

**OTAY MESA ENHANCED INFRASTRUCTURE FINANCING DISTRICT  
DISCLOSURE PRACTICES WORKING GROUP  
DISCLOSURE CONTROLS AND PROCEDURES**

ARTICLE I  
GENERAL

Section 1.1. Purpose. These Disclosure Controls and Procedures are designed to (i) ensure the accuracy of the Otay Mesa Enhanced Infrastructure Financing District’s disclosures and the District’s compliance with all applicable federal and state securities laws (including compliance by the Otay Mesa Enhanced Infrastructure Financing District Public Financing Authority, District officers, and District staff), and (ii) promote best practices regarding disclosures relating to securities issued by the District. These Disclosure Controls and Procedures are intended to implement and comply with Chapter 2, Article 2, Division 41 of the City of San Diego Municipal Code (to the extent applicable to the District) and the District’s Debt Policy.

Section 1.2. City Disclosure Practices Working Group. Pursuant to Sections 22.4101 and 22.4103 of the Municipal Code, a Disclosure Practices Working Group has been established for the City. The City Disclosure Practices Working Group has adopted Disclosure Controls and Procedures for the City as a part of the City’s Debt Policy. The District is a “Related Entity” of the City as defined in Section 22.41-02 of the Municipal Code. The District has adopted the City’s Debt Policy but has established these separate Disclosure Controls and Procedures for the purposes set forth in Section 1.1.

Section 1.3. Otay Mesa Enhanced Infrastructure Financing District Disclosure Practices Working Group. There is hereby established an Otay Mesa Enhanced Infrastructure Financing District Disclosure Practices Working Group (“District DPWG”). Membership of District DPWG shall consist of:

- A. the Chief Financial Officer of the City, or designee;
- B. the Department of Finance Director/Comptroller of the City, or designee;
- C. the Deputy City Attorney for Finance and Disclosure, who shall serve as Disclosure Coordinator of the Disclosure Practices Working Group, with responsibility for its operation, including arranging meetings, maintaining the agenda and arranging for information to be provided to members and participants; and
- D. the District’s General Disclosure Counsel.

Designees shall have appropriate experience and knowledge of District disclosure matters.

Section 1.4. Meetings of District DPWG. District DPWG shall meet as often as necessary to fulfill its obligations. Any member of District DPWG may convene a meeting. Meetings may be attended in person, via telephone or via virtual meetings such as Microsoft Teams or Zoom. The Disclosure Coordinator shall distribute an agenda for each meeting. The agenda shall be prepared in consultation with members of District DPWG or at the request of City staff. Any member or ex officio participant of District DPWG may place an item on the agenda.

Section 1.5. Quorum; Delegation. A quorum will consist of at least three of the four individuals identified in Section 1.3 or the designees of those individuals. Members may designate appropriate individuals to attend District DPWG meetings in the event that the Member is not able to attend.

## ARTICLE II DEFINITIONS

Section 2.1. Definitions. Capitalized terms used in these Disclosure Controls and Procedures shall have the meanings set forth below:

“*Audited Financials*” means the District’s annual audited financial statements.

“*City*” means the City of San Diego, California.

“*Contributors*” means those persons contacted by the Financing Group or the Disclosure Group, or assigned by a department director, to assist with the review or preparation of a Disclosure Document as described in Section 4.3, including without limitation a fiscal consultant or property tax consultant engaged from time to time to prepare a report regarding the historic and projected assessed value of property, property taxes, and other information regarding property and property ownership within the boundaries of the District for purposes of preparing Disclosure Documents.

“*Debt Management*” means the City’s Department of Finance, Debt Management Division.

“*Deputy City Attorney for Finance and Disclosure*” means the attorney designated as such pursuant to Section 22.0302 of the Municipal Code.

“*Disclosure Coordinator*” means the Deputy City Attorney for Finance and Disclosure.

“*Disclosure Documents*” means those documents defined as such in Article III.

“*District*” means the Otay Mesa Enhanced Infrastructure Financing District.

“*EMMA*” means the Electronic Municipal Market Access reporting system of the Municipal Securities Rulemaking Board

“*Finance Director*” means the Department of Finance Director/City Controller of the City, or their authorized Designee.

“*Financing Group*” means, collectively, those persons identified as such pursuant to subsection A. of Section 4.3.

