
City of Little Rock, Arkansas

CONTINUING DISCLOSURE COMPLIANCE PROCEDURE

Dated December 1, 2015

DISCLOSURE COMPLIANCE PROCEDURE

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CONTINUING DISCLOSURE COMPLIANCE PROCEDURE

ARTICLE I

DEFINITIONS

Section 1.1. Definitions. Capitalized words and terms used in this Compliance Procedure have the following meanings:

“**Annual Continuing Disclosure Compliance Checklist**” means the checklist attached as **Exhibit B**.

“**Annual Report**” means the information, consisting of annual financial information and operating data, required by a Continuing Disclosure Undertaking to be filed annually on EMMA.

“**Bonds**” means any outstanding bond, note, installment sale agreement, lease or certificate in connection with the issuance of which the Issuer entered into or enters into a Continuing Disclosure Undertaking. A list of all Bonds outstanding and subject to this Compliance Procedure as of December 1, 2015, is included on **Exhibit A**.

“**Bond Counsel**” means a law firm selected by the Issuer to provide a legal opinion regarding one or more series of Bonds.

“**Compliance Procedure**” means this Continuing Disclosure Compliance Procedure.

“**Continuing Disclosure Compliance File**” means documents and records which may consist of paper and electronic medium, maintained for the Bonds, consisting of the following:

- (a) List of outstanding Bonds;
- (b) Description of the deadline applicable to each Annual Report;
- (c) Description of the financial information and operating data required to be included in each Annual Report; and
- (d) Information about the Issuer’s compliance with the Continuing Disclosure Undertaking then in effect.

“**Continuing Disclosure Undertaking**” means the Continuing Disclosure Agreement(s), Continuing Disclosure Undertaking(s), or other written certification(s) or agreement(s) entered into by the Issuer in connection with the issuance of the Bonds for the purpose of assisting the underwriter(s) of such Bonds in complying with the Rule.

“**Disclosure Compliance Officer**” means the Issuer’s Finance Director or, if the position of Finance Director is vacant, the person filling the responsibilities of the Finance Director for the Issuer.

“**Dissemination Agent**” means an entity (other than the Issuer) obligated under a Continuing Disclosure Undertaking to, among other things, file the Annual Report on EMMA.

“**EMMA**” means the Electronic Municipal Market Access system for municipal securities disclosures established and maintained by the MSRB, which can be accessed at www.emma.msrb.org, or any successor system designated as the means through which municipal securities disclosures are submitted to the MSRB.

“**Event Notice**” means information about the occurrence of a Listed Event for which notice is required by the Continuing Disclosure Undertaking to be filed on EMMA.

“Governing Body” means the Board of Directors of the Issuer.

“Issuer” means the City of Little Rock, Arkansas.

“Listed Event” means one or more of the events listed in Rule 15c2-12(b)(5)(i)(C), which, as of the date hereof, are as follows:

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults, if material;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
- (7) Modifications to rights of security holders, if material;
- (8) Bond calls, if material, and tender offers;
- (9) Defeasances;
- (10) Release, substitution, or sale of property securing repayment of the securities, if material;
- (11) Rating changes;
- (12) Bankruptcy, insolvency, receivership or similar event of the obligated person;
- (13) 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; and
- (14) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

“MSRB” means the Municipal Securities Rulemaking Board, or any successor repository designated as such by the Securities and Exchange Commission in accordance with the Rule.

“Primary Offering Document” means any official statement or offering document relating to an offering or remarketing of Bonds by or on behalf of the Issuer after the date of this Compliance Procedure.

“Rule” means Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended.

ARTICLE II

PURPOSE AND SCOPE

Section 2.1. Purpose of Compliance Procedure.

(a) Disclosure Responsibilities. The Issuer recognizes that the issuance of Bonds often involves accessing the public capital markets and involves certain obligations arising out of the federal securities laws, including entering into a Continuing Disclosure Undertaking and properly communicating with investors.

(b) Issuer Commitment. The Issuer is committed to full compliance with applicable securities law requirements for all of its outstanding and future financings that must comply with such requirements. This Compliance Procedure is adopted by the Governing Body to improve and promote securities law compliance and documentation.

Section 2.2. Scope of Compliance Procedure; Conflicts. This Compliance Procedure applies to all Bonds currently outstanding and all Bonds issued in the future. If the provisions of this Compliance Procedure conflict with a Continuing Disclosure Undertaking or any other specific written instructions of counsel, the terms of the Continuing Disclosure Undertaking or specific written instructions of counsel will supersede and govern in lieu of this Compliance Procedure.

