



California Community Choice Financing Authority

**California Community Choice Financing Authority (CCCFA)
Board of Directors Meeting
Thursday, October 28, 2021
1:00 P.M.**

This Meeting will be conducted via teleconference pursuant to the requirements of [Assembly Bill No. 361](#). By using teleconference for this meeting, MCE continues to promote social distancing measures recommended by local officials.

Members of the public who wish to observe the meeting may do so telephonically via the following teleconference call-in number and meeting ID:

**For Viewing Access Join the Zoom Meeting:
<https://us02web.zoom.us/j/87343304744>**

**Dial-in: (669) 900-6833
Webinar PIN: 873 4330 4744**

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1. Roll Call/Quorum
2. Public Open Time (Discussion)
3. Consent Calendar (Discussion/Action)
 - C.1 Approval of 6.25.21 Meeting Minutes
 - C.2 Approval of 7.22.21 Meeting Minutes
 - C.3 Approval of 8.26.21 Meeting Minutes
4. Assembly Bill No. 361: New Teleconferencing Legislation Resolution No. 2021-5: Resolution of the Board of Directors of the California Community Choice Financing Authority Authorizing Remote Teleconference Meetings for the Board of Directors Pursuant to Government Code Section 54953(e) (Discussion/Action)
5. Resolution 2021-6: Resolution of the California Community Choice Financing Authority Adopting Policies and Procedures for Preparing and Updating Disclosures Related to Revenue Bond Financings (Action/Discussion)

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- 6.** Budget Report from Treasurer/Controller (Discussion)
- 7.** Board Member Announcements (Discussion)
- 8.** Adjourn

DISABLED ACCOMMODATION: If you are a person with a disability which requires an accommodation, or an alternative format, please contact the Clerk of the Board at (510) 906-0491 as soon as possible to ensure arrangements for accommodation.

Draft Minutes

California Community Choice Financing Authority (CCCFA)

Board of Directors Meeting

Friday, June 25, 2021

9:30 A.M.

The Board of Directors Meeting will be conducted pursuant to the provisions of the Governor's [Executive Order](#) N-29-20 (March 17, 2020) which suspends certain requirements of the Ralph M. Brown Act. Board of Director Members will be teleconferencing into the Board of Directors Meeting.

Present: Director Tom Habishi, CCC
Director Garth Salisbury, MCE
Vice-Chair Girish Balachandran, SVCE
Chair Nick Chaset, EBCE

Staff & Others: Adrian Bankhead, Board Clerk
Devin Brennan, Counsel, Orrick
Michael Callahan, General Counsel, CCCFA
Howard Chang, COO, EBCE
Lindsay Saxby, Director of Power Resources, MCE
Amrit Singh, CFO, SVCE
John Stanley, Counsel, Orrick

1. Roll Call

Chair Chaset called the regular meeting to order at 9:36am, with quorum established by roll call.

2. Public Open Time

There was no public comment.

3. Resolution 2021-01 Adopting Bylaws, Confirming Members of the Authority, Appointing the Officers of the Authority, and Authorizing the taking of Related Actions Therewith to the Formation of the Authority (Discussion/Action)

Michael Callahan, General Counsel, introduced the item and addressed questions from Board members and the public.

Chair Chaset opened the public comment period, and one comment was made by member of the public **Bryan Mekechuk**.

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Action: It was M/S/C (Balachandran/Chaset) to **Approve Resolution 2021-01**. The motion carried unanimously.

4. **Staff Announcements**

Comments were made by Director Balachandran.

5. **Adjournment**

Chair Chaset adjourned the regular meeting at 9:50am.



California Community Choice Financing Authority

Draft Minutes

**California Community Choice Financing Authority (CCCFA)
Board of Directors Meeting
Thursday, July 22, 2021
1:00 P.M.**

The Board of Directors Meeting will be conducted pursuant to the provisions of the Governor's [Executive Order](#) N-29-20 (March 17, 2020) which suspends certain requirements of the Ralph M. Brown Act. Board of Director Members will be teleconferencing into the Board of Directors Meeting.

