

TO ALL INTERESTED PARTIES

The State of Tennessee, Office of Comptroller of the Treasury (“Comptroller” or “State”), through the Division of State Government Finance (“SGF”), is issuing a Request for Qualifications and Pricing Proposals (“RFQ”) to select a law firm to serve as bond counsel to the State Funding Board (“SFB”), the Tennessee State School Bond Authority (“TSSBA”) and the Tennessee Local Development Authority (“TLDA”) (collectively, the “Issuers”) in connection with their debt-financed programs for an anticipated term beginning May 1, 2026 and ending April 30, 2031.

In selecting a bond counsel, the Issuers seek to supplement and complement, as well as to strengthen, their internal expertise. The State employs a ten person staff within SGF, for the Office of Comptroller of the Treasury. The SGF serves as the staff for the State Funding Board, TLDA, and TSSBA. Staff anticipates that the bond counsel firm will be utilized consistently for the services outlined in the attached Request for Qualifications.

No joint proposals will be accepted. Any subcontracting for services must be clearly delineated in your proposal. Please note that if there are to be changes in personnel assigned to the contract from what is indicated in the original contract, the State will need to approve such changes. **The successful proposer must demonstrate its experience with state-level issuers.**

If your firm is interested in serving as bond counsel for the debt programs of the Issuers, we invite you to respond to the RFQ. The ultimate selection made by the State for bond counsel will be based upon a variety of factors.

Questions that you have regarding this request for proposal may be directed only to the following individual by January 27, 2026:

Mr. Michael Mercer, RFP Coordinator
Division of State Government Finance
425 Rep. John Lewis Way N., 4th FL
Nashville, TN 37243
Phone: 615-736-6056
Michael.Mercer@cot.tn.gov

No contact concerning this Request for Qualifications should be made with any member of the SGF except with Mr. Mercer until the selection process has been completed. Failure to honor this request will be viewed negatively in the selection process. The selection process is deemed to begin January 21, 2026, and will end upon the announcement of the selection of the firm to serve as bond counsel. A proposed timeline (which may be adjusted) is included in Attachment C in the RFQ.

Please note that your pricing proposal must be submitted in a separate document from the responses to your responses to the qualifications, references, and discussion questions.

We appreciate your interest in the State and look forward to receiving your response.



Kayla Carr
Director
Division of State Government Finance



**REQUEST FOR QUALIFICATIONS
AND PRICING PROPOSALS
FOR BOND COUNSEL SERVICES**

January 21, 2026

**State of Tennessee
Comptroller of the Treasury**

**Deadline:
February 5, 2026, 12:00 noon (CST)**

**STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY**

Table of Contents

I. INTRODUCTION.....	1
II. OVERVIEW OF THE STATE AND THE ISSUERS.....	1
III. BOND ISSUANCE PROCESS	3
IV. EXPECTATIONS OF BOND COUNSEL	4
SGF/Issuer's Counsel	4
Bond Counsel	5
Additional Services	5
V. RESPONSE TO REQUEST FOR QUALIFICATIONS AND PRICING PROPOSALS.....	6
VI. REVIEW PROCESS AND TIMETABLE.....	7
VII. OUTLINE FOR RESPONSES	8
SECTION 1 - QUALIFICATIONS.....	8
SECTION 2 - REFERENCES.....	9
SECTION 3 - DISCUSSION QUESTIONS	9
SECTION 4 - PRICING PROPOSAL (to be submitted in separate document)	10
ATTACHMENT A – STATE AND ISSUER INFORMATION	A-1
ATTACHMENT B – COORDINATED DECISION MAKING	B-1
ATTACHMENT C – BOND COUNSEL RFQ TENTATIVE TIMETABLE 2026.....	C-1
ATTACHMENT D - USE OF PROCEEDS QUESTIONNAIRES.....	D-1
ATTACHMENT E - PRICING PROPOSAL - FEE STRUCTURE.....	E-1

I. INTRODUCTION

The State of Tennessee, Office of Comptroller of the Treasury (“Comptroller” or “State”), through the Division of State Government Finance (“SGF”), is beginning a process to select a law firm to serve as bond counsel to the State Funding Board (“SFB”), the Tennessee State School Bond Authority (“TSSBA”) and the Tennessee Local Development Authority (“TLDA”) (collectively, the “Issuers”) in connection with their debt-financed programs for an anticipated term beginning May 1, 2026 and ending April 30, 2031.

II. OVERVIEW OF THE STATE AND THE ISSUERS

Information about the State and the Issuers and links to relevant documents (including debt management policies, financial statements and official statements) are included in Attachment A.

The State currently utilizes one firm to serve as bond counsel for the Issuers with a contract period of five years. The fourth state level debt issuer, the Tennessee Housing Development Agency, issues single-family mortgage revenue bonds, and has a separate contract for bond counsel services. Although the TLDA will be included in the contract, the TLDA has not issued debt since 2010 and no debt issuance is anticipated at this time. The State believes that a single firm serving the Issuers will provide consistency, uniformity and efficiency, particularly in federal tax and securities law interpretation. Additionally, higher education projects are financed by both SFB and TSSBA. The commonality of membership of the boards of the Issuers as well as of other important funding entities is shown on Attachment B.

The Comptroller and the Director of SGF serve as the Secretary and Assistant Secretary, respectively, for each Issuer. SGF is involved in all aspects of debt issuance. Technology is in place to allow electronic communication on a regular basis, including electronic distribution and review of documents, and to allow electronic bidding in the context of competitive sales.

Although the Issuers could issue debt to fund a single project, in practice most often the Issuers use the proceeds from a single debt issue to fund multiple projects. Moreover, the Issuers often fund (and refund) projects with proceeds from more than one debt issue. Note, the higher education facilities program of the TSSBA lends to the two systems of public higher education, The University of Tennessee and the Tennessee Board of Regents, both of which have multiple educational institutions under their control.

The Issuers regularly evaluate and utilize economic refunding opportunities when it is in their best interests to do so and the refundings comply with their debt management policies.

Although it is difficult to predict specific future needs, it is reasonable to assume that long-term debt issuance by the Issuers will be similar to that since January 1, 2009, as shown on the following page.