Section 2.3. Amendments and Publication of Compliance Procedure. This Compliance Procedure may be amended from time-to-time by or at the direction of the Governing Body. Copies of this Compliance Procedure and any amendments will be included in the records of the Issuer.

ARTICLE III

DISCLOSURE COMPLIANCE OFFICER; TRAINING

Section 3.1. Disclosure Compliance Officer Duties. The Disclosure Compliance Officer is responsible for implementing this Compliance Procedure. To the extent necessary, the Disclosure Compliance Officer will consult with Bond Counsel, other counsel, accountants, and other outside consultants to carry out the purposes of this Compliance Procedure.

Section 3.2. Assistance and Cooperation from Other Officials and Employees. In order to meet his or her responsibilities under this Compliance Procedure, the Disclosure Compliance Officer may require the assistance and cooperation of other officials and employees of the Issuer. Other officials and employees of the Issuer shall assist and cooperate with the Disclosure Compliance Officer in fulfilling his or her duties under this Compliance Procedure. The Disclosure Compliance Officer may designate other officials or employees of the Issuer to carry out any duties or responsibilities of the Disclosure Compliance Officer set forth herein, and the performance of such duties and responsibilities by the designee or designees shall be deemed to be performance by the Disclosure Compliance Officer.

Section 3.3. Training.

(a) Training Programs. At least biennially, the Disclosure Compliance Officer and/or other employees of the Issuer under the direction of the Disclosure Compliance Officer will attend training programs offered by the SEC, the MSRB, Bond Counsel, the Government Finance Officers Association or other industry professionals regarding securities law and disclosure requirements applicable to the Issuer.

(b) Change in Disclosure Compliance Officer. Any time an individual acting as the Disclosure Compliance Officer passes the responsibilities for carrying out the provisions of this Compliance Procedure to another individual, the Issuer will ensure the incoming individual acting as Disclosure Compliance Officer is trained on how to implement the policies and procedures included in this Compliance Procedure to ensure the Issuer's continued compliance with the provisions of this Compliance Procedure.

ARTICLE IV

CONTINUING DISCLOSURE COMPLIANCE FILE

Section 4.1. Compilation and Maintenance of Continuing Disclosure Compliance File. The Disclosure Compliance Officer shall compile and maintain the Continuing Disclosure Compliance File.

Section 4.2. Annual Continuing Disclosure Compliance Checklist. Within 90 days after the end of each fiscal year of the Issuer, the Disclosure Compliance Officer will complete the Annual Continuing Disclosure Compliance Checklist and will comply with all duties and responsibilities of the Disclosure Compliance Officer set forth therein.

Section 4.3. Remediating Non-Compliance. If the Disclosure Compliance Officer identifies any non-compliance with the Continuing Disclosure Undertaking as a result of the annual review or otherwise, the Disclosure Compliance Officer shall promptly take steps to remedy the noncompliance, including by making any necessary remedial filings. In the event the Disclosure Compliance Officer identifies any such noncompliance, the Disclosure Compliance Officer shall update the Continuing Disclosure Compliance File to reflect such noncompliance.

ARTICLE V

ISSUANCE OF NEW BONDS

Section 5.1. Review Primary Offering Documents.

(a) The Disclosure Compliance Officer will review a draft of the Primary Offering Document for each new issue of Bonds. The Issuer is primarily responsible for the accuracy and completeness of the information in the Primary Offering Document relating to the Issuer. The Disclosure Compliance Officer shall (i) identify officers, employees and agents of the Issuer who are likely to know or be able to obtain the information required to be disclosed in the Primary Offering Document; (ii) request that they assemble, verify and forward the information either directly to the financing team or to the Disclosure Compliance Officer and also notify the financing team or the Disclosure Compliance Officer of any other fact they believe to be important to investors; and (iii) establish a reasonable but sufficient deadline for producing such information, which deadline the officers, employees or agents in charge of producing such information shall use their best efforts to meet. It shall be the Disclosure Compliance Officer's goal to ensure that the information in each Primary Disclosure Document relating to the Issuer does not contain any untrue statement of material fact or omit to state any material fact necessary to make the statements contained therein, in light of the circumstances under which they were made, not misleading. The Disclosure Compliance Officer may consult with internal or external counsel concerning the material accuracy and completeness of any information included in any Primary Disclosure Document.

(b) The Disclosure Compliance Officer will review any statement in a Primary Offering Document related to the Issuer's past compliance with the Continuing Disclosure Undertaking to determine whether such Primary Offering Document accurately describes such past compliance.