Present: Director Robert Shaw, CCC
Director Garth Salisbury, MCE
Vice-Chair Girish Balachandran, SVCE
Chair Nick Chaset, EBCE

Staff & Others: Adrian Bankhead, Board Clerk
Devin Brennan, Counsel, Orrick
Michael Callahan, General Counsel, CCCFA
Howard Chang, COO, EBCE
Amrit Singh, CFO, SVCE
John Stanley, Counsel, Orrick
Vanessa Gerber, EBCE

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1. Roll Call/Quorum

- Chair Chaset called the regular meeting to order at 1:04pm, with quorum established by roll call.

2. Public Open Time (Discussion)

- Chair Chaset opened the public comment period and there were no comments.

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3. Proposed Resolution 2021-2: Authorizing the Issuance of One or More Series of Clean Energy Purchase Revenue Bonds in an Aggregate Principal Amount Not to Exceed \$900,000,000 to Finance the Acquisition of a Long-Term Supply of Electricity for Marin Clean Energy and Other Matters Relating Thereto (Action/Discussion)
 - Michael O’Callahan, General Counsel, introduced this item and addressed questions from Board members.
 - Chair Chaset opened the public comment period and there were no comments.

Action: It was M/S/C (Balachandran/Chaset) to **Approve Resolution 2021-02**. The motion carried unanimously.

4. Consent Agenda (Action/Discussion)
 - a. Memorandum of Understanding Between Central Coast Community Energy and California Community Choice Financing Authority.
 - b. Memorandum of Understanding Between East Bay Community Energy and California Community Choice Financing Authority.
 - c. Memorandum of Understanding Between Marin Clean Energy and California Community Choice Financing Authority.
 - d. Memorandum of Understanding Between Silicon Valley Clean Energy and California Community Choice Financing Authority.
 - e. First Agreement By and Between California Community Choice Financing Authority and Maher Accountancy
 - Michael O’Callahan, General Counsel, introduced this item and addressed questions from Board members.
 - Comments were made by Directors Shaw, Salisbury, Balachandran and Chair Chaset.
 - Chair Chaset opened the public comment period and there were no comments.

Action: It was M/S/C (Balachandran/Salisbury) to **Approve Consent Agenda**. The motion carried unanimously.

5. Proposed 2021 Fiscal Year Budget (Action/Discussion)

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- Director Salisbury, Treasurer/Controller, introduced this item and addressed questions from Board members.
- Chair Chaset opened the public comment period and there were no comments.

Action: It was M/S/C (Balachandran/Shaw) to **Approve 2021 Fiscal Year Budget**. The motion carried unanimously.

6. Authorization to Secure Insurance Coverage (Action/Discussion)

- Director Salisbury, Treasurer/Controller, introduced this item and addressed questions from Board members.
- Chair Chaset opened the public comment period and there were no comments.

Action: It was M/S/C (Balachandran/Shaw) to **Approve Authorization to Secure Insurance Coverage**. The motion carried unanimously.

7. Additional Expenditures Related to the Operation of CCCFA or the Issuance of Bonds Pursuant to Resolution 2021-2 (Action/Discussion)

Action: No action required.

8. Adjournment.

- Chair Chaset adjourned the meeting at 1:46pm to the next scheduled Board Meeting on August 26, 2021.

DISABLED ACCOMMODATION: If you are a person with a disability which requires an accommodation, or an alternative format, please contact the Clerk of the Board at (510) 906-0491 as soon as possible to ensure arrangements for accommodation.



California Community Choice Financing Authority

Draft Minutes

California Community Choice Financing Authority (CCCFA)
Board of Directors Meeting
Thursday, August 26, 2021
1:00 P.M.

The Board of Directors Meeting will be conducted pursuant to the provisions of the Governor's [Executive Order](#) N-29-20 (March 17, 2020) which suspends certain requirements of the Ralph M. Brown Act. Board of Director Members will be teleconferencing into the Board of Directors Meeting.

