

Date: March 16, 2017

To: New Hampton Community School District, Iowa (the "Issuer")

From: Matthew R. Gillaspie, Managing Director

Re: Due Diligence Governmental Bonds questionnaire for the New Hampton Community School District, Iowa, G.O. School Bonds Series 2017

Thank you for engaging Piper Jaffray. As part of our regulatory requirements, we must perform a "due diligence" inquiry with respect to the Preliminary Official Statement (the "POS") for the Bonds. This questionnaire provides a general framework of topics for a due diligence call with the responsible Issuer officials. The objective of the due diligence call is to verify that the Preliminary Official Statement prepared in connection with the offering of the Bonds provides a complete and accurate description of the Bonds and the Issuer. This questionnaire is designed to confirm and/or obtain information that will be used in the POS provided to potential investors who may invest in the Bonds.

## I. PRELIMINARY OFFICIAL STATEMENT

1. Please identify the Issuer officials who have reviewed the POS and the information relating to the Issuer contained therein.
2. Based on such officials' review, is any information set forth in the POS, which could be material to an investor who may purchase the Bonds, inaccurate?
3. Based on such officials' review, is any information, which could be material to an investor who may purchase the Bonds, omitted from the POS?

## II. GENERAL AREAS OF INQUIRY

4. Discuss recent or planned material transactions of the Issuer, including policies and other events which may affect the Issuer's general credit or operations in a positive or negative manner.
5. To the best of your knowledge, do any conflicts of interest exist between the Issuer (including Staff or Governing Body Members) and parties to the financing?

### III. PENSION AND OPEB LIABILITIES

6. Does the Issuer have any plans in place to address its unfunded OPEB obligations?

#### IV. LEGAL MATTERS

7. Please discuss any pending or threatened litigation against the Issuer which, if decided adversely against the Issuer, would have a material financial impact on the Issuer or its operations.
8. Is there any pending or threatened litigation challenging the rights of officers of the Issuer to their offices or the authority of the Issuer to levy or collect revenues or taxes to repay the Bonds?
9. Please discuss any pending audits, investigations, examinations or proceedings by the IRS, SEC, EPA or other state or federal governmental authority or agency, if any. Are there any regulatory or administrative issues or concerns affecting the Issuer?
10. To your knowledge, are there any material liabilities or unfunded contingencies that the Issuer has incurred or may be exposed to which could have a material financial impact on the Issuer (e.g., pending or threatened disagreements, conflicts, issues, or disputes with any Issuer vendor or defaults under any agreement to which the Issuer is a party)?
11. Are there any resolutions or State or Local governmental legislation of which we need to be aware that could affect the Bonds?

#### V. TAX MATTERS

12. Is the Issuer in compliance with all arbitrage rebate payment requirements under the Internal Revenue Code of 1986, as amended?
13. Has the Issuer been informed that any bonds or other debt obligations of the Issuer are being audited for any reason?
14. Has the Issuer adopted Post-Issuance Compliance Policies and Procedures for Bonds to ensure compliance with requirements of the Internal Revenue Code of 1986, as amended? Please provide a copy of the post issuance compliance policy.

## VI. CONTINUING DISCLOSURE INFORMATION

15. Have you reviewed the Issuer's continuing disclosure filing for the periods ending FY2015 as provided to you by your dissemination agent, Piper Jaffray? Have you also reviewed the filings on the EMMA.MSRB.ORG website? Do you understand your responsibility to make timely and accurate filings with respect to prior bonds?
16. In connection with prior security offerings subject to the Rule, have any of the following events occurred in the past five years with respect to the Issuer for which a notice of any such event was not filed with the required information repositories?:
- a) principal and interest payment delinquencies;
  - b) non-payment related defaults, if material;
  - c) unscheduled draws on debt service reserves reflecting financial difficulties;
  - d) unscheduled draws on credit enhancements reflecting financial difficulties;
  - e) substitution of credit or liquidity providers, or their failure to perform;
  - f) 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;
  - g) modifications to rights of holders of the security, if material;
  - h) security calls, if material, and tender offers;
  - i) defeasances;
  - j) release, substitution, or sale of property securing repayment of the security, if material;
  - k) rating changes;
  - l) bankruptcy, insolvency, receivership, or similar event of the Issuer or another obligated person;
  - m) the consummation of a merger, consolidation, or acquisition involving the Issuer or another obligated person or the sale of all or substantially all of its assets, other than in the ordinary course of business, the entry into of 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
  - n) appointment of a successor or additional trustee or the change of name of a

trustee, if material.

## VII. GENERAL

17. Has the Issuer received from the auditors any management letters or areas of concern in its previous three (3) annual audits? If so, have the areas of concern been addressed? Are there any expected changes in the Issuer's auditors or management?
18. Are there any new accounting standards that will be implemented with respect to the Fiscal Year 2015 audit, and if so, how will they impact the Issuer's audit presentation?
19. Has the Issuer had any interaction with the rating agencies that Piper Jaffray was not involved with? If so, please discuss the interaction and whether any event occurred as a result.
20. Please discuss any other significant factors or events affecting the Issuer, its operations or its finances that have not been discussed but could be material to investors who may invest in the Bonds.

