

**DISCLOSURE CONTROLS
AND PROCEDURES**

COUNTY OF SAN DIEGO, CALIFORNIA

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COUNTY OF SAN DIEGO DISCLOSURE CONTROLS AND PROCEDURES

This manual details the “disclosure controls and procedures” (the “Disclosure Controls”) maintained by the County of San Diego (the “County”). The Disclosure Controls are intended to ensure that the County maintains adequate procedures for gathering, analyzing and disclosing all information that is disclosed in the County’s official statements and continuing disclosure reports.

This manual begins with an overview that summarizes each component of the Disclosure Controls, indicating the individual(s) within the County with primary responsibility for that particular Disclosure Control. Successive sections of this manual provide additional information regarding the various Disclosure Controls.

Capitalized terms used in the Disclosure Controls have the meanings given those terms in Exhibit A hereto.

OVERVIEW

1. County Financing Disclosure Working Group

Primary Responsibility — Chief Financial Officer

The County maintains a County Financing Disclosure Working Group. The membership, responsibilities and activities of the County Financing Disclosure Working Group are described in [Section 1](#).

2. Disclosure Coordinator

Primary Responsibility — Debt Finance Manager

The County maintains a Disclosure Coordinator, who is generally responsible for coordinating the County's disclosure, including the Disclosure Controls. See [Section 2](#) for details regarding the Disclosure Coordinator.

3. Internal Disclosure Certifications

Primary Responsibility — Disclosure Coordinator

The Disclosure Coordinator will obtain certifications from specified persons within the County in connection with the publication of each Offering Statement and Annual Report. See [Section 3](#) for more information.

4. Disclosure Counsel

Primary Responsibility — Senior Deputy County Counsel

The County will retain counsel who will represent the County in connection with its securities obligations and other related issues. Disclosure Counsel's role is described in [Section 4](#).

5. Annual Review of Disclosure Controls

Primary Responsibility — County Counsel; Chief Financial Officer; Auditor & Controller

The County Counsel, the Chief Financial Officer and the Auditor & Controller of the County will annually review these Disclosure Controls as described in [Section 5](#).

SECTION 1: COUNTY FINANCING DISCLOSURE WORKING GROUP

Membership

The County Financing Disclosure Working Group consists of:

- Chief Financial Officer
- Auditor & Controller
- Deputy Controller
- Chief Deputy County Treasurer
- Chief Investment Officer
- Debt Finance Manager
- Capital Finance Manager
- Director of the Office of Financial Planning
- Group Finance Director, Finance & General Government Group
- Human Resources Services Manager (Risk Management)
- Senior Deputy County Counsel (assigned by County Counsel to advise on municipal financing matters)

The composition of the County Financing Disclosure Working Group may be changed from time to time as the Chief Administrative Officer, Chief Financial Officer or County Counsel of the County determines is necessary or desirable. The Chief Financial Officer or the Senior Deputy County Counsel may invite Disclosure Counsel to participate in any of the meetings of the County Financing Disclosure Working Group.

Responsibilities

The County Financing Disclosure Working Group (or selected members thereof) is responsible for:

- reviewing in advance any Offering Statement to determine the adequacy and accuracy of the disclosures included therein,
- reviewing in advance each Annual Report to determine the adequacy and accuracy of the disclosures, and
- otherwise considering and determining, on a periodic basis, the materiality of information relating to, and the scope of disclosure obligations for, the County.

Process

The members of the County Financing Disclosure Working Group shall meet or participate by conference call upon the direction of the Chief Financial Officer but in any event

before the publication of any Offering Statement and before the filing of any Annual Report. At any such meeting, the members of the County Financing Disclosure Working Group shall discuss the following topics:

1. Review and Analyze Reports and Other Information. The members of the County Financing Disclosure Working Group shall review and discuss (1) the most recently issued report by the Risk Overview Committee of the County pursuant to the County of San Diego Administrative Manual Policy 0010-04, (2) the most recently published Operational Plan of the County, (3) the most recently published Comprehensive Annual Financial Report of the County and of the County Investment Pool, including any letters or communications containing recommendations by the County's independent auditors, (4) the most recent Offering Statement, including disclosure regarding the County's pension liabilities, (5) the most recent Annual Report and (6) any other documents as directed by the Chief Financial Officer or County Counsel.

2. Structural Balance of the Budget and Financial Condition of the County. The members of the County Financing Disclosure Working Group shall discuss the current internal projections of revenues and expenditures of the County and in connection therewith, (a) if there exists a structural deficit or surplus, (b) if the assumptions underlying such internal projections are reasonable and (c) if any risks in the operations of the County or risks that are external from the County challenge any of such assumptions.

3. Contingent Risks. The members of the County Financing Disclosure Working Group shall discuss the following contingent risk matters: (1) whether the County is properly insured against the risks to its operations, (2) the County's exposure to investment losses on the County Investment Pool or other investments, (3) any material litigation that is pending or, to the knowledge of the members, threatened against the County and (4) whether disclosure of uninsured risks is adequate.