Present: Director Robert Shaw, CCC (*joined the meeting at 1:05pm*)
Director Garth Salisbury, MCE
Vice-Chair Girish Balachandran, SVCE
Chair Nick Chaset, EBCE

Staff & Others: Adrian Bankhead, Board Clerk
Devin Brennan, Counsel, Orrick
Michael Callahan, General Counsel, CCCFA
Howard Chang, COO, EBCE
Doug Bird, Counsel, Chapman
Damon Pace, Counsel, Orrick
Vanessa Gerber, EBCE
Amrit Singh, CFO, SVCE

1. Roll Call/Quorum

Chair Chaset called the regular meeting to order at 1:00pm with quorum established by roll call.

2. Public Open Time (Discussion)

There was no public comment.

3. Proposed Resolution 2021-3: Authorizing the Issuance of One or More Series of Clean Energy Purchase Revenue Bonds in an Aggregate Principal Amount Not to Exceed \$1,250,000,000 to Finance the Acquisition of a Long-Term Supply of Electricity for East Bay Community Energy and Silicon Valley Clean Energy and Other Matters Relating Thereto (Action/Discussion)

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Howard Chang, COO, EBCE introduced the item and addressed the following questions from Board members:

- Payment structure for administrative fees.
- Why is CCCFA a party to the Limited Assignment Agreement between Morgan Stanley, or the Energy Supplier, and the PPA Sellers?
- Impact on CCCFA if a CCA failed to perform.

Action: It was M/S/C (Balachandran/Chaset) to **Approve Resolution 2021-03**. The motion carried unanimously.

4. Proposed Resolution 2021-4: Adopting California Community Choice Financing Authority's Conflict of Interest Code (Action/Discussion)

Michael Callahan, General Counsel, Orrick introduced the item.

Action: It was M/S/C (Shaw/Salisbury) to **Approve Resolution 2021-04**. The motion carried unanimously.

5. Budget Report from Treasurer/Controller (Discussion)

Director Garth Salisbury, MCE introduced the item and answered questions from Board members.

- Aggregate on-going annual administrative cost estimates.

6. Adjourned at 1:54pm

DISABLED ACCOMMODATION: If you are a person with a disability which requires an accommodation, or an alternative format, please contact the Clerk of the Board at (510) 906-0491 as soon as possible to ensure arrangements for accommodation.

RESOLUTION NO. 2021-5

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE CALIFORNIA
COMMUNITY CHOICE FINANCING AUTHORITY AUTHORIZING REMOTE
TELECONFERENCE MEETINGS FOR THE BOARD OF DIRECTORS
PURSUANT TO GOVERNMENT CODE SECTION 54953(e)**

WHEREAS, the California Community Choice Financing Authority (“CCCFA”) is a joint powers authority established on June 25, 2021, and organized under the Joint Exercise of Powers Act, constituting Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the California Government Code, as amended and supplemented (the “Act”); and

WHEREAS, CCCFA members include the following Community Choice Aggregators: Central Coast Community Energy (“CCCE”, East Bay Community Energy, (“EBCE”), Marin Clean Energy (“MCE”) and Silicon Valley Clean Energy; and

WHEREAS, CCCFA is subject to various provisions of the California Government Code; and

WHEREAS, Government Code section 54953, as amended by Assembly Bill No. 361, allows legislative bodies to hold open meetings by teleconference without reference to otherwise applicable requirements in Government Code section 54953(b)(3), so long as the legislative body complies with certain requirements set forth in Government Code section 54953(e), finding there exists a declared state of emergency, and one of the following circumstances is met:

1. State or local officials have imposed or recommended measures to promote social distancing.
2. The legislative body is holding the meeting for the purpose of determining, by majority vote, whether as a result of the emergency, meeting in person would present imminent risks to the health or safety of attendees.
3. The legislative body has determined, by majority vote, pursuant to option 2, that, as a result of the emergency, meeting in person would present imminent risks to the health or safety of attendees.

WHEREAS, the Governor of California proclaimed a state of emergency pursuant to Government Code section 8625 on March 4, 2020; and

WHEREAS, the CCCFA Board of Directors desires to hold the CCCFA Board of Directors public meetings by teleconference consistent with Government Code section 54953(e).

