

**OFFICIAL
TOWNSHIP OF RICHLAND
RESOLUTION NO. 16 OF 2021**

Adopted: October 20, 2021

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE TOWNSHIP OF RICHLAND, ALLEGHENY COUNTY, PENNSYLVANIA ESTABLISHING PROCEDURES RELATING TO THE SECURITIES AND EXCHANGE COMMISSION CONTINUING DISCLOSURE REQUIREMENTS FOR TAX-EXEMPT OBLIGATIONS

A. Purpose

The purpose of these Continuing Disclosure Procedures is to establish procedures providing for the disclosure of certain information concerning the tax-exempt obligations (the “Bonds”) of Richland Township (the “Issuer”) on an on-going basis for the benefit of the holders of the Bonds or beneficial owners thereof (the “Bondholders”), in accordance with the provisions of Securities and Exchange Commission (the “SEC”) Rule 15c2-12 (the “Rule”), as amended from time to time. See Exhibit A, attached hereto, for an overview regarding continuing disclosure.

B. Delegation of Responsibility

The Manager or a designated staff member (the “Staff Designee”) of the Issuer shall be responsible for monitoring disclosure of required information, in accordance with continuing disclosure certificates and agreements entered into by the Issuer at the time of issuance of Bonds. The Manager shall be responsible for ensuring an adequate succession plan for transferring continuing disclosure responsibility when a change in staff occurs.

To the extent that any of the responsibilities set forth in these procedures are delegated to anyone other than the individuals identified above, the Staff Designee shall keep a record of each such delegation with respect to the requirements.

C. Township Manager Responsibility

The Township Manager shall:

- (1) coordinate procedures relative to the review of applicable records and information disclosure;
- (2) review SEC continuing disclosure procedures and applicable systems, as needed, but not less than annually;
- (3) maintain all relevant records documenting continuing disclosure requirements;

- (4) on or before September 30 of each year confirm to the Issuer Board of Supervisors that all applicable reports and forms have been filed with the Municipal Securities Rulemaking Board (the “MSRB”);
- (5) coordinate, and be the repository for, all relevant records regarding the continuing disclosure requirements;
- (6) undertake and review all continuing disclosure requirements of each Issue of Bonds;
- (7) consult with Bond Counsel, other legal counsel and advisors, as needed, to identify material information to be included as part of the Annual Financial Information, Operating Data and Material Event Notices required under each continuing disclosure certificate agreement; and
- (8) establish procedures necessary or appropriate with respect to making the required continuing disclosure filings.

D. Definitions

All terms capitalized but not otherwise defined herein shall have the meanings assigned to those terms in any debt resolution authorizing the issuance of Bonds. Notwithstanding the foregoing, the term “Disclosure Agent” means the Issuer, or any disclosure or dissemination agent appointed or engaged by the Issuer or any successor disclosure or dissemination agent which automatically succeeds to the rights and duties of the Disclosure Agent hereunder, without amendment hereto.

The following capitalized terms have the following meanings:

(1) “*Annual Financial Information*” means a copy of the annual audited financial information prepared for the Issuer, which includes a balance sheet, a statement of revenue and expenditures and a statement of changes in fund balances. All such financial information will be prepared in accordance with generally accepted accounting procedures for local government units. Any or all of the Annual Financial Information and the Operating Data (as defined below) may be incorporated by reference from other documents, including offering documents of debt issues of the Issuer or related public entities, which have been submitted to the Electronic Municipal Market Access (“EMMA”) System. If the document incorporated by reference is a final offering document, it must be available from the MSRB. The Issuer will clearly identify each such other document so incorporated by reference.