Section 5.2. Review Continuing Disclosure Undertakings. The Disclosure Compliance Officer will review each Continuing Disclosure Undertaking related to a new issue of Bonds. If necessary, the Disclosure Compliance Officer will confer with Bond Counsel or other counsel regarding the meaning and scope of each obligation contained in the Continuing Disclosure Undertaking.

Section 5.3. Update Continuing Disclosure Compliance File. As soon as practicable after the issuance of any new Bonds, the Disclosure Compliance Officer will be responsible for updating the Continuing Disclosure Compliance File to reflect the issuance of such new Bonds.

Section 5.4. Update List of Bonds. Upon the issuance of new Bonds, the Disclosure Compliance Office shall attach to this Compliance Procedure a new Exhibit A that reflects an updated list of all outstanding Bonds. Similarly, upon the defeasance, redemption or payment in full of any Bonds, the Disclosure Compliance Officer shall attach hereto an updated Exhibit A.

ARTICLE VI

ANNUAL REPORT AND EVENT NOTICE FILING

Section 6.1. Annual Report Preparation and Submission. The Disclosure Compliance Officer will prepare or cause the preparation of each Annual Report each year. The Disclosure Compliance Officer will cause each Annual Report to be filed with the MSRB on EMMA each year before the deadline required by each Continuing Disclosure Undertaking. If, pursuant to the terms of the applicable Continuing Disclosure Undertaking, the Dissemination Agent is obligated to file the Annual Report on EMMA, the Disclosure Compliance Officer will cause each Annual Report to be filed with the Dissemination Agent and will request and review confirmation the Dissemination Agent filed the Annual Report in a timely manner. Upon the filing of each Annual Report, the Disclosure Compliance Officer will update the Continuing Disclosure Compliance File to reflect the date on which each Annual Report was filed on EMMA. If audited or unaudited financial statements are filed on EMMA at an earlier or later time than other information comprising the Annual Report, the Disclosure Compliance Officer will ensure that the Continuing Disclosure Compliance File reflects the dates of the separate filings.

Section 6.2. Event Notice Submissions. The Disclosure Compliance Officer shall (a) identify the officers, employees and agents of the Issuer who are most likely to first obtain knowledge of the occurrence of a Listed Event and (b) request in writing that they notify the Disclosure Compliance Officer immediately after learning of any Listed Event, regardless of materiality, and repeat such request in a quarterly reminder. After obtaining actual knowledge of the occurrence of any event that the Disclosure Compliance Officer believes may constitute a Listed Event requiring an Event Notice, the Disclosure Compliance Officer will consult with counsel to assist with the determination of whether an Event Notice is required under the Continuing Disclosure Undertaking. If it is determined that an Event Notice is required, the Disclosure Compliance Officer will file the Event Notice on EMMA or will cause the Dissemination Agent to make such filing within ten (10) business days of the occurrence of such Listed Event.

ARTICLE VII

MISCELLANEOUS

Section 7.1. Internal Use Only. This Compliance Procedure is intended for the internal use of Issuer only and is not intended to establish any duties in favor of or rights of any person other than the Issuer.

Section 7.2. Waiver of Procedures. The officers, employees and agents of Issuer charged by this Compliance Procedure with performing or refraining from any action may depart from this Compliance Procedure when they and the Disclosure Compliance Officer in good faith determine that such departure is in the best interests of the Issuer and consistent with the duties of the Issuer under federal and state securities laws.

ADOPTED BY
THE BOARD OF DIRECTORS OF THE
THE CITY OF LITTLE ROCK, ARKANSAS
December 1, 2015

EXHIBIT A

LIST OF BONDS COVERED BY THIS COMPLIANCE PROCEDURE

Date: December 1, 2015

- City of Little Rock, Arkansas Limited Tax General Obligation Capital Improvement Bonds, Series 2013
- City of Little Rock, Arkansas Capital Improvement Revenue Refunding Bonds, Series 2007
- City of Little Rock, Arkansas Capital Improvement Junior Lien Revenue Bonds, Series 2002
- City of Little Rock, Arkansas Capital Improvement Construction Revenue Bonds (Zoo, Parks and Recreation Projects), Series 2009A
- City of Little Rock, Arkansas Capital Improvement Refunding Revenue Bonds (Zoo, Parks and Recreation Projects), Series 2009B
- City of Little Rock, Arkansas Waste Disposal Refunding Revenue Bonds, Taxable Series 2010
- City of Little Rock, Arkansas Waste Disposal Revenue Bonds, Taxable Series 2007
- City of Little Rock, Arkansas Capital Improvement and Refunding Revenue Bonds (Downtown Parking Projects), Series 2003
- City of Little Rock, Arkansas Library Construction and Refunding Bonds, Series 2015
- City of Little Rock, Arkansas Library Construction and Refunding Bonds, Series 2012
- City of Little Rock, Arkansas Sewer Refunding Revenue Bonds, Series 2015
- City of Little Rock, Arkansas Sewer Refunding Revenue Bonds, Series 2014
- City of Little Rock, Arkansas Sewer Revenue Bonds, Series 2012
- City of Little Rock, Arkansas Sewer Refunding Revenue Bonds, Series 2011
- City of Little Rock, Arkansas Sewer Revenue Bonds, Series 2009B
- City of Little Rock, Arkansas Sewer Revenue Bonds, Series 2008
- City of Little Rock, Arkansas Airport Revenue Refunding and Improvement Bonds, Series 2007A and Series 2007B
- City of Little Rock, Arkansas Airport Revenue Refunding Bonds, Series 2003
- City of Little Rock, Arkansas Hotel and Restaurant Gross Receipts Tax Bonds, Series 2014