“*General Disclosure Counsel*” means the attorney or attorneys retained by the District (or by the City on behalf of the District) to advise the District regarding the District’s Disclosure Controls and Practices and compliance with federal securities laws and SEC rules and regulations generally.

“*Member*” means the individuals identified in Section 1.3.

“*Municipal Code*” means the San Diego Municipal Code, as amended from time to time.

“*Preparer*” means those persons defined as such in subsection A. of Section 4.5.

“*Procedures*” means these Disclosure Controls and Procedures.

“*Public Financing Authority*” means the Otay Mesa Enhanced Infrastructure Financing District Public Financing Authority.

### ARTICLE III DISCLOSURE DOCUMENTS

Section 3.1. Disclosure Documents. “Disclosure Documents” means the following documents:

- A. Preliminary and final official statements, and preliminary and final private placement memoranda, relating to the District’s securities, together with any supplements;
- B. the Audited Financials;
- C. any filing made by the District with EMMA, whether made pursuant to a continuing disclosure undertaking of the District or made voluntarily; and
- D. rating agency presentations, investor presentations and any postings on the City investor webpage, not including explanatory or informational items such as the forward calendar.

### ARTICLE IV REVIEW PROCESS

Section 4.1. Determination of “Disclosure Document” status. If any Member raises the question whether a particular document or other communication is a Disclosure Document, then District DPWG will make such determination by majority vote. Any Member may seek the advice of District DPWG to determine whether any document should be treated as a Disclosure Document.

Section 4.2. Review of Form and Content of Disclosure Documents. District DPWG shall review the form and content of each Disclosure Document. District DPWG may require the attendance of all persons responsible for the preparation or review of the Disclosure Document.

Section 4.3. Review of Official Statements. The following procedures shall apply to those Disclosure Documents described in subsection A. of Section 3.1 (Official Statements):

- A. Financing Group. The Finance Director shall identify a Financing Group for each financing (the composition of which may differ for each financing), which shall include the Deputy City Attorney for Finance and Disclosure (or such other Deputy City Attorney designated to work on the matter by the Deputy City Attorney for Finance and Disclosure), such manager of Debt Management and other City finance and operations management staff as the Finance Director

determines is appropriate to interface with the bond financing team (i.e., bond counsel and/or disclosure counsel, underwriter(s), underwriter's counsel, financial advisors, and appropriate City staff).

B. Responsibilities of Financing Group. The Financing Group shall (i) assist the bond financing team in the preparation of the Disclosure Document and (ii) the Finance Director working with the Financing Group shall certify to District DPWG that, to the best of his or her knowledge, these Procedures were followed in such preparation.

1. The Financing Group shall be responsible for soliciting material information from City departments. The Financing Group shall identify Contributors who may have information necessary to prepare, or who should review portions of, the Disclosure Document. These Contributors should be timely contacted and informed that their assistance will be needed for the preparation of the Disclosure Document, which notification will contain the information set forth in Exhibit A. Contributors shall be provided with adequate time to fulfill their responsibilities under these Procedures.
2. The manager of Debt Management assigned to the financing, together with the Disclosure Coordinator, shall maintain or cause to be maintained by the transaction disclosure counsel an accurate log of all individuals or departments that contributed to the Disclosure Document, including what sections such individuals or department prepared or reviewed. The Disclosure Coordinator shall also be responsible for maintaining all certifications on behalf of District DPWG.
3. The Financing Group shall confirm to and advise District DPWG that each section of and all financial and operating information contained in the Disclosure Document has been reviewed by an appropriate person, as evidenced by the written material described in section 2. above (which shall constitute the "audit trail" referenced in Section 22.4106(a)(4) of the Municipal Code). Of particular import is that information concerning the District be compared for accuracy against the Audited Financials.
4. When appropriate, the Financing Group may require information, assurances or certifications from officers and employees of the District, the City, or other entities. Any issues related to obtaining such information, assurances or certifications shall be referred to District DPWG. Any issues related to obtaining information from parties outside the City, including consultants, shall also be referred to District DPWG.

C. Responsibilities of Contributors. A Contributor shall assist in reviewing and preparing the Disclosure Document using his or her knowledge of the District and by discussing the Disclosure Document with other members of the applicable City department or Financing Group in an attempt to ensure the accuracy of the information and to determine whether any other information should be discussed or disclosed. Once a Contributor is notified of his or her need to participate in preparing a Disclosure Document, the Contributor and the Contributor's department director shall cooperate with Financing Group and District DPWG requests. Contributors who provide information incorporated into a Disclosure Document shall provide assurances to his or her department director

as to the accuracy of such information and the Contributor's participation shall be noted in the director's certification to District DPWG.