	Closing Month/Year	Sale Type	Par Amount*
TSSBA:			
2009 A	April 2009	Negotiated	\$ 109,905,000
2010 A & B	September 2010	Competitive	\$ 249,950,000
2012 A, B, & C	August 2012	Negotiated	\$ 437,720,000
2013 A	November 2013	Negotiated	\$ 149,130,000
2014 A & B	August 2014	Negotiated	\$ 344,650,000
2015 A & B	May 2015	Negotiated	\$ 464,165,000
2017 A, B, & C	September 2017	Negotiated	\$ 402,460,000
2019 A & B	September 2019	Competitive	\$ 207,170,000
2021 A	February 2021	Negotiated	\$ 713,365,000
2022 A & B	November 2022	Competitive	\$ 307,565,000
2025 A & B	May 2025	Competitive	\$ 217,935,000

TSSBA - Competitive Sales**4****TSSBA - Negotiated Sales****7**

GO:			
2009 A & B	May 2009	Negotiated	\$ 389,635,000
2009 C & D	December 2009	Negotiated	\$ 290,000,000
2010 A & B	October 2010	Competitive	\$ 231,445,000
2011 A, B, & C	October 2011	Negotiated	\$ 546,655,000
2012 A	March 2012	Negotiated	\$ 449,070,000
2012 B & C	December 2012	Competitive	\$ 170,525,000
2014 A & B	August 2014	Negotiated	\$ 190,225,000
2015 A & B	November 2015	Negotiated	\$ 383,765,000
2016 A, B & C	August 2016	Negotiated	\$ 366,150,000
2018 A & B	May 2018	Competitive	\$ 189,770,000
2019 A & B	October 2019	Competitive	\$ 128,105,000
2021 A & B	July 2021	Negotiated	\$ 658,665,000
2023 A & B	August 2023	Competitive	\$ 497,610,000

GO - Competitive Sales**5****GO - Negotiated Sales****8**

TLDA:			
2010 A ⁺	June 2010	Competitive	\$ 53,060,000

Total Competitive Sales**9****Total Negotiated Sales****15**

* In some cases one of the series listed may be a taxable issue. See EMMA for the Official Statements related to the issues.

⁺ The 2010 issuance by TLDA was for bond anticipation notes. No long-term debt has been issued by TLDA since 2006.

However, there is no assurance that past levels of bond issuance activities accurately predict future levels of bond issuance.

III. BOND ISSUANCE PROCESS

SGF controls and directs all aspects of bond issuances for the SFB, TSSBA, and TLDA including, without limitation, timing and structuring. The Issuers utilize the services of a financial advisor, currently PFM Financial Advisors, LLC. The bond issuance process is initiated based on a programmatic need for funds for approved projects or to refund outstanding bonds in accordance with policy and when economically advantageous. Initial structuring discussions are held typically via telephone or electronic meeting with bond counsel, financial advisor, and SGF staff to determine the timing, structure and documentation for debt issues. In addition, bond counsel, together with SGF staff, communicate with the Office of Attorney General and Reporter as issuer's counsel, underwriters, selling group members, investors, financial advisor and others on an as needed basis.

Under current statutory provisions, the Issuers have authority to sell debt either competitively or on a negotiated basis. Although competitive sales are preferable, the Issuers evaluate a variety of factors including, without limitation, bond structure and market conditions at the time of each bond issue to determine the method of sale that is in the best interest of the Issuer. Although most bond transactions closed since January 1, 2009, were sold through negotiated sale or private placement, the Issuers have not changed their preference for competitive sales.

The Issuers finance projects with a combination of long-term bonds and short-term notes. They utilize short-term notes (commercial paper in the case of the SFB and a Revolving Credit Facility in the case of the TSSBA) as a cost-efficient method of financing capital projects during construction which provides cash flow for expenditure needs between bond issuances. This also provides the Issuers some flexibility in the timing of issuing long-term bonds for the repayment of the short-term notes.

The Issuers' goal with each bond issue is primarily to balance both of the following:

1. avoid unnecessarily complex transactions unless the economic benefits are substantial; and
2. incur the lowest overall cost of debt in the context of ongoing administration and potential limitation of future options.

The Issuers' financing structures tend to be conservative while retaining maximum flexibility. While receptive to new, creative financing structures, the Issuers prefer transactions that do not stretch generally accepted interpretations of tax law. The Issuers have issued both taxable and tax-exempt debt within the same offering document. The Issuers do not currently use swaps or other hedging devices.

Bond pre-closings are held virtually with minimal activities outside normal business hours. The Issuers expect to continue this practice in the future and expect bond counsel to attend each pre-closing. However, they do not expect bond counsel to attend meetings of the Issuers, unless specifically requested to do so. On occasion, bond counsel may be requested to participate in meetings of the Issuers by telephone or electronic meeting.

IV. EXPECTATIONS OF BOND COUNSEL

The State and the Issuers have taken the position that, in the analysis and opinions regarding the Tennessee State Constitution and Tennessee State law arising in the course of engagement as bond counsel for the Issuers, the involvement of an attorney licensed to practice law in the State of Tennessee is required.

The Issuers take a collegial, team approach to debt transactions. Bond counsel, financial advisor, the Office of Attorney General and Reporter as issuer's counsel, and SGF staff are proactive participants in each bond transaction, from discussions regarding initial timing and structuring through document preparation and closing. The precise role of each group or individual may vary depending on particular issues that arise in individual transactions. The Issuers do not view the relationship with bond counsel to be solely transactional. The Issuers communicate with bond counsel on a regular basis and as situations arise.

The financial advisor is primarily responsible for dealing with the rating agencies and for preparing all financial analysis needed for a particular transaction. SGF coordinates activities involving the respective Board and its members, paying agent, trustee, escrow agent and verification agent, when necessary. SGF maintains control of official statements ("OS") and distributes its preliminary official statements ("POS") electronically. SGF staff coordinate preparation and electronic transmission of preliminary official statements, final official statements, notices of sale and forms of proposal.

Duties and responsibilities of specific tasks for bond transactions will include, but not be limited to, the following:

SGF/Issuer's Counsel

1. Determine the need for a debt transaction.
2. Prepare requisite number of copies of closing documents, such as authorizing Acts, the relevant general and supplemental or series resolutions, by-laws, minutes and authorizing resolutions;
3. Prepare POS, OS, official notice of sale, and bid form for electronic distribution and printing (printing the requisite number of documents is handled in house);
4. Prepare general certificate and coordinate preparation and assembly of all needed exhibits;
5. Prepare instruction letters to trustee, if applicable;
6. Prepare issuer's counsel opinion;
7. Review and comment on all documents prepared by bond counsel and underwriter's counsel, including a bond purchase agreement for negotiated sales; and
8. Coordinate with the financial advisor about discussions, materials and presentations involving the rating agencies.

Bond Counsel

1. Assist in determining the tax and economic analysis needed and reviewing the analysis provided;
2. Evaluate proposed structures based on tax, state law and programmatic considerations;
3. Prepare Supplemental or Series Resolution and amendments to general resolutions, as needed;
4. Review and comment on drafts of the POS, OS, official notice of sale, official form of proposal prepared by SGF;
5. For negotiated transactions, with issuer's counsel, review bond purchase agreements, master agreements among underwriters and master agreements among the selling group prepared by underwriter's counsel;
6. Prepare all bonds, coordinate execution and delivery with SGF and DTC, when necessary;
7. Prepare closing index or checklist;
8. Provide an electronic document room to be used in bond pre-closings and closings;
9. Prepare certificates such as those related to projected cash flow, arbitrage and use of proceeds, purchase price of bonds, investments, and trustee's status;
10. Prepare and file required IRS and State forms;
11. Prepare cross-receipts;
12. Prepare necessary tax and approving opinions;
13. Prepare other certificates and documents as needed for bond closings, such as bond call/redemption notices;
14. Review and comment on all documents prepared by Issuers and others;
15. Perform other due diligence, as determined necessary; and
16. Prepare final transcripts.

