

UNIVERSITY OF NORTH FLORIDA
DISCLOSURE POLICIES AND PROCEDURES

DATED: MAY 2018

INTRODUCTION

Municipal market disclosure in general is subject to the anti fraud rules under the federal securities laws. Disclosures by municipal issuers are generally made in three contexts: (1) primary market disclosure through offering documents prepared for primary offerings of securities; (2) secondary market disclosures prepared in compliance with undertakings under Rule 15c2-12 of the Securities and Exchange Commission under the Securities Exchange Act of 1934 (the "Rule"); and (3) releases and/or statements by the issuer and its officials that are reasonably expected to reach investors and the trading markets, such as communications through investor websites, press releases or other public responses.

When The University of North Florida Finance Corporation (the "Finance Corporation") issues bonds, notes or other obligations (collectively, the "Obligations") for the benefit of the University of North Florida (the "University"), a preliminary and final official statement (each an "Official Statement") are prepared that provide disclosure to buyers of the Obligations of financial and other information relating to the University and the security for the Obligations.

In connection with each Official Statement, the University and the Finance Corporation shall provide a certification to the effect that (i) the information contained therein, as of the date of such Official Statement and as of the date of issuance of the Obligations, does not contain any untrue statement of a 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, and (ii) there has been no material adverse change in the financial condition and affairs of the University or the Finance Corporation from the date of the Official Statement to the date of issuance of the Obligations that was not disclosed in or contemplated by the Official Statement. In connection with each Official Statement, the Office of the General Counsel of the University of North Florida ("General Counsel") shall opine to the effect that the information contained therein, as to legal matters relating to the University or the Finance Corporation, as of the date of such Official Statement and as of the date of issuance of the Obligations, does not contain any untrue statement of a 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.

In order to support the certification described above, and to ensure compliance with continuing disclosure undertakings in connection with the Obligations, the University hereby adopts these policies and procedures to be implemented in connection with all Obligations in the preparation of the Official Statement and in satisfying its continuing disclosure obligations (the "Disclosure Policy"). By adopting this Disclosure Policy and by requiring staff to adhere to this Disclosure Policy, the University hereby

formalizes the appropriate procedures and documents to ensure the University and the Finance Corporation efficiently carries out its obligations pursuant to the Rule.

In interpreting this Disclosure Policy, it should be noted that the University's Vice President, Administration & Finance ("VP, Administration & Finance") should check for accuracy and be ultimately responsible for all factual information to be included in the Official Statement, and General Counsel and the Finance Corporation's Counsel should check for accuracy and be ultimately responsible for all legal matters described in the Official Statement.

The University's VP, Administration & Finance shall review annually this Disclosure Policy and may, from time to time, as may be necessary, update this Disclosure Policy in consultation with Disclosure Counsel.

The University will rely on Disclosure Counsel to advise it with respect to disclosure obligations and requirements under the federal securities laws. With respect to Obligations issued by the Finance Corporation, Disclosure Counsel shall deliver to the University (or the Finance Corporation) a customary opinion to the effect that nothing has come to their attention that has caused them to believe that the information contained in the Official Statement (excepting certain information as to which no opinion is customarily expressed), contains an untrue statement of a material fact nor omits to state a material fact necessary to make the statements contained therein, in light of the circumstances under which they were made, not misleading.

GENERAL PRINCIPLES

(1) Each person involved in the disclosure process should be encouraged to raise potential disclosure items at all times in the process.

(2) Each such person should be encouraged to err on the side of raising issues to the next level of the review chain.

(3) It should be made clear that all participants in the disclosure process should feel free to raise any issue with the VP, Administration & Finance at any time.

(4) While care should be taken not to shortcut or eliminate any steps outlined in this Disclosure Policy on an ad hoc basis, the disclosure procedures contained herein are a "work in progress" and recommendations for improvement should be solicited and regularly considered.

(5) The process of primary disclosure should not be viewed as a mechanical insertion of current information and data. Each person involved in the preparation of an Official Statement should consider the need for revisions in the form and content of the sections for which he or she is responsible at the time of each update.

(6) Care should be taken that any information produced and maintained for public consumption, and which may be relied upon by an investor in making an investment decision in the primary or secondary market does not contain any untrue statement of a 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.

(7) Consideration should be made, based on consultation with Disclosure Counsel, as to whether a public statement by a University official or the response to an investor inquiry may be material enough to merit a voluntary EMMA filing in order to ensure that the Obligations are trading based on equal access to material information.