EXHIBIT B

ANNUAL CONTINUING DISCLOSURE COMPLIANCE CHECKLIST

Name of Disclosure Compliance Officer: _____		
Date: _____		
Item	Question	Response
1 New/Defeased/ Retired Bonds	Were any Bonds issued, refunded, defeased or retired during the previous fiscal year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	If the answer above is "Yes," update the Continuing Disclosure Compliance File and Exhibit A to reflect the Bonds currently outstanding.	
2 Annual Report Filings	During the previous fiscal year, was each Annual Report filed on EMMA by its due date?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	If the answer above is "No," and if not yet filed, file the Annual Report on EMMA or cause the Dissemination Agent to make such filing. In either case, update the Continuing Disclosure Compliance File to reflect the date each Annual Report was filed.	
3 Financial Information	For each Annual Report filed on EMMA during the previous fiscal year, did it contain the required annual financial information?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	If the answer above is "No," once the annual financial information was received, was it filed on EMMA within the time period required by the Continuing Disclosure Undertaking?	<input type="checkbox"/> Yes <input type="checkbox"/> No
	If the answers to both questions above are "No," file the required annual financial information on EMMA or cause the Dissemination Agent to make such filing and update the Continuing Disclosure Compliance File to reflect (i) the date such required annual financial information was received by the Issuer and (ii) the date such required annual financial information was filed on EMMA.	
4 Listed Event Filings	During the previous fiscal year, for any issue of Bonds, did one or more of the following Listed Events occur? <ul style="list-style-type: none"> • principal and interest payment delinquencies; • non-payment related defaults, if material; • unscheduled draws on debt service reserves reflecting financial difficulties; • unscheduled draws on credit enhancements reflecting financial difficulties; • substitution of credit or liquidity providers, or their failure to perform; • adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds; 	<input type="checkbox"/> Yes <input type="checkbox"/> No

	<ul style="list-style-type: none"> • modifications to rights of bondholders, if material; • bond calls, if material, and tender offers; • defeasances; • release, substitution or sale of property securing repayment of the Bonds, if material; • rating changes; • bankruptcy, insolvency, receivership or similar event of the obligated person; • the consummation of a merger, consolidation, or acquisition involving the 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; and • appointment of a successor or additional trustee or the change of name of the trustee, if material 	
	<p>If the answer above is "Yes," was an Event Notice filed on EMMA within 10 business days after the Listed Event occurred?</p> <p>If No, file an Event Notice on EMMA or cause the Dissemination Agent to make such filing.</p> <p>If a Listed Event occurred, update the Continuing Disclosure Compliance File to reflect the occurrence of the Listed Event and the date the required notice was filed.</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
5 Upcoming Annual Report	<p>Has each Annual Report due in the current fiscal year been filed?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
	<p>If the answer above is "No," notice of the deadline for filing each Annual Report should be provided to each component unit of the Issuer that supplies information necessary to complete each Annual Report.</p> <p>Once the necessary information is received from each component unit, prepare/review the Annual Report.</p> <p>If the Annual Report requires the filing of unaudited financial statements, prepare the unaudited financial statements and, prior to each applicable deadline, file the Annual Report on EMMA or cause the Dissemination Agent to make such filing.</p> <p>If the Annual Report requires the filing of audited financial statements, file the Annual Report on EMMA or cause the Dissemination Agent to make such filing and set a monthly reminder to monitor the completion of the audit. Once the audit is received, file the audited financial statements on EMMA or cause the Dissemination Agent to make such filing within the time period required by the Continuing Disclosure Undertaking. Update the Continuing Disclosure Compliance File to reflect both the date the audit was received and the date it was filed on EMMA.</p>	