Additional Services

In addition to work specifically on bond transactions, the Issuers use the services of bond counsel in connection with a number of related issues, which have included the following, on an as needed basis:

1. Provide staff and board member orientation and training regarding bonds and board member responsibilities;

2. Provide information regarding IRS letter rulings, interpretive releases, regulatory changes or other actions affecting bonds and loan programs and assist in preparing or analyzing state or federal legislation affecting the Issuers;
3. Assist in structuring new loan programs and modifying existing programs, and/or preparing new general resolutions;
4. Assist in activities involving rating agencies;
5. Address issues related to continuing disclosure, arbitrage and arbitrage rebate calculations, financial and tax assumptions;
6. Address issues related to use of variable rate debt, including possible use of swaps and other hedges;
7. Review and advise on circumstances regarding possible changes in use of tax-exempt financed properties; and
8. Review TSSBA and GO project questionnaires (ongoing – not just at time of bond sale) for assets to be financed to determine whether the project is to be financed with tax-exempt or taxable debt and that all procedures have been followed regarding private use
9. Review and advise that Post Issuance Compliance Procedures are adhered to regarding use of proceeds, spending exceptions, yield restriction on investment of proceeds, private business use arrangements such as management contracts, service agreements, research facilities leases or any other legal arrangements with respect to the use of a tax-exempt financed asset, etc.
10. Review and advise that financial-based and event-based disclosures are accurate, complete and timely posted.
11. Advise the Issuers on content and sufficiency of debt management policies, as requested.

V. RESPONSE TO REQUEST FOR QUALIFICATIONS AND PRICING PROPOSALS

We invite you to submit your firm's qualifications in a format substantially in conformance with Section VII – "Outline for Qualifications". An electronic version is due by 12:00 pm CST on Thursday, February 5, 2026, addressed and delivered, as follows:

SGF@cot.tn.gov

Attn: RFQ Coordinator, Mr. Michael Mercer

(615) 736-6056

Please limit your proposal to fifteen (15) pages or less. Please use the format identified in this Request for Qualifications. Additional pages or extra material will be viewed negatively. The pricing proposal should be submitted in a separate document and will be kept sealed by the RFQ Coordinator.

If you have questions regarding this Request for Qualifications, please email them to the RFQ Coordinator at sgf@cot.tn.gov by 4:00 P.M. CST on Tuesday, January 27, 2026. Responses to questions timely received will be distributed by email no later than 4:00 P.M. CST on Thursday, January 29, 2026.

VI. REVIEW PROCESS AND TIMETABLE

Selection of bond counsel is expected to be made by the end of March, 2026. A more detailed tentative timetable is attached hereto as Attachment C; however, SGF reserves the right to modify this proposed timetable at any time. If determined necessary, interviews by phone or video conference or in person with the staff review team or the Issuers, or both, may be scheduled. Staff review will culminate in a recommendation to the Comptroller for either (1) a recommendation to each of the Issuers regarding selection of bond counsel, or (2) in-person interviews. Once the Issuers select a firm, written agreements between bond counsel and each Issuer will be executed. The firm selected is expected to serve for five (5) years, subject to termination with or without cause.

The State and SGF retain the right to reject all responses, to elect to continue discussions with one or more firms, or act in any manner which, in the sole discretion of the Comptroller and the Issuers, is deemed to be in their best interest. The Issuers expect to select as bond counsel the firm that submits the best and most comprehensive response to the subsequent Request for Proposal with the lowest pricing; however, price will not be the sole determining factor.

Beginning on Wednesday, January 21, 2026, and extending until the bond counsel selection process is complete, **the only** contact concerning this process, this Request for Qualifications, the Request for Proposal or information about the Issuers that could be used in responding to this Request for Qualifications is to be made with **the RFQ Coordinator**. Except pursuant to existing bond counsel contracts, **no contact should be made** with PFM Financial Advisors, LLC, any Issuer staff member, any Issuer Board member, or any staff member of an Issuer Board member. Notwithstanding the foregoing, the Issuers will continue to work with current bond counsel in connection with any issues related to any prior bond issuances.

We appreciate your interest in the Issuers and look forward to receiving your response to this RFQ as specified in Section V above.

VII. OUTLINE FOR RESPONSES

Please be as succinct as possible with all summary information and responses to specific questions. Lengthy responses and documents are strongly discouraged. No more than fifteen (15) pages will be considered for the responses to Sections 1 through 3. Responses to Section 4, must be submitted in a separate document clearly marked "Pricing Proposal".

Firm Name:

Principal Address:

Contact Person:

Office Address for Contact Person if different from Principal Address:

Contact E-mail and Telephone:

SECTION 1 - QUALIFICATIONS

1. Please describe the structure of your tax and public finance legal team, indicating the relationship within the firm as a whole. Indicate the number of attorneys (partners, associates, contract lawyers, of counsel or other designations) and designated support staff assigned to tax and public finance as of January 1 in each of the years 2020 to 2025.
2. Describe generally your firm's experience since January 1, 2021 with state level issuers of general obligation debt or revenue debt for which your firm acted as bond counsel, tax counsel, and/or disclosure counsel. Specifically identify the state level issuers of general obligation debt, higher education revenue debt, and water/wastewater revenue debt and explain the scope of your firm's responsibilities and when the firm was appointed.
3. For the state level issuers of general obligation debt, higher education revenue debt, and water/wastewater revenue debt identified in #2 above, in tabular form, indicate the dollar volume and number of debt issues handled for these issuers since January 1, 2021, broken down between short-term and long-term bond issues and identifying whether taxable or tax-exempt bond issues, specifying:
 - a. your firm's role whether as bond counsel, tax counsel, and/or disclosure counsel (indicating whether sole or co-counsel);
 - b. type of sale (competitive or negotiated);
 - c. federal tax status (exempt or taxable);
 - d. type of resolution/indenture (closed or open); and
 - e. if a loan program, whether conduit or pooled, and number of projects funded, if available.
4. List the attorneys to be assigned to each Issuer's account, indicating position within the firm, years of experience in public finance with the firm, and office where the attorneys are based. If attorneys listed have experience beyond the firm's experience, please so indicate. Describe how the attorneys will be organized to service the Issuers, identifying the overall key point of contact and the day-to-day contact for each Issuer. Of the hours required to perform services, indicate the percentage to

be performed by each attorney.