PREPARATION OF OFFICIAL STATEMENTS

Commensurate with the source of security for the Obligations, the VP, Administration & Finance shall collect, coordinate and review, then provide all information that a reasonable investor would want to know in making an informed investment decision. In order to accomplish this objective, the following procedure will be followed:

- (1) The VP, Administration & Finance and such other employees of the University or the Finance Corporation, as designated by the VP, Administration & Finance, shall provide textual, demographic, financial and budgetary information and operating data to Disclosure Counsel.
- (2) General Counsel and Finance Corporation's Counsel shall provide descriptions of material litigation and contractual obligations to Underwriter's Counsel and Disclosure Counsel.
- (3) The VP, Administration & Finance shall contact the University Vice President of Governmental Affairs ("VP, Governmental Affairs") and General Counsel or Finance Corporation Counsel, as applicable, to discuss pending or approved legislation, proposed and actual actions of the federal government, and strategic and policy considerations. If any of such matters are believed to be "significant," they should be reported to and reviewed by Disclosure Counsel, the financial advisor and the underwriter, to determine if any of such matters are disclosure issues.
- (4) The VP, Administration & Finance shall ensure that all information that is provided to any rating agencies and/or insurers as part of the credit process is also shared with Disclosure Counsel. Any contact with rating agencies by the University and the Finance Corporation shall be in accordance with the restrictions set forth in the Debt Management Guidelines of the State University System Board of Governors.
- (5) The VP, Administration & Finance, or her designee, shall review the University's website, including reports available thereon, to identify material inconsistencies with the information included in the Official Statement.
- (6) Prior to printing an Official Statement, following appropriate review, the VP, Administration & Finance shall ensure that General Counsel, and Finance Corporation Counsel, and any of the University's and the Finance Corporation's other chief staff

members, as applicable, have reviewed the portions of the disclosure for which they are individually responsible and that each has determined that the information contained in such portions do not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements contained in such portions, in light of the circumstances under which they were made, not misleading.

PREPARATION OF ANNUAL CONTINUING DISCLOSURE FILING

The Treasurer of the University is the responsible officer for annual continuing disclosure by the University and the Finance Corporation. By June 1 of each year, or such other time as the Treasurer deems appropriate considering the due date of the current annual filing requirements (as indicated below), the Treasurer shall review the University's and the Finance Corporation's, if applicable, annual filing requirements in each continuing disclosure undertaking relating to outstanding Obligations, including obligations of the State of Florida issued on behalf of the University, to determine what financial information and operating data must be updated and filed on an annual basis, and when such filings are required to be submitted. The Treasurer shall be responsible for the preparation of any updates required to be filed by the University or the Finance Corporation. The Treasurer shall ensure the University and the Finance Corporation, if applicable, comply with the annual filing requirements of all such undertakings. With respect to obligations issued by the State of Florida, the Treasurer is responsible for identifying all filing deadlines and verifying that all such updates have been timely filed by the State of Florida. The process of preparing the annual continuing disclosure filing shall be the same as the process for preparation of an Official Statement described above. The VP, Administration & Finance may employ the services of an outside dissemination agent to assist with the ongoing disclosure responsibilities, if necessary.

ANNUAL CONTINUING DISCLOSURE DEADLINES

The Treasurer is responsible for completing and maintaining a current list of all continuing disclosure deadlines for all required filings regarding any obligations issued by the University or the Finance Corporation or by the State of Florida on behalf of the University or the Finance Corporation.

MONITORING EVENTS WHICH MAY TRIGGER AN OBLIGATION TO MAKE A CONTINUING DISCLOSURE FILING

The VP, Administration & Finance shall consult regularly with Disclosure Counsel to review the list of enumerated events in each active continuing disclosure undertaking, to maintain an awareness of the circumstances which may trigger a filing obligation, including the timeframe within which such a filing would be required to be made. As of the date of this Disclosure Policy, the Rule requires timely notice of such events (and in all cases within 10 business days of the occurrence of such event). The material events are listed on Appendix A hereto. The VP, Administration & Finance shall ensure the University and the Finance Corporation comply with the ongoing filing requirements of all such undertakings.