D. Review and Certification by Department Directors. With respect to those Disclosure Documents described in subsection A. of Section 3.1, the directors or management of relevant City departments and entities, or appropriate designees, shall participate in the activities of the Financing Group to ensure that information provided by or concerning the operational responsibilities of the departments or entities is accurate and complete. The Financing Group or District DPWG may request certifications from any City department or other entity as needed. Certifications must be provided by department or entity directors or management and not designees unless there are extenuating circumstances such as illness or absence. Certifications shall be addressed to District DPWG and shall generally follow the form of Exhibit B.

Section 4.4. Review of the District's Audited Financials. The Audited Financials are prepared pursuant to Government Code Sections 53398.66(j) and 53398.88(a). The Finance Director may require certifications from the director or management of any department or entity providing information for inclusion in the Audited Financials if and to the extent the Finance Director considers such a certification to be appropriate. Certifications shall generally follow the form of Exhibit F.

Section 4.5. Review of Disclosure Documents other than Official Statements and Audited Financials. The following procedures shall apply to those Disclosure Documents that are not addressed in Section 4.3 or Section 4.4:

A. Notify District DPWG. The person or department preparing the applicable Disclosure Document (the "Preparer") shall inform District DPWG of the (i) expected completion date of the Disclosure Document and (ii) the expected or required dissemination date of the Disclosure Document.

B. Involvement of Deputy City Attorney. The Disclosure Coordinator, in consultation with the General Disclosure Counsel as necessary, shall assist the Preparer to:

1. identify material information that should be disclosed;
2. identify other persons that may have material information or knowledge of any information omitted from such Disclosure Document; and
3. determine when the Disclosure Document is final and ready for review by District DPWG.

C. Prepare Source List. The Preparer shall keep a list of individuals or groups that have contributed to the preparation of the Disclosure Document and a list of sources from which the information summarized or updated in the Disclosure Document was derived.

## ARTICLE V APPROVAL PROCESS

Section 5.1. General. Except as otherwise provided below in this Section 5.1, District DPWG shall review and approve the form and content of each Disclosure Document. To the extent feasible, District DPWG should act through consensus decision-making. If District DPWG is unable to reach consensus, any dissenting opinion shall be reflected in the certificate of District DPWG.

Those Disclosure Documents that (A) (i) the District is contractually obligated to file with EMMA regardless of materiality or as a result of the failure to file the required annual financial information and (ii) contain no discretionary content (e.g., rating changes) or (B) are changes made to a Preliminary Official Statement to create a final Official Statement that do no more than reflect the pricing of the applicable bonds (e.g., offering prices, interest rates, aggregate principal amount, principal amount per maturity, and other similar terms), may be filed with EMMA upon the approval of the District's General Disclosure Counsel and the Deputy City Attorney for Finance and Disclosure. District DPWG may so designate other approvals, as appropriate. District DPWG may approve Disclosure Documents by email after initial reviews are conducted.

Section 5.2. Review of the Official Statements by District DPWG for Approval. The Financing Group shall submit any Disclosure Document described in subsection A. of Section 3.1 (Official Statements) to District DPWG when (i) it has completed all the updates, and source documentation finalized as described in Section 4.3, and (ii) in its best judgment, the Disclosure Document is in substantially final form. The Financing Group shall present the Official Statement to District DPWG to ensure the disclosures are accurate and complete. If necessary, documents may be submitted in parts.

District DPWG shall evaluate the Disclosure Document for accuracy and have the opportunity to ask questions of the Financing Group and of any Contributor or other person who reviewed or drafted any section of the Disclosure Document. District DPWG may send the Disclosure Document back to the Financing Group for revisions. District DPWG shall timely provide the Financing Group with any comments or questions on the Disclosure Document or the associated financing.