- a. Your response should demonstrate the capacity to handle multiple projects (bond issuances or other legal matters) simultaneously.
- b. Your response should also demonstrate the capacity to respond quickly and effectively to urgent legal needs, ensuring bond issuance deadlines are met without delays.

5. Identify the attorney(s) currently licensed (or to be licensed) to practice law in the State of Tennessee who will be involved in the analysis and opinions regarding the Tennessee State Constitution and Tennessee State law arising in the course of engagement as bond counsel for the Issuers.

6. Since January 1, 2021 in relation to your firm (current or prior members and employees) or to any transactions in which your firm has or had a direct or indirect involvement, are there:

- a. any legal or financial/securities investigations, audits, or legal actions in process, or pending, or threatened, or
- b. any facts that may create a conflict of interest, that could affect or limit your firm's ability to serve as Issuers' bond counsel?

If so, describe.

SECTION 2 - REFERENCES

1. Provide a contact name, title, email address and phone number for three of the issuers listed in Section I, question 3, to be used as references.
2. List the three financial advisory firms with whom you most frequently work and provide a contact name, title, email address and phone number for each.

SECTION 3 - DISCUSSION QUESTIONS

1. Attachment D contains copies of the current form of use of proceeds questionnaires for each active Issuer. Please review.
 - a. Do you have suggestions as to how the Issuers could be more efficient or solicit more data on the front end with the questionnaire that could reduce overall time and cost?
 - b. Describe your firm's review of bond-funded projects for compliance with federal tax law. Describe your process, typical response time, how tax analysis regarding use and allocation (good use/bad use) is communicated, whether communication regarding tax concerns is directed to tax attorney or through primary contact.

Provide sample documents your firm has used for similar issuers.

2. Describe your firm's approach for educating your clients about tax law compliance and arbitrage, including the involvement of the attorneys.

3. Describe your firm's due diligence process both for new issuers and new debt issues.
4. Please respond to the following hypothetical. The State has a facility that was partially destroyed by a [fire/flood/natural disaster]. Some of the equipment in the facility was financed with tax-exempt bonds. A portion of the tax-exempt bond financed equipment was destroyed and deemed no longer useable and a portion of the equipment can be salvaged and reused. The State determines they no longer want to occupy and own the facility that was partially destroyed and would like to sell the property. What are your recommendations on how the State can proceed with selling the property while staying in compliance with arbitrage rules related to tax-exempt financed property?
5. Considering your firm's role as bond counsel during the last five (5) years, are there any issuers you no longer provide service to as bond counsel? Why?
6. When assuming a new client issuer for which you will act as bond counsel, describe the transition process.
7. Explain any challenges that you foresee could impact the State in its upcoming debt financings?
8. What changes, if any, have you made in your approach to state-level issuers in the last five years?
9. Please provide an example of a time when you worked collaboratively with a client to solve a problem. Examples of problems you might address could include solving a procedural issue or working through a tax analysis.

SECTION 4 - PRICING PROPOSAL (to be submitted in separate document)

The goal is for the pricing arrangement to be fair and equitable to both the Issuers and bond counsel. The Issuers will evaluate the pricing structure, including the retainer, at the end of the first contract year and will work with bond counsel to revise the pricing structure, if deemed necessary. See the Attachment E – Pricing Proposal Fee Structure for the structure for indicating the fee for retainer, bond sales, and other special projects.

Submit the pricing proposal in a separate document clearly marked "Pricing Proposal" by the specified deadline. Qualifications or limits placed on the fees bid will be deemed non-responsive and the proposal may be disqualified.

ATTACHMENT A

STATE AND ISSUER INFORMATION

Division of State Government Finance

One of the goals of the Division of State Government Finance (SGF) is to access the capital markets efficiently and timely to provide funding for capital projects authorized by the General Assembly. In order to fulfill its purpose, the SGF manages the State's debt, including issuance of all bonds, notes and repayment of such debt by the State Funding Board (SFB), the Tennessee State School Bond Authority (TSSBA), and the Tennessee Local Development Authority (TLDA). SGF performs the financial management functions for both the Clean Water and Safe Drinking Water State Revolving Funds. SGF manages the Qualified School Construction Bond (QSCB) program issued for local government education agencies. SGF prepares the financial statements for the TSSBA, the TLDA and the State Revolving Funds. Monthly, SGF issues Investor Updates as a part of its continuing disclosure for SFB.

- SFB — The SFB has responsibility for issuing all State general obligation bonds and notes authorized by the General Assembly and administering and accounting for payment of principal and interest on such debt. The SFB is authorized to establish the State's cash management policy, debt management policy, and investment policy. It is required to comment on the reasonableness of the estimated growth rate of the State's economy as presented in the Tennessee econometric model. Annually, the SFB conducts public hearings to develop consensus estimates of State revenues as part of the budgetary process. The SFB receives and reports on certain information received from other debt issuers. It is further authorized to make loans for the relocation of certain utility system distribution lines. It will be responsible for issuing any debt related to toll road bonds if such bonds are authorized.

SGF serves as the registrar and/or paying agent for the State's general obligation debt.

- TSSBA — The TSSBA is delegated the responsibility for issuing bonds and notes to provide funds (1) to make loans to state institutions of higher learning to construct income-producing facilities and (2) to make funds available to the Tennessee Student Assistance Corporation for student loans under the Guaranteed Student Loan Program. The TSSBA is also responsible for the administration of the QSCB program, federal tax credit/direct subsidy program originally established through the American Recovery and Reinvestment Act of 2009 (ARRA), respectively. The 2009 and 2010 QSCB bonds were used to make loans to local governments for certain qualified construction projects. TSSBA issued all of the QSCB bonds allocated under ARRA, so no additional debt will be issued for this program.
- TLDA — The TLDA is delegated the responsibility for issuing its debt obligations to provide funds for the following purposes:
 - to make loans to local governments under the State Loan Program, for the financing of construction and improvements for water and sewer systems;
 - to make loans to local governments for the financing of certain capital

projects;

- to make loans to certain small business concerns for pollution control facilities;
- to make loans to farmers for certain capital improvements;
- to make loans to counties for the acquisitions of equipment for use by county or volunteer fire departments serving unincorporated areas of the counties;
- to make loans to airport authorities and municipal airports; and
- to make loans under the Community Provider Program to mental health institutes and substance abuse facilities.

To date, the TLDA has issued debt only to fund the State Loan Programs and the Community Provider Pooled Loan Program (the “CP Loan Program”). All outstanding indebtedness relating to the CP Loan Program has been retired, and all loans made from the CP Loan Program have been repaid. No additional TLDA debt will be incurred for this program.

