuant to these procedures:

1. The Disclosure Officer shall prepare (or hire an agent to prepare) the EMMA Notice. The EMMA Notice shall be prepared in the form required by the MSRB.

2. In the case of a disclosure required by an Undertaking, the Disclosure Officer shall determine whether any changes to the EMMA Notice are necessary to make the document compliant with the Undertaking.

3. If, in the Disclosure Officer’s reasonable judgment, the EMMA Notice is correct and complete and, in the case of a disclosure required by an

Undertaking, complies with the Undertaking, the Disclosure Officer shall file the EMMA Notice with EMMA (or confirm that such filing is completed by any agent hired by the District for such purpose) within the timeframe allowed for such filing.

(e) *Additional Responsibilities of the Disclosure Officer.* The Disclosure Officer, in addition to the specific responsibilities outlined above, shall have general oversight of the entire disclosure process, which shall include:

1. Maintaining appropriate records of compliance with this Disclosure Policy (including proofs of EMMA filings) and decisions made with respect to issues that have been raised;
2. Evaluating the effectiveness of the procedures contained in this Disclosure Policy; and
3. Making recommendations to the Board as to whether revisions or modifications to this Disclosure Policy are appropriate.

(f) *General Principles.*

1. All participants in the disclosure process should be encouraged to raise potential disclosure items at all times in the process.
2. The process of revising and updating the Disclosures should not be viewed as a mechanical insertion of current numbers. While it is not anticipated that there will be major changes in the form and content of the Disclosures at the time of each update, the Disclosure Officer should consider whether such changes are necessary or desirable in order to make sure the Disclosure does not make any untrue statement of a material fact or omit to state a material fact necessary or desirable, in order to make the statements made, in light of the circumstances in which they were made, not misleading at the time of each update.
3. Whenever the District releases information, whether in written or spoken form, that may reasonably be expected to reach investors, it is said to be “speaking to the market.” When speaking to the market, District officials must be sure that the released information does not make any untrue statement of a material fact or omit to state a material fact necessary or desirable, in order to make the statements made, in light of the circumstances in which they were made, not misleading.
4. While care should be taken not to shortcut or eliminate any steps outlined in this Disclosure Policy on an ad hoc basis, the review and maintenance of the Disclosures is a fluid process and recommendations for improvement of these Disclosure Procedures should be solicited and regularly considered.

5. The Disclosure Officer is authorized to request and pay for attendance at relevant conferences or presentations or annual training sessions conducted by outside counsel, consultants or experts in order to ensure a sufficient level of knowledge for the effective administration of this Disclosure Policy.

Member _____ moved and Member _____
seconded the motion that said resolution as presented and read by title be adopted.

After a full discussion thereof, the President directed that the roll be called for a vote upon the motion to adopt said resolution.

Upon the roll being called, the following members voted AYE: _____

_____ and the following members voted NAY: _____ .

Whereupon the President declared the motion carried and said resolution adopted, approved and signed the same in open meeting and directed the Secretary to record the same in full in the records of the Board of Education of Township High School District Number 225, Cook County, Illinois, which was done.

Other business not pertinent to the adoption of said resolution was duly transacted at said meeting.

Upon motion duly made, seconded and carried, the meeting was adjourned.

Rosanne Williamson
Secretary, Board of Education

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

CERTIFICATION OF MINUTES AND RESOLUTION

I, the undersigned, do hereby certify that I am the duly qualified and acting Secretary of the Board of Education of Township High School District Number 225, Cook County, Illinois (the “Board”), and as such official I am the keeper of the records and files of the Board.

I do further certify that the foregoing constitute a full, true and complete transcript of the minutes of the meeting of the Board held on the ___ day of _____, 2016, insofar as the same relates to the adoption of a resolution entitled:

RESOLUTION adopting a disclosure compliance policy of Township High School District Number 225, Cook County, Illinois.

a true, correct and complete copy of which said resolution as adopted at said meeting appears in the foregoing transcript of the minutes of said meeting.

I do further certify that the deliberations of the Board on the adoption of said resolution were conducted openly, that the vote on the adoption of said resolution was taken openly, that said meeting was called and held at a specified time and place convenient to the public, that notice of said meeting was duly given to all of the news media requesting such notice, that an agenda for said meeting was posted at the location where said meeting was held and at the principal office of the Board at least 48 hours in advance of the holding of said meeting, that at least one copy of said agenda was continuously available for public review during the entire 48-hour period preceding said meeting, that a true, correct and complete copy of said agenda as so posted is attached hereto as *Exhibit A*, that said meeting was called and held in strict compliance with the provisions of the Open Meetings Act of the State of Illinois, as amended, and with the provisions of the School Code of the State of Illinois, as amended, and that the Board has complied with all of the provisions of said Act and said Code and with all of the procedural rules of the Board.

IN WITNESS WHEREOF, I hereunto affix my official signature, this ___ day of _____, 2016.

Rosanne Williamson
Secretary, Board of Education