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September 29, 2017

VIA E-MAIL: jbrucato@ktufsd.org

John J. Brucato, Assistant Superintendent for Finance
Kenmore-Town of Tonawanda Union Free School District
1500 Colvin Boulevard
Buffalo, New York 14223

Dear John:

Re: Kenmore-Town of Tonawanda Union Free School District, Erie County, New York;
Bond and Note Financings–SEC-Driven Continuing Disclosure Compliance Procedures

Following from our discussions and e-mail exchanges, enclosed please find a set of (SEC-driven) continuing disclosure compliance procedures tailored to the District.

As we have talked about, the Securities and Exchange Commission has been increasing its scrutiny of issuers' compliance with their continuing disclosure requirements under SEC Rule 15c2-12 (the "Rule"). The Rule is not directly applicable to school districts. But, because underwriters are regulated under the Rule, school districts must promise to undertake timely and accurate continuing disclosure in order to have their bonds and notes sold through an underwriter. And they must disclose, in their official statements, the degree to which they have kept that promise.

The SEC has indicated that it will continue to closely monitor potentially materially false or material misstatements regarding continuing disclosure compliance under the Rule, and there is a push to make the Rule's requirements directly applicable to issuers. To minimize the risk of future SEC enforcement actions (or to be able to best respond to one), we recommend the District adopt procedures for continuing disclosure compliance. This can be done by the Board of Education at one of the upcoming meetings.

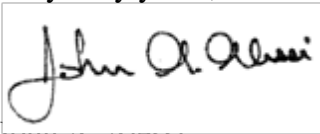
Please forward this document to additional officials as you see fit.

As a reminder, our firm has been offering an ongoing series of training sessions at which tax (IRS) and continuing disclosure (SEC) compliance procedures are addressed.

John J. Brucato, Assistant Superintendent for Finance
Kenmore-Town of Tonawanda Union Free School District
September 29, 2017
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Once the Board has acted, please forward two copies of the executed resolution at your earliest convenience. If you would like to discuss this in more detail, please call either one of us. Thank you.

Very truly yours,

A rectangular box containing a handwritten signature in cursive script that reads "John A. Alessi".

JOHN A. ALESSI

A handwritten signature in cursive script that reads "Jeffrey W. Stone".

Jeffrey W. Stone

JAA/JWS
Enclosures

cc: Emily A. Dinsmore, Esq.

To: John A. Alessi, Esq.
Hodgson Russ LLP
The Guaranty Building
140 Pearl Street, Suite 100
Buffalo, New York 14202

Re: Kenmore-Town of Tonawanda Union Free School District; Erie County, New York;
Bond and Note Financings-SEC-Driven Continuing Disclosure Compliance Procedures

Date: _____, 2017

I hereby enclose the following legal documents:

_____ two (2) certified copies of the extract of minutes containing the resolution regarding
SEC-driven continuing disclosure compliance procedures

Forwarded by: _____ phone: _____

Questions:

	<u>Phone</u>	<u>Fax</u>	<u>E-mail</u>
John A. Alessi, Esq.	716.848.1567	716.819.4660	jalessi@hodgsonruss.com
Jeffrey W. Stone, Esq.	716.848.1327	716.819.4660	jstone@hodgsonruss.com
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**KENMORE-TOWN OF TONAWANDA UNION FREE SCHOOL DISTRICT
ERIE COUNTY, NEW YORK**

EXTRACT OF MINUTES

A meeting of the Board of Education of the Kenmore-Town of Tonawanda Union Free School District, Erie County, New York (the "District") was convened in public session at the _____ in the District, on _____, 2017 at _____ o'clock p.m., local time.

The meeting was called to order by _____ and, upon roll being called, the following members were:

PRESENT:

ABSENT:

ALSO PRESENT:

The following resolution was offered by _____ and seconded by _____ to-wit:

RESOLUTION, DATED _____, 2017, OF THE BOARD OF EDUCATION OF THE KENMORE-TOWN OF TONAWANDA UNION FREE SCHOOL DISTRICT, ERIE COUNTY, NEW YORK (THE “DISTRICT”) ADOPTING SEC-DRIVEN CONTINUING DISCLOSURE COMPLIANCE PROCEDURES

WHEREAS, Securities Exchange Commission (“SEC”) Rule 15c2-12 (the “Rule”) generally prohibits underwriters from purchasing or selling municipal securities unless the issuer of such securities has entered into a continuing disclosure obligation; and

WHEREAS, the District is a periodic issuer of municipal securities and thus has entered into continuing disclosure obligations (or will do so) from time to time; and

WHEREAS, Hodgson Russ LLP, as bond counsel to the District, has prepared and has recommended that the District adopt certain SEC-driven continuing disclosure compliance procedures; and

WHEREAS, the Board of Education deems it to be in the best interest of the District to adopt formal written procedures to help ensure continuing disclosure compliance, and to designate an official responsible for ensuring that such procedures are followed;

NOW THEREFORE, BE IT RESOLVED, that the District hereby adopts the continuing disclosure compliance procedures that are attached hereto as “Schedule A” and resolves to be governed thereby; and be it further

RESOLVED, that such Schedule A will be placed in its entirety in the official records, files and minutes of the District and adhered to going forward; and be it further

RESOLVED, that this resolution shall take effect immediately upon its adoption.