The TLDA, in conjunction with the Department of Environment and Conservation, administers the State's Revolving Loan Fund Programs established pursuant to the Federal Clean Water Act as amended by the Water Quality Act of 1987 and the State Wastewater Facilities Act of 1987. In addition, the TLDA manages the State's Revolving Loan Fund for water facilities established pursuant to the Federal Safe Drinking Water Act and the State Drinking Water Revolving Loan Fund Act of 1997. The State Revolving Fund programs are not leveraged, but the TLDA program can, if required, provide such leverages.

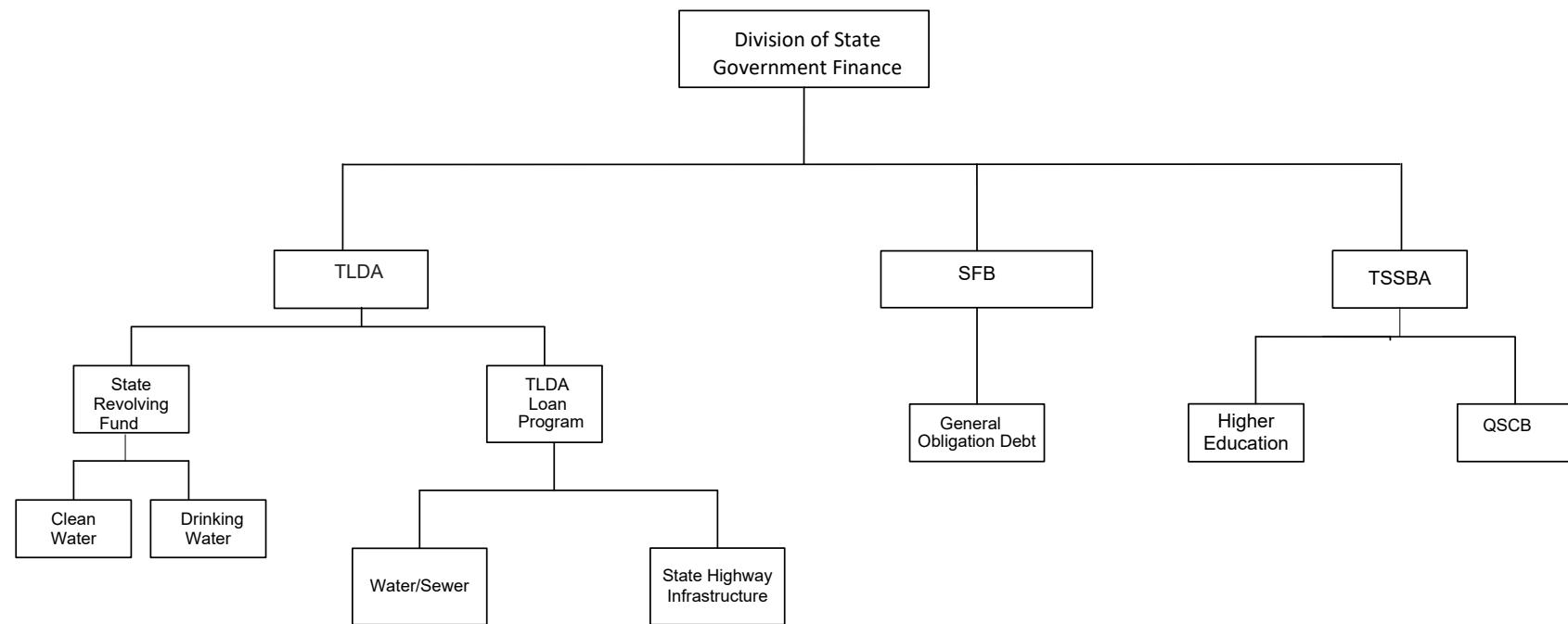
The TLDA is responsible for any loans made from the State Transportation Infrastructure Fund for streets, highways, bridges, tunnels and any related roadway facilities. Federal funding and state appropriations provide the capitalization for this fund. The TLDA Authority cannot issue debt to finance these loans.

SGF serves as registrar and/or paying agent for TLDA debt.

Statistics**AS OF FISCAL YEAR ENDED JUNE 30, 2025**

STATISTIC	G.O.	HIGHER EDUCATION	TLDA		CWSRF	DWSRF	QSCB	TOTAL
Number of Outstanding Debt Issues	13	15	1		N/A	N/A	2	31
Average number of new debt issues per year	1	1	0		N/A	N/A	0	2
Currently Authorized but Unissued Debt	1,944,119,330 ¹	397,271,437	380,000,000		N/A	N/A	-	2,721,390,767
Long-Term Debt Outstanding	1,514,585,000	1,818,700,000	315,000		N/A	N/A	389,440,000	3,723,040,000
Short-Term Debt Outstanding	3,681,000	59,727,569	-		N/A	N/A	-	63,408,569
Total Debt Outstanding	1,518,266,000	1,878,427,569	315,000		N/A	N/A	389,440,000	3,786,448,569
Number of Outstanding Loans/Projects	1,463	176	3	*	238	168	28	2,076
Average number of new projects authorized per year	10	15	0		12	12	0	49

1) Including \$916,000,000 authorized for Highways and Bridges. The State has no immediate plans to issue for these purposes.



Links

Comptroller of the Treasury for the State of Tennessee: <http://www.comptroller.tn.gov/>

Division of State Government Finance: <https://www.comptroller.tn.gov/office-functions/sgf.html>

State Funding Board: <https://www.comptroller.tn.gov/boards/tennessee-state-funding-board.html>

Most Recent Official Statement: <https://comptroller.tn.gov/boards/tennessee-state-funding-board/investor/official-statement.html>

MSRB EMMA filings:

<https://emma.msrb.org/IssuerHomePage/Issuer?id=F185C01DC47619B2E043161E0A0A841E&type=M>

Financial Statements: <https://www.tn.gov/finance/doa/fa-accfar.html>

State School Bond Authority: <https://www.comptroller.tn.gov/boards/tennessee-state-school-bond-authority.html>

Most Recent Official Statement: <https://comptroller.tn.gov/boards/tennessee-state-school-bond-authority/investor-information/official-statements.html>

MSRB EMMA filings:

<https://emma.msrb.org/IssuerHomePage/Issuer?id=FFD33C0E3DC536FCE043151E0A0A2A2A&type=M>

Financial Statements: <https://www.comptroller.tn.gov/boards/tennessee-state-school-bond-authority/investor-information/tssba-financial-reports.html>

Upcoming meetings of the Issuers: <https://www.comptroller.tn.gov/office-functions/sgf/sgf-calendar.html>

Investor Updates: <https://www.comptroller.tn.gov/office-functions/sgf/investor-information/investor-updates/2025.html>

Debt Management Policies: <https://www.comptroller.tn.gov/office-functions/sgf/state-government/policies-and-guidelines.html>