## VIII. FINANCIAL; DEBT; LIABILITIES

21. Has the Issuer ever defaulted in the payment of any of its indebtedness? Has the Issuer in the past five years been in, and is the Issuer currently in, compliance with all of its debt covenants? If not, please discuss.
22. Not including this issue, does the Issuer have any other financial obligations (loans, etc.) outstanding other than its outstanding bond issues and the outstanding lease agreements described in the most recent audited financial statements?
23. Does the Issuer plan to issue any additional debt in the next 12 months?
24. Are any of the Issuer's non General Fund operations (e.g., water system) currently in a financial position that could have a material adverse effect on the General Fund itself?
25. Please discuss the Issuer's current capital improvement plan, including plans for acquisitions, projects, and financings by the Issuer within the next 36 months.

26. Are the taxes or revenues pledged to the payment of the Bonds segregated from other revenues of the Issuer? Who maintains possession of segregated funds? In the last few years, have monies been borrowed temporarily for other purposes (e.g., to cash flow other operations)?

27. Please describe the Issuer's:

a) Derivative financial instruments (including interest rate swaps or other hedging transactions), if any; and

b) Long-term contracts pledging revenues to support the financing of (i) infrastructure, (ii) housing, (iii) health care, (iv) educational or instructional services, or (v) industrial, manufacturing, cultural or entertainment projects, if any.

28. Does the Issuer have a debt management policy? If so, please provide

29. Have there been any material changes in the financial condition or results of operations since the Issuer's last financial audit for the period ending June 30, 2015?.

30. Please discuss: (i) the Issuer's most recent adopted budget for Fiscal Year 2016 and its year-to-date performance as it relates thereto and (ii) the Issuer's financial forecast for fiscal year 2017.

31. In the past five years, have you changed auditors for any reason other than normal procedure to bid out the service periodically? If yes, please discuss.

32. Do you expect to draw down your General Fund balance in the current year or foreseeable future?

33. Is there any matter regarding the Issuer's investments which may be material to potential purchasers of the Bonds (e.g., material investment losses in the last few years, material changes to the investment allocations since the date of this letter material changes to the Issuer's investment policy, or insufficient collateralization of the Issuer's cash accounts)?

## IX. PROPERTY TAX INFORMATION; PROPERTY VALUES

34. Are you aware of any potential changes in future years property valuations when compared to today's valuations, either favorable or unfavorable? If so, please discuss.
35. Please describe the Issuer's population growth or declines. Does the Issuer anticipate any annexations or significant development within its boundaries?
36. Do you have any knowledge regarding any of the ten largest taxpayers that would affect their assessed value, including any major valuation protests, or the County's timely collection of taxes? Do you have any concerns about the financial condition of any of the top ten taxpayers?
37. Is there a significant concentration (e.g., more than 10% of total taxable valuation) of the Issuer's tax base in a single industry or business? If so, please discuss.

## X. LEGAL AND OFFICIAL STATEMENT QUESTIONS

38. Has legal counsel been engaged to advise the Issuer, or previously provided correspondence to the Issuer, regarding any element of the project being financed, including the financing itself, that said correspondence was not previously provided to Piper Jaffray at the same time it was provided to the Issuer (other than correspondence with respect to the acquisition of property that is protected under Iowa law)? YES (\_\_\_) NO (\_\_\_) N/A (\_\_\_). If yes, please describe the nature of the question, the advice received and provide copies of any correspondence.
39. Have you discussed any concern with legal counsel, including Bond Counsel, regarding any concern that You might have regarding the Project, Your ability to build the project on time and on budget, the finance plan for the Project, Your ability to operate and finance operations, Your ability to generate the taxes or revenues to pay Your debts including the Bonds, or any other concern regarding the financing of Your operations or the retirement of Your debts, including but not limited to the Bonds? YES (\_\_\_) NO (\_\_\_) N/A (\_\_\_). If yes, please describe the nature of the question asked and Your understanding of the advice given.
40. Does the Issuer understand that the Preliminary and Final Official Statement is the Issuer's communication with the marketplace and that the Issuer is liable for the

accuracy and completeness of the statements in the Preliminary and Final Official Statement? YES ( ) NO ( ) N/A ( ). Have you engaged Bond Counsel to review and comment on the Preliminary and Final Official Statement? YES ( ) NO ( ) N/A ( ). Have you engaged a third party as disclosure counsel to review and comment on the Preliminary and Final Official Statement? YES ( ) NO ( ) N/A ( ). Have all officials required to sign-off on the Preliminary and Final Official Statement reviewed the documents and had adequate opportunity to ask questions and provide comments? YES ( ) NO ( ) N/A ( ).

41. You intend to designate the Bonds as qualified investments for banks. Have you discussed with legal counsel the meaning of this representation? YES ( ) NO ( ) N/A ( ). If yes, do you feel you understand the risk that the Issuer is taking in making such designation? YES ( ) NO ( ) N/A ( ).

#### XI. QUESTIONS FOR BOND COUNSEL

42. Are you aware of any event or circumstance that would have a material impact on the financial position, ability to operate and pay debt service, including the Bonds, in the Issuer's current fiscal year or any future fiscal year? YES ( ) NO ( ) N/A ( ). If yes, please describe.
43. Are you aware of any pending or threatened litigation that would affect ability of the Issuer to finance its operations, issue the Bonds, collect the Taxes or other Revenues necessary to retire the Bonds and any other obligations of the Issuer, and levy and collect debt service taxes to pay debt service on the Bonds, if necessary, that has not already been disclosed in the POS? YES ( ) NO ( ) N/A ( ). If yes, please describe.
44. Has the Issuer discussed with you any concerns regarding the Project, the plan of finance, their ability to finance and operate the Project, or their ability to finance their operations?

Issuer

By: \_\_\_\_\_



Its: \_\_\_\_\_

Date: \_\_\_\_\_, 2017