After the County Financing Disclosure Working Group has met and considered the above-mentioned subjects, the members shall review the draft of such Offering Statement or Annual Report to determine if the draft (a) fully and accurately presents the financial condition and operations of the County and (b) does not omit any material information regarding the County, including any information that the members shall have discussed as described above. Upon the conclusion of such meeting, the members shall determine (1) any additional investigation that the County must conduct into its financial condition and operations and (2) any modifications that are or may be necessary to the Offering Statement or Annual Report so as to prevent a deficiency in the disclosure of the County's financial condition and operations. The Disclosure Coordinator together with the assistance of the other members shall be responsible for the implementation of such list. The Disclosure Coordinator shall consult with other members of the County Financing Disclosure Working Group to address and resolve any outstanding issues. If all issues have not been resolved to the satisfaction of the Disclosure Coordinator or any other member of the County Financing Disclosure Working Group, then such person should notify the Chief Financial Officer and such additional meetings of the County Financing Disclosure Working Group shall be convened until all such issues have been resolved to the satisfaction of its members.

SECTION 2: DISCLOSURE COORDINATOR

Selection

The Disclosure Coordinator is selected from time to time by the Chief Financial Officer, on the basis of his or her familiarity with particular aspects of the County's disclosure and reporting matters or on his or her ability to effectively monitor and coordinate such disclosures and reporting based on his or her positions within the County. Initially, the Disclosure Coordinator shall be the Debt Finance Manager of the County.

Responsibilities

The Disclosure Coordinator is responsible, within his or her area of expertise, for:

- monitoring the compliance by the County with these Disclosure Controls generally,
- serving as a "point person" for personnel to communicate issues or information that should be or may need to be included in any Offering Statement or Annual Report,
- updating this Disclosure Controls manual from time to time as necessary or appropriate,
 - preparing and circulating a detailed time schedule for review and submission of information in connection with any Offering Statement and Annual Report, and
 - following up with others to make sure that assigned tasks have been completed on a timely basis and making sure, in the case of Annual Reports, that the document is filed on a timely basis,
- keeping informed regarding all of the County's public disclosures,
- informing employees of the County who are responsible either to review or supply information for an Offering Statement or Annual Report (other than the members of the County Financing Disclosure Working Group) of the securities responsibilities of the County and such employees through the distribution of existing manuals and policies of the County regarding securities disclosure and through coordination with County Counsel, as needed; and
- documenting the County's disclosure processes generally (*e.g.*, records of Disclosure Committee meetings, maintenance of reporting checklists as appropriate, internal certifications).

SECTION 3: INTERNAL CERTIFICATIONS

Before the printing of any Offering Statement and the filing of any Annual Report, the Disclosure Coordinator shall obtain from the following persons certifications covering the indicated subjects. *These certifications shall be for internal purposes only and shall not be delivered to or relied upon by any underwriter or other member of an underwriting team. The Disclosure Coordinator may obtain these certifications through e-mail correspondence.*

<u>PERSON</u>	<u>CERTIFICATION</u>
Chief Financial Officer	Such person has reviewed all of the financial information and operating data of the County, including, in the case of an Offering Statement, the entire Appendix A, and, to that person's knowledge, there is no material misstatement of fact therein or an omission of material fact necessary to make the statements therein not misleading.
Auditor & Controller	Such person has reviewed all of the financial information and operating data of the County, including, in the case of an Offering Statement, the entire Appendix A, and, to that person's knowledge, there is no material misstatement of fact therein or an omission of material fact necessary to make the statements therein not misleading.
Deputy Controller	<ol style="list-style-type: none">1. Such person has reviewed all of the financial information and operating data of the County, including, in the case of an Offering Statement, the entire Appendix A, and, to that person's knowledge, there is no material misstatement of fact therein or an omission of material fact necessary to make the statements therein not misleading.2. Such person has reviewed all of the tabular information and other financial data of the County, including summaries of the County's financial statements, and other operational data and has confirmed that all amounts, numbers and other statistical information are accurate and consistent with the County's records and working papers.
Group Finance Director, Finance & General Government Group	Such person has reviewed all of the financial information and operating data of the County, including, in the case of an Offering Statement, the entire Appendix A, and, to that person's knowledge, there is no material misstatement of fact therein or an omission of material fact necessary to make the statements therein not misleading.
Debt Finance Manager /Disclosure Coordinator	Such person has reviewed all of the financial information and operating data of the County, including, in the case of an

Offering Statement, the entire Appendix A, and, to that person's knowledge, there is no material misstatement of fact therein or an omission of material fact necessary to make the statements therein not misleading.

Capital Finance Manager

Such person has reviewed all of the financial information and operating data of the County, including, in the case of an Offering Statement, the entire Appendix A, and, to that person's knowledge, there is no material misstatement of fact therein or an omission of material fact necessary to make the statements therein not misleading.