Section 5.3. Submission of Official Statements to Public Financing Authority for Approval. As part of the docketing process, District DPWG shall submit any Disclosure Document described in Section 4.3 (i.e., official statements or offering memoranda) to the Public Financing Authority for approval together with the certifications from the contributing departments and the Disclosure Coordinator promptly after the receipt of such certifications. The approval of such a Disclosure Document by the Public Financing Authority shall be docketed on the adoption agenda and shall not be approved as a consent item. The Public Financing Authority shall undertake such review as deemed necessary by the Disclosure Coordinator and the District's General Disclosure Counsel and the District's outside disclosure counsel retained for a specific financing to fulfill the Public Financing Authority's responsibilities under applicable federal and state securities laws.

Section 5.4. Review and Approval of Private Placements or Direct Loan Instruments. If City staff, in consultation with the Disclosure Coordinator and General Disclosure Counsel, determines that there are disclosure requirements related to proposed District borrowings to be done on a private placement or direct loan basis, District DPWG shall review such borrowings to (i) ensure that adequate processes have been implemented to enable the purchaser to conduct due diligence on the project; (ii) determine if there is a disclosure document or annual reporting requirements; and (iii) ensure, if appropriate, that there are adequate controls in place restricting the transfers of such securities. If District DPWG finds that there are disclosure requirements, they shall undertake the review required by Section 4.2. For any privately placed transaction determined to involve such disclosure requirements, District DPWG shall be provided with the final staff report describing the issue and such other documents as District DPWG shall request.

ARTICLE VI  
TIMELINES FOR REVIEW

Section 6.1. Timeline for Review of Official Statements. The timeline for any particular bond financing for which a Disclosure Document as described in subsections A. of Section 3.1 is prepared will vary depending on the financing timeline for the bond issuance, funding needs, and market conditions as determined by the Finance Director, provided that sufficient time is allowed to fully comply with these Procedures.

Section 6.2. Timeline for Review of Disclosure Documents other than Official Statements. The timeline for preparing any particular Disclosure Document will be determined by District DPWG from time to time.

ARTICLE VII  
Training Policy

Section 7.1. Training Sessions.

A. Employees with responsibility for collecting or analyzing information that may be material to the preparation of a Disclosure Document shall attend disclosure training sessions conducted by the District's outside disclosure counsel retained with respect to a specific financing, with the assistance of the Disclosure Coordinator and the Finance Director. New employees shall review the video of such a session within three months of their first day of employment. Such training sessions shall include education on the District's disclosure obligations under applicable federal and state securities laws and their responsibilities and potential liabilities regarding such obligations. Such training sessions may be conducted in person, by video or by virtual meeting.

B. The determination as to whether a class of employee or specific individual employees or groups of employees shall receive such training shall be made by the Finance Director or the Disclosure Coordinator, as appropriate. District DPWG may also require training for a particular employee or employees not otherwise specified.

C. Separate training sessions shall be conducted by the District's General Disclosure Counsel or the District's outside disclosure counsel retained with respect to a specific financing, with the assistance of the Disclosure Coordinator, for the members of the Public Financing Authority. Alternatively, Public Financing Authority Board members may satisfy the requirement to receive training pursuant to this Article through virtual or in-person attendance at trainings provided to the City Council or City employees or by viewing a recording of the most recently recorded training conducted for the City Council or City employees.

ARTICLE VIII  
DOCUMENT RETENTION POLICIES

Section 8.1. Official Statements.

A. Materials retained. Debt Management shall retain the following materials in a central depository for a period of five years from the date of delivery of the securities referenced in a Disclosure Document described in subsection A. of Section 3.1:

1. closing transcripts;
2. the executed copies of the letters, requests, certifications, and/or lots prepared pursuant to these procedures;
3. the information and related sources referenced in the materials described in 2. above;
4. any written certification or opinions executed by a City official relating to disclosure matters if such certifications are not contained in the closing transcript;

B. Materials not retained. District DPWG shall not retain after the date of delivery of the related securities drafts of any materials.

Section 8.2. Disclosure Documents other than Official Statements.

A. Materials retained. District DPWG shall retain in a central depository, for a period of five years from the date the respective Disclosure Document is published, posted, or otherwise made publicly available:

1. the final version of the Disclosure Document,
2. all transmittal letters, requests, and certifications relating to information in the Disclosure Document,
3. the information and related sources referenced in the materials described in 2. above.