NOW, THEREFORE, BE IT RESOLVED by the CCCFA Board of Directors:

- A. The Recitals set forth above are true and correct and are incorporated into this Resolution by this reference.

- B. The CCCFA Board of Directors hereby finds and declares the following, as required by Government Code section 54953(e)(3):
 - 1. The Governor of California proclaimed a state of emergency on March 4, 2020, pursuant to Government Code section 8625, which remains in effect.
 - 2. State or local officials have imposed or recommended measures to promote social distancing.
 - 3. The legislative body has determined that, as a result of the emergency, meeting in person would present imminent risks to the health or safety of attendees.

PASSED AND ADOPTED at a regular meeting of the CCCFA Board of Directors on this 28th day of October, 2021, by the following vote:

	YES	NO	ABSTAIN	ABSENT
Tom Habashi				
Nick Chaset				
Garth Salisbury				
Girish Balachandran				

CHAIR, CCCFA

Attest:

SECRETARY, CCCFA

RESOLUTION NO. 2021-6

**RESOLUTION OF THE CALIFORNIA COMMUNITY CHOICE FINANCING
AUTHORITY ADOPTING POLICIES AND PROCEDURES FOR PREPARING
AND UPDATING DISCLOSURES RELATING TO REVENUE BOND
FINANCINGS**

WHEREAS, pursuant to the provisions of the Joint Exercise of Powers Act, constituting Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the California Government Code, as amended and supplemented (the “Act”), Central Coast Community Energy, East Bay Community Energy, Marin Clean Energy, and Silicon Valley Clean Energy entered into a joint powers agreement (the “Agreement”) pursuant to which the California Community Choice Financing Authority (the “Issuer”) was organized for the purpose, among other things, of entering into contracts and issuing bonds to assist its members in financing certain projects; and

WHEREAS, the Issuer desires to adopt certain policies with respect to initial and ongoing disclosures related to revenue bonds to be issued by the Issuer from time to time as contemplated by the Agreement and the Act;

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the California Community Choice Financing Authority, as follows:

Section 1. The Issuer has considered and determined to adopt the policies attached hereto as Exhibit A relating to initial and ongoing disclosure obligations of the Issuer with respect to revenue bonds to be issued by the Issuer as contemplated by the Agreement and the Act.

Section 2. This Resolution shall take effect immediately.

PASSED AND ADOPTED at a regular meeting of the CCCFA Board of Directors on this 28th day of October, 2021, by the following vote:

	YES	NO	ABSTAIN	ABSENT
Tom Habashi				
Nick Chaset				
Garth Salisbury				
Girish Balachandran				

CHAIR, CCCFA

Attest:

SECRETARY, CCCFA

EXHIBIT A

CALIFORNIA COMMUNITY CHOICE FINANCING AUTHORITY (THE “ISSUER”) POLICIES AND PROCEDURES FOR PREPARING AND UPDATING DISCLOSURES

Pursuant to the Issuer’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 Issuer that the Issuer’s (i) preliminary and final official statements and any supplements or amendments thereto (a “*Preliminary Official Statement*” or “*Official Statement*”, respectively), disseminated by the Issuer in connection with any bonds, notes, certificates or other obligations, (ii) Annual Financial Information or 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 Issuer that the Issuer adopt policies and procedures to enable the Issuer to create accurate disclosures with respect to its (i) Preliminary Official Statements and Official Statements, (ii) Annual Financial Information, and (iii) EMMA Notices. Preliminary Official Statements, Official Statements, Annual Financial Information and EMMA Notices are collectively referred to herein as the “*Disclosures*.”