Available Upon Request

Post-Issuance Compliance Procedures

Post-Issuance Compliance Assessment Form

ATTACHMENT B

Coordinated Decision-Making

	Pension Board	Insurance Committee	THEC	TSSBA	State Building Commission	State Funding Board	TLDA	THDA Bond Finance Committee
Governor			--	Chair	Chair	Chair	Chair	--
Governor Appointed Members			Yes	--	--	--	--	--
Comptroller	Member	Member	Member	Secretary	Member	Secretary	Secretary	Secretary
Secretary of State	Member		Member	Member	Member	Member	Vice Chair	Member
Treasurer	Chair	Member	Member	Member	Member	Member	Member	Member
Commissioner of Finance and Administration	Member	Member		Member	Member	Member	Member	Member
House Speaker					Member			
Senate Speaker					Member			
President - University of Tennessee				Member				
Chancellor - Tennessee Board of Regents				Member				

ATTACHMENT C

BOND COUNSEL RFQ TENTATIVE TIMETABLE 2026

Wednesday, January 21	Distribute Request for Qualifications and Pricing Proposals (e-mail, SGF website)
Tuesday, January 27	All questions submitted to RFQ Coordinator by 4:00 P.M. CST
Thursday, January 29	Responses to questions distributed by email no later than 4:00 P.M. CST
Thursday, February 5	Responses to RFQ due by 12:00 P.M. CST; pricing proposal submitted separately from response to questions RFQ Coordinator to distribute RFQ only to Issuer staff for evaluation (Pricing proposal to remain sealed)
Monday, February 16	President's Day Holiday
Monday, February 23	Completion of evaluation of responses by Issuer staff/selection of firms for telephone interviews
Week of March 9	Telephone/videoconference interviews with selected firms (if needed)
Week of March 16	Open and review pricing proposals; make recommendation to Comptroller
Week of March 16	In-person interviews with selected firms and Issuers, if needed
Monday, March 23	Meetings of SFB/TSSBA/TLDA—approve select bond counsel
Month of April	Execute Bond Counsel Retainer Agreement (May 1, 2026, effective date) & Transition activities if needed



JASON E. MUMPOWER
Comptroller

Attachment D

Use of Proceeds Questionnaires for General Obligation and TN State School Bond Authority Higher Ed Bonded Projects

PUBLIC/PRIVATE USE OF DEBT PROCEEDS QUESTIONNAIRE

TO BE COMPLETED BY THE DIVISION OF STATE GOVERNMENT FINANCE:

BOND COUNSEL APPROVAL: Date: _____
Qualified Use: _____
Private 5% Use: _____
Private 10% Use: _____

DEPARTMENT: _____ DEPT No: _____ PROJECT No. _____

PROJECT: _____

SBC PROJECT #: _____ TOTAL PROJECT COST: _____

DATE OF SBC MEETING	DATE OF DECLARATION:	DEBT PROCEEDS	PA _____ CH _____
_____	_____	_____	PA _____ CH _____
_____	_____	_____	PA _____ CH _____
_____	_____	_____	PA _____ CH _____
_____	_____	_____	PA _____ CH _____
_____	_____	_____	PA _____ CH _____

TO BE COMPLETED BY THE DEPARTMENT SPONSORING THE PROJECT:

The purpose of this questionnaire is to determine the tax status of projects to be financed with the proceeds of State of Tennessee General Obligation Bonds and Bond Anticipation Notes and the amount of private use associated with those projects. Private use means the direct or indirect use of the project by any entity other than a state or local government entity, including use by the Federal Government (including its agencies and instrumentalities) or a Section 501(c)(3), (c)(4), or (c)(6) organization. Such entities are referred to in this questionnaire as "non-State entities." The questions below relate to the project referenced. The scope of this inquiry should include the project itself as well as all buildings, areas and facilities benefitted from the improvement or addition to be financed (whether or not in the building that is or contains the project). Examples of these types of extra-project benefit may include all or portions of a building served by a new HVAC system including parking and storage areas, and utility upgrades serving multiple buildings. As used in this Questionnaire, the project and all of these other benefitted buildings, areas and facilities are referred to collectively as "**financed/benefitted facilities**". Attach additional sheets as necessary. **Please make a copy of this document for your files.**

1. Narrative Project Description: (If a renovation or repair project, please provide information with respect to the renovated or improved portion of the facility as well as the entire facility): _____

- 2(a). Project Status (if the project has already been completed, and the proceeds are being used to reimburse the department, please so indicate and include the date that the project was placed in service and a schedule listing a brief description of each expenditure to be reimbursed, the amount to be reimbursed and the date the expenditure was made): _____

2(b). Project Completion Estimated to be: _____

3. Project Operator (indicate whether the operator is a non-State entity; see also item 8 below): _____

4. Intended Use of the Project: _____

5. Intended Users of the financed/benefitted facilities (indicate if-and the extent to which-the facilities will be used by the general public): _____

6. Indicate whether any grant is being given to a non-State entity from the proceeds of the bonds or notes and, if so, state the amount of the grant: (the definition of non-State entity includes local governments, industrial development boards, other quasi-governmental entities and private entities.) _____

Name of Grantee: _____

7. Indicate whether any of the following activities do or will take place at the financed/benefitted facilities. Indicate whether the activities are or will be operated by a non-State entity or do or will directly or indirectly benefit a non-State entity. Include all incidental private uses. For each direct or indirect private use of the financed/benefitted facilities, other than output facilities listed in paragraph I below and parking/garage listed in paragraph K below, if any, state the total amount of space the private portion of the financed/benefitted facilities occupy and the square footage area of the entire financed/benefitted facilities. (For example, if an area of vending machines operated by a private contractor occupies 50 square feet of a 5,000 square foot area financed with bond or note proceeds, state the square footage occupied by the vending machines (50) and the total square footage of the area financed with the bonds or the notes (5,000).)

Gross Square Footage of the financed/benefitted facilities: _____ (See Supporting Data Sheet if more than one building is involved.)