B. Materials not retained. District DPWG shall not retain the drafts of any such materials.

ARTICLE IX  
CONFIDENTIAL SUBMISSIONS

Section 9.1. Deputy City Attorney for Finance and Disclosure. The District shall encourage City employees to contact the Deputy City Attorney for Finance and Disclosure with any disclosure questions or concerns. To the extent permitted by law, upon the employee's request, the Deputy City Attorney for Finance and Disclosure shall keep the employee's identity confidential.

Section 9.2. Fraud Hotline. Anonymous submissions related to disclosure matters may also be made through the fraud hotline maintained by the City Auditor, if appropriate.

ARTICLE X  
ANNUAL REVIEW

Section 10.1. Annual Review. The Disclosure Coordinator shall conduct an annual evaluation of these Disclosure Controls and Procedures and shall also prepare an annual report of the activities undertaken by District DPWG during the year. Such annual report shall be appended to or



incorporated into the annual report prepared by the City Disclosure Practices Working Group to facilitate compliance with the procedures established by Section 22.4107 of the Municipal Code.

ARTICLE XI  
SUSPENSIONS

Section 11.1. Other than the review and approval by the Public Financing Authority, if District DPWG determines that any provisions of these Disclosure Controls and Procedures should not be applicable to a particular Disclosure Document, District DPWG may suspend that provision for that purpose.

## **Exhibits**

- A. Request for Information from Contributors
- B. Certification by Department Director to District DPWG
- C. Certification by City Attorney's Office Regarding Litigation
- D. Transmittal of Official Statement by Financing Group to District DPWG
- E. Transmittal of Official Statement by Disclosure Group to Public Financing Authority
- F. Certification by Department Director to the Finance Director Regarding Audited Financials

**EXHIBIT A**

**REQUEST FOR INFORMATION FROM CONTRIBUTORS**

The Department of Finance, Debt Management Division of the City is requesting information from [department or division name] to be included in a detailed disclosure of the Otay Mesa Enhanced Infrastructure Financing District's financial and operating data for an [official statement] [annual report] to be issued by the District in connection with [the sale of bonds or other securities] [federal annual reporting requirements for municipal securities]. This information will be disseminated publicly to the investing public, including bondholders, rating agencies, financial advisors and other members of the investment community.

Federal securities laws require that the information be complete, accurate, and in no way misleading. Please review carefully and critically the information you are providing to be certain, to the best of your knowledge after reasonable inquiry of the appropriate persons, that it is accurate, complete and not misleading. Please be certain that the source documentation is reliable and auditable, should any future inquiry arise. Please provide a copy of all source documentation. Please describe any exceptions or other caveats to the information you are providing.

Please review the information in its entirety, rather than simply updating that which has already been provided, to determine whether any material changes have occurred or if any new or additional information should be included to make the information you are providing not misleading and as complete and accurate as possible.

Please provide the information by no later than [X date], and please advise of any subsequent changes to such information through [Y date].

If you require additional information regarding this request for information, please contact \_\_\_\_\_, at \_\_\_\_\_

Thank you for your assistance.

**EXHIBIT B**

**CERTIFICATION FROM DEPARTMENT DIRECTOR TO DISTRICT DPWG**

Otay Mesa Enhanced Infrastructure Financing District  
Disclosure Practices Working Group:

I am the [Department Director/Other Title] of the [Name of Department]. [Department Name] has provided information for the [type of Disclosure Document] for the [Name of Transaction] (“Disclosure Document”) and I, along with other individuals in [Department Name] are Contributors as that term is used in Disclosure Controls and Procedures. I, with the assistance of Contributors on my staff, have reviewed the information we have provided, or which concerns my area of operational responsibility. Such assistance includes obtaining assurances from the Contributors as to their review and the information contributed. I understand that I am responsible for the information provided by my department. By this certification, I am representing to District DPWG that the information provided by or concerning the [Name of Department] is, to the best of my knowledge, accurate and complete. I hereby certify that the [Name of Department] has complied with the requirements of the Disclosure Controls and Procedures and that I have attended the federal securities law training seminar conducted by the District’s General Disclosure Counsel or the District’s outside disclosure counsel retained with respect to a specific financing or viewed a recorded version thereof. This certification is provided as of the date below. In the event of any material change to the information provided between the date of this certification and the scheduled delivery date for the bonds (X date), I shall promptly advise District DPWG.