The question of the adoption of the foregoing resolution was duly put to a vote, which resulted as follows:

AYES:

NOES:

ABSENT:

The resolution was thereupon declared duly adopted.

Schedule A

**KENMORE-TOWN OF TONAWANDA UNION FREE SCHOOL DISTRICT
ERIE COUNTY, NEW YORK**

**Continuing Disclosure Compliance Procedures for
Tax-Exempt Bonds and Notes**

- a. Purpose:** The purpose behind implementation of these continuing disclosure compliance procedures is to ensure that the **Kenmore-Town of Tonawanda Union Free School District, Erie County, New York** (the “Issuer”) (i) is compliant with its continuing disclosure obligations with respect to the securities it issues, pursuant to Rule 15c2-12, as amended (the “Rule”), promulgated under the Securities Exchange Act of 1934, as amended and (ii) makes accurate reports as to its compliance therewith in connection with its offerings of securities from time to time.
- b. Disclosure Compliance Officer Designation, Education and Training:** The Issuer will designate a “Disclosure Compliance Officer” who will be the primary official responsible for monitoring compliance with the continuing disclosure requirements listed in the Issuer’s continuing disclosure undertakings. The Disclosure Compliance Officer will attend training and educational seminars that are offered on an annual basis by the Issuer’s bond counsel (the law firm of Hodgson Russ LLP) and will consult with the Issuer’s bond counsel and financial advisor as needed to keep current on Securities and Exchange Commission regulations and developments relating to continuing disclosure compliance for its obligations. **The Issuer’s designated Disclosure Compliance Officer is the Assistant Superintendent for Finance, currently John J. Brucato.**
- c. Continuing Disclosure Obligations Review:** The Disclosure Compliance Officer is responsible for reviewing, with the Issuer’s financial advisor, the Issuer’s continuing disclosure undertakings to determine the date(s) by which annual financial information and audited financial information, along with any required material events notices and, if applicable, failure to file notices, must be filed with the Municipal Securities Rulemaking Board’s Electronic Municipal Market Access (“EMMA”) system in accordance with the Rule.
- d. Preparation of Annual Financial Information and Audited Financial Statements:** If the Issuer’s continuing disclosure undertakings require the filing of annual financial information and audited financial statements with EMMA, the Disclosure Compliance Officer will coordinate with the Issuer’s auditor and financial advisor to ensure that such documents are prepared and submitted in advance of the deadline for such filing.

e. Monitoring Disclosure Compliance: The Disclosure Compliance Officer will monitor the filing with EMMA of any and all documents required under the Issuer's continuing disclosure undertakings through consultation with the Issuer's financial advisor and bond counsel when necessary.

f. Correcting Potential Non-Compliance: Upon discovery of potential or existing non-compliance with the Issuer's continuing disclosure undertakings, the Disclosure Compliance Officer will promptly take steps, including consultation with the Issuer's financial advisor and bond counsel, to correct such non-compliance, such as by filing failure to file notices with EMMA.

g. Official Statements: The Disclosure Compliance Officer will review for accuracy and completeness any descriptions of the Issuer's continuing disclosure compliance history contained in the initial drafts of notices of sale or official statements that are promulgated by the Issuer in connection with its bond and note issues, and will inform the Issuer's financial advisor and bond counsel of any potential inaccuracies or omissions within, so that any discovered inaccuracies or omissions in the draft document(s) can be corrected before such document(s) are finalized and distributed.

CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies that:

1. The undersigned is the duly qualified and acting Clerk of the Kenmore-Town of Tonawanda Union Free School District, Erie County, New York (the "District") and the custodian of the records of the District, including the minutes of the proceedings of the Board of Education (the "Board"), and is duly authorized to execute this certificate.

2. A meeting of the Board was duly convened and held on _____, 2017, and minutes of the meeting have been duly recorded in the minute book kept by me in accordance with law for the purpose of recording the minutes of meetings of the Board.

3. I have compared the attached extract with the recorded minutes and the extract is a true, correct and exact copy of the minutes and of the whole thereof insofar as the minutes relate to the subject matters referred to in the extract.

4. The extract of minutes correctly states the members of the Board who attended and voted at the meeting.

5. Such resolution was duly adopted in all respects in accordance with law and the regulations of the District and has not since been rescinded, revoked, annulled or modified and is in full force and effect. A legally sufficient number of members voted in the proper manner for the adoption of the resolution. All other requirements and proceedings under law, such regulations, or otherwise, incident to such meeting and the adoption of the resolution, including any publication, if required by law, have been duly fulfilled, carried out and otherwise observed.

6. The seal appearing below constitutes the official seal of the District and was duly affixed by the undersigned at the time this certificate was signed.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of _____, 2017.

District Clerk

(SEAL)