A. Vending Machines: Square Footage: _____

Operator: _____

Lease Term, if any: _____

B. Wholesalers or retailers (e.g., Newsstand, Book Store, Pharmacy, etc.):

Square Footage: _____

Type: _____

Operator: _____

Lease Term, if any: _____

C. ATM machines: Square Footage: _____

Lease Term, if any: _____

D. Laundry Services: Square Footage: _____

Operator: _____

Lease Term, if any: _____

E. Cafeteria or other food services areas: Square Footage: _____

Operator: _____

Lease Term, if any: _____

F. Provision of health care services: Square Footage: _____

Operator: _____

Lease Term, if any: _____

G. Research sponsored by or performed on behalf of or for the benefit of a non-State entity or pursuant to a research agreement with a non-State entity (additional information may be requested):

Square Footage: _____

Type of Research: _____

Sponsor: _____

Recipient: _____

Lease Term, if any: _____

H. Office space utilized by or on behalf of non-State entities: Square Footage: _____

Occupant: _____

Lease Term, if any: _____

I. Facilities providing services or output (for example, electricity, water, gas, sewage disposal or treatment) to non-State entities other than on the basis of standard rates and charges imposed and adjusted from time to time (additional information may be requested): _____

J. Telecommunication Towers/Equipment: Square Footage: _____

Operator/Service Provider: _____

Lease Term, if any: _____

Are any of the telecommunication towers/equipment separated by walls, night gates, other partitions, so that they are under the control of the operator/service provider? _____

K. Parking/Garage: Total Number of Parking Spaces: _____

Number of Parking Spaces Reserved for Use by Non-State Entities or their Employees or Customers (indicate whether all is open to the general public on a first-come, first-served basis for a fee or at no charge, or if not, the portion not open on that basis): _____

L. Other Use by Non-State Entities not Listed above: _____

8. Attach copies of any leases, management contracts, incentive payment contracts, research contracts or other use contracts entered into, or to be entered into, in connection with the financed/benefitted facilities. Do not include contracts for services that are solely incidental to the primary governmental functions of the facility (for example, contracts for janitorial, office equipment repair or similar services). Indicate the portion of the financed/benefitted facilities to which the contracts relate. Give the usable square feet involved and the total usable square feet of the facility being financed. If a contract has not been entered into but is anticipated, indicate that fact. _____

9. Will any debt proceeds be used to make or finance loans to any non-State entity? If so, indicate the amount of such loans, the length and payment terms of such loans: _____

10. Indicate any expected payments (direct or indirect) to be made by non-State entities, separately and in the aggregate, to the State or any other governmental entity, with respect to the financed/benefitted facilities.

11. If any portion of the financed/benefitted facilities is expected to be sold or otherwise disposed of, please state the expected sale/disposal date: _____

The undersigned affirms that the information provided in this questionnaire is accurate and in accordance with Tennessee Statutes. The Division acknowledges that it may be responsible for all legal fees, penalties and expenses related to a change in the tax-exempt status of the bonds if the information presented is determined to be incorrect or inaccurate.

Completed this _____ day of _____, _____.

NAME

TITLE

NAME

NAME

TITLE

TITLE



TENNESSEE STATE SCHOOL BOND AUTHORITY PROJECT APPLICATION

DEPARTMENT: _____

INSTITUTION/LOCATION: _____

PROJECT : _____

SBC PROJECT #: _____ Auxiliary Project Non-Auxiliary Project

EXECUTIVE SUMMARY: Include an executive summary of the project to be approved.

PROJECT BUDGET:

Funding Sources	Original	Revised	Total
TSSBA	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
Total:	_____	_____	_____

PROJECT LIFE:

Anticipated Useful Life of Project: _____

Desired Term for Financing (if less than useful life): _____

ESTIMATED ANNUAL FINANCING CHARGE*: _____ 

*To calculate this amount, click on the calculator

PROJECT REVENUES: (List the revenue sources and amounts for each revenue source)

Revenue Source:	Original	Revised	Total	Pledged¹
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
Total:	_____	_____	_____	_____

¹Is this source pledged to another TSSBA project?

PROJECT CASH FLOW ANALYSIS: Include an annual cash flow analysis of how the revenues are calculated will support the project. [Click here for an example.](#)

PROJECT APPROVAL DATES:

SPA BOARD: _____

UT/TBR BOARD: _____

THEC: _____

SBC: _____

Disclosed in the Governor's Budget as TSSBA Funding:

If yes, what year?

If no, please explain:

PROJECT DESCRIPTION: Physical description, including land, buildings and equipment with approximate dollar value. (If a renovation or repair project, please provide information with respect to the renovated or improved portion as well as the entire structure).

REAL ESTATE:

Owner of real Property _____

To be acquired _____ To be leased or other arrangements _____

The purpose of the following questions are to determine the tax status of this project to be financed with the proceeds of Tennessee State School Bond Authority Bonds and/or Bond Anticipation Notes and the amount of private use associated with this project. Private use means the direct or indirect use of the project by any entity other than a state or local government entity, including use by the Federal Government (including its agencies and instrumentalities) or a Section 501(c)(3), (c)(4), or (c)(6) organization. When the project consists of an improvement that does not involve space that is being used directly by governmental or private users (for example, a re-roofing, air conditioning or energy efficiency improvement), all questions involving uses and users of the project should be answered by reference to all portions of the facility or facilities benefited by the improvement.

The questions below relate to the project referenced above.

1. Project Status: (If the project has already been completed, and the proceeds are being used to reimburse the department, please so indicate and include date of project completion.)

2. Project completion estimated to be: _____
3. Project Owner: _____
4. Project Operator (see also item 8 below): _____

5. Intended Use of the Project:

6. Intended Users of the Project (excluding use by the general public):

7. Indicate whether any of the following activities will take place at the project. Indicate whether the activities are operated by a private entity or will indirectly benefit a private entity. Include all incidental private uses. For each direct or indirect private use of the project, indicate the total amount of space the private use occupies in relation to the entire project. (For example, if an area of vending machines operated by a private contractor occupies 50 square feet of a 5,000 square foot area financed, indicate the relationship in terms of the ratio of square footage used.)

If the project includes multiple buildings, fill this section out for each building. [Click for extra copies.](#)

Name and Address of Building:

Gross Square Footage of Building _____

A. Vending Machines:

Square Footage _____
Operator _____
Are any vending areas separated by walls, night gates, etc. so that they are under the control of the service provider/operator? _____

B. Wholesalers or retailers (e.g., Newsstand, Book Store, Pharmacy, etc.):

Square Footage _____
Type _____
Operator _____

C. Laundry Services:

Square Footage _____
Operator _____
Are any laundry service areas separated by walls, night gates, etc. so that they are under the control of the service provider/operator? _____

D. Cafeteria or other food services areas:

Square Footage _____
Operator _____

E. Provision of health care services:

Square Footage _____
Operator _____

F. Laboratory research performed on behalf of or for the benefit of a private entity or pursuant to a cooperative research agreement:

Square Footage _____

Recipient _____

G. Office space utilized by or on behalf of private entities:

Square Footage _____

Occupant _____

H. Provision of housing for persons or entities other than enrolled students:

Square Footage _____

8. Attach copies of any management contracts or incentive payment contracts entered into, or to be entered into, in connection with the operation of the project. (Do not include contracts for services that are solely incidental to the primary governmental functions of the facility (for example, contracts for janitorial, office equipment repair or similar services). Indicate the portion of the project to which the contracts relate. Give the usable square feet involved compared to the total usable square feet of the facility being financed. If a contract has not been entered into but is anticipated, indicate that fact.