Director of the Office of
Financial Planning

1. Such person has reviewed all of the information in the Offering Statement or Annual Report regarding the past, current and future budgetary information of the County, including any descriptions of the structural balance or imbalance of the County's General Fund budget and, to that person's knowledge, there is no material misstatement of fact therein or an omission of material fact necessary to make the statements therein not misleading.

2. Such person has reviewed all of the tabular information and other financial data of the County, including summaries of the County's financial statements, General Fund budget and other operational data and has confirmed that all amounts, numbers and other statistical information are accurate and consistent with the County's records and working papers.

Senior Deputy County Counsel

1. Such person has reviewed all of the financial information and operating data of the County, including, in the case of an Offering Statement, the entire Appendix A, and, to that person's knowledge, there is no material misstatement of fact therein or an omission of material fact necessary to make the statements therein not misleading (excluding any financial, demographic or other statistical information or data).

2. Such person has reviewed the description of all litigation in the Offering Statement or the Annual Report and, to such person's knowledge, there is no other material pending or threatened litigation affecting the County or its assets.

Chief Deputy County Treasurer
Chief Investment Officer

Such person has reviewed all of the information in the Offering Statement or Annual Report regarding the County's investment pool and other investments and there is no

material misstatement of fact in such information or an omission of material fact necessary to make such information not misleading.

Risk Manager

Such person has reviewed all of the information in the Offering Statement or Annual Report regarding the County's insurance policies and insurance coverage and there is no material misstatement of fact in such information or an omission of material fact necessary to make such information not misleading.

Chief Executive Officer of the San Diego County Retirement Association

Such person has reviewed all of the information in the Offering Statement or Annual Report regarding the San Diego County Retirement Association and there is no material misstatement of fact in such information or an omission of material fact necessary to make such information not misleading.

SECTION 4: DISCLOSURE COUNSEL REVIEW

The County will retain Disclosure Counsel to perform the following tasks:

- Review or manage the County's Offering Statements, as directed by County Counsel;
- Perform the following tasks:
 - Attend meetings of the County Financing Disclosure Working Group as requested by County Counsel;
 - In connection with the preparation of an Offering Statement by the County, review the following documents in an effort to assist the County and the members of the County Financing Disclosure Working Group to reasonably investigate the finances and operations of the County:
 - The recently issued report by the Risk Overview Committee of the County pursuant to the County of San Diego Administrative Manual Policy 0010 04;
 - The most recently published Operational Plan of the County;
 - The most recently published Comprehensive Annual Financial Report of the County, including any letters or communications containing recommendations by the County's independent auditors; and
 - Such other documents as County Counsel shall direct or such Disclosure Counsel shall request.
- Advise the County regarding:
 - Specific disclosure issues and problems arising out of the County's operations;
 - The standards of disclosure under applicable securities laws;
 - Adequacy of the County's disclosure in any Offering Statement; and
 - Completeness and clarity of the County's disclosure in any Offering Statement;
- Interface with the underwriting team with respect to any Offering Statement prepared in connection with the issuance of any Bonds;
- Any other advice regarding securities laws as the County may request from time to time; and
- Periodic training.

Disclosure Counsel may also serve as Bond Counsel in connection with the issuance by the County of any Bonds.

SECTION 5: REVIEW OF DISCLOSURE CONTROLS

Process

County Counsel, the Chief Financial Officer and the Auditor & Controller will conduct an evaluation of the effectiveness of the design and operation of the County's Disclosure Controls with the assistance of the other members of the County Financing Disclosure Working Group and other employees of the County, to the extent determined by any of them to be necessary or appropriate.

Scope

The evaluation should normally include the following (subject to modification in the discretion of the person or persons completing the evaluation based on the particular facts and circumstances then existing):

- confirming that the County Financing Disclosure Working Group and all of its members performed their responsibilities in a thorough manner,
- consulting with the Office of Audits & Advisory Services as to whether they have any concerns or suggestions regarding the disclosure process or internal controls and confirming that the Office of Audits & Advisory Services is not aware of any actual or anticipated changes in internal controls or in other factors that could significantly affect internal controls,
- as necessary or appropriate, consulting with outside advisors involved in the process, such as Disclosure Counsel and the County's independent auditors, as to whether they have any concerns or suggestions regarding the disclosure process or internal controls,
- making similar inquiry of the internal persons responsible for coordinating the process (including, for example, as to whether they encountered any resistance from participants in the process), and
- confirming that the tabular information and other financial data included in the Offering Statements and Annual Reports are consistently and properly verified and validated.

EXHIBIT A

DEFINITIONS

“*Annual Report*” means any annual report to be filed by the County in connection with its obligations under any continuing disclosure agreement entered into pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934.

“*Bonds*” means and bonds, certificates of participation or any other evidence of indebtedness issued to public investors executed or issued by the County or by any other entity and the source of repayment of debt service on such bonds, certificates of participation, notes or indebtedness is the General Fund or any Special Fund of the County.

“*Offering Statement*” means any Preliminary Official Statement, Final Official Statement or any other disclosure document that the County prepares in connection with the offering or sale of any Bonds.