(2) “*Material Event*” means any of the events listed in items (i) through (xvi) below. The following events constitute Material Events as it pertains to the Rule:

- (i) any delinquency in the payment of principal or interest on the Bonds;
- (ii) any nonpayment related default, if material;

- (iii) the occurrence of any unscheduled draws on reserves reflecting financial difficulties;
- (iv) the occurrence of any unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) any substitution of credit or liquidity providers or the failure of any such credit or liquidity providers to perform;
- (vi) any adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determination of taxability, Notice of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax-exempt status of the Bonds or other material events affecting the status of the Bonds;
- (vii) modifications of the rights of any Bondholder;
- (viii) Bond calls, if material, and tender offers;
- (ix) the defeasance of any Bonds;
- (x) the release, substitution or sale of property and/or revenues securing the repayment of the Bonds, if material;
- (xi) rating changes;
- (xii) bankruptcy, insolvency, receivership or similar events of the obligated person;
- (xiii) the consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, 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;
- (xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material;
- (xv) 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 Issuer, any of which affect security holders, if material; and
- (xvi) Default, event of acceleration, termination event, modification of terms or other similar events under a financial obligation of the obligated person, any of which reflect financial difficulties.

Note: The term “financial obligation” means a debt obligation; or a derivative instrument entered into in connection with or pledged as security or a source of payment for an existing or planned debt obligation or a guarantee of a debt obligation or derivative instrument entered into in connection with or pledged as security or a source of payment for existing or planned debt obligation. The term “financial obligation” shall not include municipal securities as to which a final official statement has been provided to the MSRB.

(3) “*MSRB*” means the Municipal Securities Rulemaking Board.

(4) “*Operating Data*” means (i) a summary of the adopted budget for the current fiscal year (the year following the year of the audited financial statements being filed); (ii) all tax and millage rates for the current fiscal year; (iii) the assessed and market values of the Township for the current fiscal year; (iv) the real property tax collection results for the most recently ended fiscal year, including (1) the real estate levy imposed (expressed both as a millage rate and an aggregate dollar amount), and (2) the total amount of real estate taxes collected (expressed both as a percentage of the current year’s levy and as an aggregate dollar amount); (v) a list of the Township’s ten largest real estate taxpayers and, for each, the total assessed value of real estate for the current fiscal year.

(5) “*SEC*” means the Securities and Exchange Commission.

(6) “*State*” means the Commonwealth of Pennsylvania.

E. Disclosure of Information

(1) Information Provided to the Public.

The Township Manager or the Staff Designee, on behalf of the Issuer, shall make public the following information:

(i) Annual Financial Information and Operating Data. Annual Financial Information and Operating Data, to be filed with the EMMA System not later than September 30 after the Issuer’s fiscal year ended the previous December 31. The Annual Financial Information and Operating Data may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information; provided that the audited financial statements of the Issuer may be submitted separately from the balance of the Annual Financial Information.

(ii) Material Events Notices. Notice of the occurrence of a Material Event to be filed with the EMMA System within ten (10) business days of the occurrence of the event, as required by the Rule.

(iii) Failure to Provide Annual Financial Information or Operating Data. In accordance with the requirements of the Rule, in a timely manner, to file

with the EMMA System, notice of the failure of the Issuer to provide the Annual Financial Information or Operating Data by the date required.

(2) **Date of Information Availability to the Public.**

Annual Financial Information and notice of all Material Event occurrences shall be made public on the same day as notice thereof is given to the Bondholders of outstanding Bonds, if required pursuant to a debt resolution or Bonds.

(3) **Means of Making Information Public.**

- (i) Information will be deemed to be made public by the Manager or Staff Designee if it is transmitted for filing to the EMMA System at www.emma.msrb.org.
- (ii) The Manager or Staff Designee shall transmit to the EMMA System the following:
 - (a) all Annual Financial Information and Operating Data;
 - (b) notice of all Material Event occurrences and all notices of the failure to provide Annual Financial Information or Operating Data within the time specified in a continuing disclosure certificate or agreement, as required by the Rule, to the EMMA System; and
 - (c) all information described in (a) and (b) above to any Bondholder upon request, but only to the Bondholders who so request.

F. Training of Employees

If the Manager delegates the responsibilities of continuing disclosure reporting to other staff members, then the Manager is responsible for conducting annual training of the delegated employees regarding these Continuing Disclosure Procedures. Such training shall include a complete review of these Continuing Disclosure Procedures, the Rule, and the Material Events listed herein, and shall include a complete overview of the Issuer's obligations under the federal securities laws. Upon completion of the annual training, the designated employees will provide written certification that they have completed the annual disclosure training and that they have reviewed and understand these Continuing Disclosure Procedures, the Rule, and the Material Events listed hereto, and that they will comply with these Continuing Disclosure Procedures.