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[Department Director/Title]

Contributors:

**EXHIBIT C**

**CERTIFICATION FROM CITY ATTORNEY’S OFFICE REGARDING LITIGATION**

Otay Mesa Enhanced Infrastructure Financing District  
Disclosure Practices Working Group:

The litigation section of the Disclosure Document has been reviewed by the appropriate attorneys, and the attached disclosure reflects all material current, pending or threatened litigation, and describes any material settlements or court orders. For purposes of this letter, the term “material” means (i) any litigation threatened, pending or commenced against the City and/or the Otay Mesa Enhanced Infrastructure Financing District (the “District”) seeking to prohibit, restrain or enjoin the issuance, sale or delivery of the Bonds, or contesting or affecting the validity or enforceability of, the pledge of revenue for, or the power of the District to issue, the Bonds, and (ii) any litigation or pending regulatory action affecting or relating to the District, the potential exposure for which could have a material adverse impact on the District’s ability to pay its debt obligations as they come due. In the event of any material change to such information between the date of this letter and the scheduled delivery date for the bonds (X date), I shall immediately advise District DPWG.

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Deputy City Attorney for Finance and  
Disclosure

**EXHIBIT D**

**TRANSMITTAL OF OFFICIAL STATEMENT  
BY FINANCING GROUP TO DISTRICT DPWG**

Otay Mesa Enhanced Infrastructure Financing District  
Disclosure Practices Working Group:

The Financing Group has, with respect to the [Official Statement/Offering Memorandum], (i) performed the responsibilities set forth in subsection B. of Section 4.3 of the Disclosure Controls and Procedures, (ii) obtained all the approvals and source documentation described in said Section 4.3, copies of which are attached, and (iii) in our best judgment, the Disclosure Document is in substantially final form and ready for review by District DPWG.

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Representative of Financing Group

[Financing Group Members]

**EXHIBIT E**

**TRANSMITTAL OF OFFICIAL STATEMENT BY DISTRICT DPWG TO  
THE OTAY MESA ENHANCED INFRASTRUCTURE FINANCING DISTRICT  
PUBLIC FINANCING AUTHORITY**

Members of the Otay Mesa Enhanced Infrastructure Financing District  
Public Financing Authority:

The Otay Mesa Enhanced Infrastructure Financing District Disclosure Practices Working Group has reviewed and approved the [Official Statement/Offering Memorandum] in accordance with the procedures set forth in Section 5.2 of the District DPWG Disclosure Controls and Procedures. In the best judgment of District DPWG, the Disclosure Document is in substantially final form and District DPWG has complied with the Disclosure Controls and Procedures.

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Representative of District DPWG

[District DPWG Members]

**EXHIBIT F**

**CERTIFICATION OF DEPARTMENT DIRECTOR TO THE [OTAY MESA ENHANCED  
INFRASTRUCTURE FINANCING DISTRICT PUBLIC FINANCING AUTHORITY]  
REGARDING AUDITED FINANCIALS**

[Members of the Otay Mesa Enhanced Infrastructure Financing District  
Public Financing Authority]:

I am the [Department Director/Other Title] of the [Name of Department]. [Department Name] has provided information that is intended to be incorporated into the Otay Mesa Enhanced Infrastructure Financing District's Audited Financial Statements ("Audited Financials"). I, with the assistance of individuals on my staff, have reviewed the information in the Audited Financials that we have provided, or which concerns my area of operational responsibility. Such assistance includes obtaining assurances from individuals under my supervision as to their review and the accuracy of the information provided. I have also implemented procedures within my department to ensure the accuracy and completeness of such information. I understand that I am responsible for the information provided by my department. By this certification, I am representing to you that the information provided by or concerning the [Name of Department] is, to the best of my knowledge, accurate and complete. I hereby certify that the [Name of Department] has complied with the requirements of the Disclosure Controls and Procedures and that I have attended the federal securities law training seminar conducted by the District's General Disclosure Counsel or the District's outside disclosure counsel retained with respect to a specific financing or viewed a recorded version thereof.

I acknowledge that you will rely on this certification in connection with representations you will make to the Otay Mesa Enhanced Infrastructure Financing District Public Financing Authority and to the District's independent auditors with respect to all information in the Audited Financials, including the information provided by my department. This certification is provided as of the date below. In the event of any material change to the information provided between the date of this certification and the expected completion date of the Audited Financials, I shall promptly advise you.

Dated: \_\_\_\_\_

\_\_\_\_\_  
[Director/Title]