WEBSITE DISCLAIMER

The University's website is a very useful tool for communicating with the public. In many instances, potential investors also find the website useful, which requires that the University be cautious in the administration of the website. In the event that the University creates or maintains on its website information of the "investor relations" variety (i.e., information that the University reasonably expects to reach investors and the trading markets), the University shall consider including a disclaimer to the following effect before allowing access to potential investors:

The information on this website does not and should not be considered an offer to buy or sell securities. In connection with certain outstanding public bond issues on which the University of North or the University of North Florida Finance Corporation (the "Finance Corporation") is an obligated party, the University or Finance Corporation files, or causes to be filed, the related official statements, its audited financial statements, certain operating data, other financial information, and occasional voluntary notices on the Municipal Securities Rulemaking Board's Electronic Municipal Market Access ("EMMA") system which can be accessed at <http://emma.msrb.org/>. The information on EMMA and this website is for informational purposes only, and does not include all information which may be of interest to a potential investor, nor does it purport to present full and fair disclosure within the meaning of the applicable securities laws. Such information about the University or the Finance Corporation is only accurate as of its date, and neither the University nor the Finance Corporation undertakes any obligation to update such information beyond its date. No representation is being made that there has not been a change in the affairs of the University or the Finance Corporation since such date. Such information is subject to change without notice and posting of other information on the website does not imply that there has been no change in the affairs of the University or the Finance Corporation since the date of such information. The updating or lack of updating of any information contained on EMMA or this website should not be considered to convey a complete picture of the affairs of the University or the Finance Corporation. Such information concerning past performance should not be relied upon as a forecast of future performance. Third party information is believed to be reliable; however, the University takes no responsibility for its accuracy.

Please click the appropriate button below:

I understand and agree

I do not agree

PERIODIC TRAINING

At least once every two years, Disclosure Counsel shall conduct training for the University and the Finance Corporation staff identified herein to review the roles and responsibilities in this Disclosure Policy. Such training shall include: (i) a review of annual filing requirements in each active continuing disclosure undertaking, (ii) a review of the list of enumerated events and the timeframe within which a filing would be required to be made in each active continuing disclosure undertaking, and (iii) updates on current issues in the area of federal securities law as well as a question and answer session. Feedback on the process should be invited. During the training process, modifications to the Disclosure Policy, if any, should be considered.

CHIEF DISCLOSURE OFFICER

The VP, Administration & Finance is responsible for ensuring compliance by the University and the Finance Corporation with this Disclosure Policy and will have general oversight of the entire disclosure process which shall include: (i) maintaining appropriate records of compliance with this Disclosure Policy and decisions made with respect to disclosure issues that have been raised as a result of working through this Disclosure Policy; (ii) periodically checking to determine that this Disclosure Policy is being followed; and (iii) evaluating the effectiveness of the procedures contained in the Disclosure Policy and making the appropriate changes to the Disclosure Policy when revisions or modifications to the process become necessary.

For initial offerings and continuing disclosure, information will need to be provided by other departments or personnel of the University or the Finance Corporation, if applicable. When requesting information from other departments or personnel, the VP, Administration & Finance or designee, as applicable, shall include a paragraph substantially to the effect that:

The University of North Florida Finance Corporation and the University are in the process of preparing the Official Statement for the **[Describe Bond Issue]**. You are being requested to provide certain information to assist in that preparation. The Official Statement is The University of North Florida Finance Corporation's and the University's document, which is provided to investors in connection with the offer and sale of the securities.

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

Please review the information in its entirety. Rather than simply updating

highlighted sections, determine whether any material changes have occurred, or if any new or additional information should be included to make the information you are providing not misleading and as complete and current as possible.

It is critical that we receive your response by close of business, _____, 20___. If you are not the appropriate person to provide this information, please let me know as soon as possible.

Please email your revisions to: mneglia@unf.edu as soon as practicably possible. As always, your continued support of this most valuable exercise is genuinely appreciated.

APPENDIX A - REPORTING OF SIGNIFICANT EVENTS

Pursuant to each of the Continuing Disclosure Certificates, the University or the Finance Corporation must give, or cause to be given, notice of the occurrence of any of the following events with respect to outstanding bonds subject to the Rule. Such notice shall be given in a timely manner not in excess of then (10) business days after the occurrence of the event, with the exception of the event described in number 15 below, which notice shall be given in a timely manner:

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 Bonds, or other material events affecting the tax status of the Bonds;
7. modifications to rights of the holders of the Bonds, if material;
8. Bond calls, if material, and tender offers;
9. defeasances;
10. release, substitution, or sale of property securing repayment of the Bonds, if material;
11. ratings changes;
12. an Event of Bankruptcy or similar event of an 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; and
15. notice of any failure on the part of the Issuer to timely file its Annual Reports required by each Continuing Disclosure Certificate, respectively.