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

(a) *Disclosure Officer.* The Treasurer/Controller of the Issuer (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: Preliminary Official Statements and Official Statements.* Whenever a Preliminary Official Statement and final Official Statement will be disseminated in connection with the issuance of obligations by the Issuer, the Disclosure Officer will oversee the process of preparing the Preliminary Official Statement and final Official Statement pursuant to the following procedures:

1. The Issuer shall (a) select or approve 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 the member of the Working Group responsible for preparing the first draft of the Preliminary Official Statement, and (b) confirm that, in the case of a conduit financing for the benefit of one or more members of the Issuer or any other community choice aggregator (a “*Third-party Participant*”), that each such Third-party Participant has or will provide to the Issuer a contractual commitment to provide any financial and operating information or information with respect to any Material Event or Reportable Event in a timely manner so as to permit compliance by the Issuer with its reporting obligations under the applicable Undertaking.

2. The Disclosure Officer shall review and make comments on the first draft of the Preliminary Official Statement. Such review shall be done in order to determine that the Preliminary 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 Preliminary Official Statement not misleading. Particular attention shall be paid to the accuracy of all descriptions, significant information and financial data regarding the Issuer. The Disclosure Officer shall also be responsible for ensuring that any financial data presented with regard to the Issuer is accurate

and corresponds with the financial information in the Issuer's possession, including but not limited to information regarding bonded indebtedness, notes, certificates or any other financial information of the Issuer presented in the Preliminary Official Statement.

3. After completion of the review set forth in 2. above, the Disclosure Officer shall (a) discuss the first draft of the Preliminary Official Statement with the members of the Working Group and such staff and officials of the Issuer 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 Preliminary 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 Preliminary Official Statement in the manner set forth in 2. and 3. above.

5. If, in the Disclosure Officer's reasonable judgment, the Preliminary 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 Preliminary Official Statement not misleading, the Preliminary Official Statement may, in the reasonable discretion of the Disclosure Officer, be released for dissemination to the public; *provided, however*, that (i) the use of the Preliminary Official Statement must be ratified, approved and authorized by the Board of Directors of the Issuer (the "*Board*"), and (ii) the final Official Statement shall be in substantially the form of the Preliminary Official Statement so approved by the Board, except for completion of any items permitted to be excluded therefrom or marked as preliminary and subject to change upon final pricing of the Bonds.

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

1. Not later than 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, including any information to be filed with respect to any Third-party Participant. The Disclosure Officer shall also review the audited or unaudited financial statements of the Issuer, 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 with respect to the Issuer 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 Issuer for such purpose) within the timeframe allowed for such filing.

(d) *Disclosure Procedures: Reportable Events.* The Disclosure Officer will prepare (or hire an agent to prepare) Reportable Event Disclosure and file the same with EMMA (or

confirm that such filing is completed by an agent hired by the Issuer for such purpose) in a timely manner (not in excess of ten business days after the occurrence of the Reportable Event). Incurrence of a Financial Obligation, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation, any of which affect security holders, if material, is a Reportable Event. Upon the incurrence of any Financial Obligation, as such term is defined in the Undertaking, the Disclosure Officer shall review such Financial Obligation and assess whether such Financial Obligation is material. If, in connection with such Financial Obligation, the Issuer has agreed to any covenant, event of default, remedy, priority right or other similar term which affects security holders, the Disclosure Officer shall further review such term and assess whether the same is material. The Disclosure Officer shall prepare a summary of such review. If, in the Disclosure Officer's reasonable judgment, following consultation with financial or legal professionals as necessary, such Financial Obligation and/or term of such Financial Obligation is deemed material, the Disclosure Officer shall file a summary of such Financial Obligation (or the entire financing document, provided that confidential or sensitive information may be redacted to the extent such redaction does not prevent all material terms from being disclosed) with EMMA not in excess of ten business days after the incurrence of such Financial Obligation.

(e) *Disclosure Procedures: EMMA Notices.* Whenever the Issuer determines to file an EMMA Notice, or whenever the Issuer 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 Issuer for such purpose) within the timeframe allowed for such filing.

(f) *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.

(g) *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 Issuer 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, Issuer 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.

6. With respect to compliance with an Undertaking relating to a conduit financing undertaken by the Issuer for one or more Third-party Participants, expenses relating to

compliance with such Undertaking shall be allocated to such Third-party Participants in accordance with policies of the Board related thereto.