Not later than March 1st of each year, the Manager shall provide annual written certification to the Issuer Board of Supervisors that the annual disclosure training has been completed.

G. Issuance of Future Debt Obligations

Whenever the Issuer issues future debt obligations, bonds or notes, which are classified as municipal securities sold in the municipal bond market (the “Obligations”) or whenever other Obligations are issued, and a preliminary offering statement and a final offering statement are prepared, each of these offering statements contains information relating to the Issuer’s finances. The Manager shall have primary responsibility for ensuring that all such information is accurate and not misleading in any material aspect. The offering statement shall also include a statement that the information does not contain any untrue statement of material fact or omit to state any material fact necessary to make the information contained in the offering statement, in light of the circumstances under which it was provided, not misleading.

RESOLVED AND ADOPTED this 6th day of October, 2021.

ATTEST:

BOARD OF SUPERVISORS
TOWNSHIP OF RICHLAND

Dean E. Bastianini
Township Manager

Raymond P. Kendrick, Chairman
Board of Supervisors

EXHIBIT “A”

MSRB PROCEDURES FOR SUBMISSION OF CONTINUING DISCLOSURE DOCUMENTS AND RELATED INFORMATION

Securities and Exchange Commission Release No. 34-59061 dated 12/5/2008 (the “Release”) approved an MSRB rule change establishing continuing disclosure service of the MSRB’s Electronic Municipal Market Access system. The rule change establishes, as a component of EMMA, the continuing disclosure service for the receipt of, and for making available to the public, continuing disclosure documents and related information to be submitted by issuers, obligated persons and their agents, pursuant to continuing disclosure undertakings entered into consistent with Rule 15c2-12 (the “Rule”) under the Securities Exchange Act of 1934. The following discussion summarizes procedures for filing continuing disclosure documents and related information with the MSRB as described in the Release.

All continuing disclosure documents and related information is to be submitted to the MSRB, free of charge, through an Internet-based electronic submitter interface or electronic computer-to-computer data connection, at the election of the submitter. The submitter is to provide, at the time of submission, information necessary to accurately identify: (i) the category of information being provided; (ii) the period covered by any annual financial information, financial statements or other financial information or operating data; (iii) the issues or specific securities to which such document is related or otherwise material (including CUSIP number, issuer name, state, issue description/securities name, date, maturity date and/or coupon rate); (iv) the name of any obligated person other than the issuer; (v) the name and date of the document; and (vi) contact information for the submitter. Submissions to the MSRB are to be made as portable document format (“PDF”) files configured to permit documents to be saved, viewed, printed and retransmitted by electronic means. If the submitted file is a reproduction of the original document, the submitted file must maintain the graphical and textual integrity of the original document. In addition, as of January 1, 2010, such PDF files must be word-searchable (that is, allowing the user to search for specific terms used within the document through a search or find function), provided that diagrams, images and other non-textual elements will not be required to be word-searchable.

All submissions to the MSRB’s continuing disclosure service are to be made through password protected accounts on EMMA by (i) issuers, which may submit any documents with respect to their municipal securities; (ii) obligated persons, which may submit any documents with respect to any municipal securities for which they are obligated; and (iii) agents, designated by issuers and obligated to submit documents and information on their behalf. Such designated agents are required to register to obtain password-protected accounts on EMMA in order to make submissions on behalf of the designating issuers or obligated persons. Any party identified in a continuing disclosure undertaking as a dissemination agent or other party responsible for disseminating continuing disclosure documents on behalf of an issuer or obligated person will be permitted to act as a designated agent for such issuer or obligated person, without a designation being made by the issuer or obligated person as described above, if such party certifies through the EMMA on-line account management utility that it is authorized to disseminate continuing disclosure documents on behalf of the issuer or obligated person under the continuing disclosure

undertaking. The issuer or obligated person, through the EMMA on-line account management utility, is able to revoke the authority of such party to act as a designated agent.

The MSRB's Internet-based electronic submitter interface (EMMA Dataport) is at www.emma.msrb.org.