9. Will any debt proceeds be used to make or finance loans to any private entity? If so, indicate the amount of such loans, the length and payment terms of such loans:

10. Indicate any expected payments (direct or indirect) to be made by non-governmental entities, separately and in the aggregate, to the State or any other governmental entity, with respect to the project.

11. Additional information not explained above.

Use the links below to upload any other extra documents necessary for this application. One document per link.

Completed this _____ day of _____, _____.

Facilities Development/Capital Projects

Vice Chancellor for Business & Finance/
Sr. Vice President & Chief Financial Officer

Chancellor/President

To be filled out by the Authority

BOND COUNSEL APPROVAL:	DATE	_____
	GOOD	_____
	5%	_____
	10%	_____



JASON E. MUMPOWER
Comptroller

Attachment E

The goal is for the pricing arrangement to be fair and equitable to both the Issuers and bond counsel. The Issuers will evaluate the pricing structure, including the retainer, at the end of the first contract year and will work with bond counsel to revise the pricing structure, if deemed necessary.

Pricing Proposal

A. Retainer

Between bond sales, the Issuers call upon bond counsel for routine matters. A retainer will be used to compensate bond counsel for services in connection with general and ongoing debt administration. These services will include, but are not limited to:

1. At the Issuers' request, periodic (but not more than annually) staff and board/authority member orientation and training regarding bonds and board/authority member responsibilities;
2. Periodic training to project managers regarding tax issues;
3. Information regarding IRS letter rulings, interpretive releases, regulatory changes or other actions affecting bonds and loan programs and assist in preparing or analyzing state or federal legislation affecting the Issuers;
4. Assistance in activities involving rating agencies – including communication with investors based upon changes in ratings;
5. Advice related to continuing disclosure, arbitrage and arbitrage rebate calculations, financial and tax assumptions;
6. Advice related to use of variable rate debt, including possible use of swaps and other hedges;
7. Review and advice on circumstances regarding possible changes in use of tax-exempt financed properties; and
8. Review and provision of tax analysis for Tennessee State School Bond Authority (TSSBA), Tennessee Local Development Authority (TLDA), and General Obligation (GO) project questionnaires.

The Issuers expect that a retainer will cover a combined total of up to 100 hours per year of consultation for services in connection with the TSSBA, the State Funding Board (SFB), and the TLDA. (Hours in excess of 105% of 100 hours would be billed at hourly rates.) Bond counsel would be required to provide an invoice for one-quarter (1/4th) of the total retainer every three months. Also, to be included would be a statement of hours expended under the retainer with a description of services. The Issuers understand that if bond counsel is chosen that is unfamiliar with the Issuers, there may be a transition period of up to 12-18 months during which time bond counsel may familiarize itself with the Issuers and with any circumstances that are unique to Tennessee. Bond counsel may choose to include some

or all of any time expended for such familiarization process (the “Familiarization Hours”) in the retainer allocation of hours. However, to the extent that the Issuers request bond counsel to provide other services, such as those listed above, and the inclusion of some or all of the Familiarization Hours causes the retainer allocation of 100 hours to be exceeded, then the Issuers will not pay for any Familiarization Hours that cause the retainer allocation of 100 hours to be so exceeded.

Please provide the retainer fee per year which will be invoiced for one-quarter (1/4th) of the annual retainer every three months. Also, please indicate the hourly rates that would be charged for services provided in excess of the retainer hours. Indicate the period for which these proposed rates would be effective.

Would these rates be effective for the entire five-year contract period? If not, indicate what the rates would be and for what time period the rates would be effective assuming a contract end date of April 30, 2026.

Retainer:

May 1, 2026 to [April 30, 2031 or Other Date]

\$ _____

Hourly rates:

May 1, 2026 to [April 30, 2031 or Other Date]

\$ _____ per hour – partners

\$ _____ per hour – associates

\$ _____ per hour – paralegals

B. Bond Sales

Each Issuer anticipates one long-term bond transaction per year. This transaction may involve the issuance of more than one series of bonds as of the same date. Bond counsel will be expected to provide the following, to be reflected in the pricing below:

1. Assistance in determining the tax and economic analysis needed and reviewing the analysis provided;
2. Evaluation of proposed structures based on tax, state law and programmatic considerations;
3. Preparation of Supplemental or Series Resolution and amendments to general resolutions, as needed;
4. Review and comments on drafts of the Preliminary Official Statement, Official Statement, official notice of sale, official form of proposal prepared by State Government Finance (SGF);
5. For negotiated transactions, with Issuer’s counsel, review of bond purchase agreements, master agreements among underwriters and master agreements among the selling group prepared by underwriter’s counsel;
6. Preparation of all bonds, coordinate execution and delivery with SGF and DTC, when necessary;

7. Preparation of closing index or checklist;
8. Preparation of certificates such as those related to projected cash flow, arbitrage and use of proceeds, purchase price of bonds, investments, and trustee's status;
9. Preparation and filing of required IRS and State forms;
10. Preparation of cross-receipts;
11. Preparation of necessary tax and approving opinions;
12. Preparation of other certificates and documents as needed for bond closings, such as bond call/redemption notices;
13. Review and comments on all documents prepared by Issuers and others;
14. Other due diligence, as determined necessary; and
15. Preparation of final bound transcripts and provide the requisite number of electronic copies of such.

Please provide the amounts to be charged as a flat bond transaction fee (which is to be inclusive of all professional fees, all travel expenses, and all out-of-pocket expenses to complete a bond transaction) for each of the issue types below for each year of the contract (five years). For each issue type, there could be multiple series involved. Indicate the period for which these proposed rates would be effective.

Issue Types:	State of Tennessee General Obligation	Tennessee State School Bond Authority Higher Ed Revenue Bonds	Tennessee Local Development Authority
New Money/Long-term Financing ¹			
Current/Advance Refunding ²			
Combination New Money/Long-term Financing ¹ and Refunding ²			

¹ Long-term financing would include issues in which short-term notes (commercial paper, revolving credit facility loans) were refunded

² Refundings include issues in which another long-term bond issue is being refinanced

The pricing assumes that the bond transaction is being completed via competitive or negotiated sale. However, if the firm prices these types of transactions differently, please indicate what that price difference would be. In addition, please indicate if there is a difference in the pricing of a taxable or tax-exempt transaction.

C. Special Projects

From time to time, the Issuers recognize that circumstances may arise (exclusive of bond transactions) which require special consideration. This may include (but is not limited to):

1. Assistance in structuring new loan programs and modifying existing programs, and/or preparing new general resolutions;
2. Assistance in obtaining a private letter ruling; and
3. Assistance with an audit or review by the IRS or SEC

Unless otherwise agreed upon, the Issuers would expect that these services would be billed outside the quarterly retainer at the hourly rates schedule provided above. Please indicate if the firm requires a different hourly rate schedule for special projects.