
MISSOURI STATE UNIVERSITY
TAX-ADVANTAGED BONDS COMPLIANCE PROCEDURE

Dated as of May 15, 2013

TAX-ADVANTAGED BOND COMPLIANCE PROCEDURE

TABLE OF CONTENTS

	Page
ARTICLE I	
DEFINITIONS	
Section 1.1. Definitions	1
ARTICLE II	
PURPOSE AND SCOPE	
Section 2.1. Purpose of Compliance Procedure	3
Section 2.2. Scope of Compliance Procedure; Conflicts	4
Section 2.3. Amendments and Publication of Compliance Procedure	4
ARTICLE III	
BOND COMPLIANCE OFFICER; TRAINING	
Section 3.1. Bond Compliance Officer Duties	4
Section 3.2. Training	4
ARTICLE IV	
TAX-ADVANTAGED BONDS CURRENTLY OUTSTANDING	
Section 4.1. Tax-Advantaged Bonds Covered by Article IV Procedures	5
Section 4.2. Tax-Advantaged Bond File.....	5
Section 4.3. Annual Compliance Checklists	5
Section 4.4. Correcting Prior Deficiencies in Compliance.....	5
ARTICLE V	
COMPLIANCE PROCEDURE FOR NEW TAX-ADVANTAGED BOND ISSUES	
Section 5.1. Application	5
Section 5.2. Prior to Issuance of Tax-Advantaged Bonds	5
Section 5.3. Accounting and Recordkeeping.....	6
Section 5.4. Final Allocation of Bond Proceeds.....	7
ARTICLE VI	
ONGOING MONITORING PROCEDURES	
Section 6.1. Annual Compliance Checklist.....	7
Section 6.2. Arbitrage and Rebate Compliance.....	8
ARTICLE VII	
CONTINUING DISCLOSURE	
Section 7.1. Annual Disclosure Filings	8
Section 7.2. Material Event Disclosure Filings	8

Exhibit A – List of Tax-Advantaged Bonds Covered by this Compliance Procedure

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TAX-ADVANTAGED BONDS COMPLIANCE PROCEDURE

ARTICLE I

DEFINITIONS

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

“**Annual Compliance Checklist**” means a questionnaire and/or checklist described in **Section 6.1** hereof that is completed each year for the Tax-Advantaged Bonds.

“**Annual Report**” means the University’s audited financial statements (or unaudited financial statements as permitted by the Continuing Disclosure Undertaking for the Tax-Advantaged Bonds) and certain other financial information and operating data required to be filed annually with the MSRB for the Tax-Advantaged Bonds.

“**Bond Compliance Officer**” means the University’s Chief Financial Officer or, if the position of Chief Financial Officer is vacant, the person filling the responsibilities of the Chief Financial Officer for the University.

“**Bond Counsel**” means a law firm selected by the University to provide a legal opinion regarding the tax status of interest on the Tax-Advantaged Bonds as of the issue date or the law firm selected to advise the University on matters referenced in this Compliance Procedure.

“**Bond Restricted Funds**” means the funds, accounts, and investments that are subject to arbitrage rebate and/or yield restriction rules that have been identified in the Tax Compliance Agreement for the Tax-Advantaged Bonds.

“**Bond Transcript**” means the “transcript of proceedings” or other similarly titled set of transaction documents assembled by Bond Counsel following the issuance of the Tax-Advantaged Bonds.

“**Code**” means the Internal Revenue Code of 1986, as amended.

“**Compliance Procedure**” means this Tax-Advantaged Bonds Compliance Procedure.

“**Continuing Disclosure Undertaking**” means the Continuing Disclosure Agreements, Continuing Disclosure Undertakings, Continuing Disclosure Instructions or other written certifications and agreements of the University setting out covenants for satisfying the University’s requirements for providing information to the MSRB pursuant to SEC Rule 15c2-12 on an ongoing basis for one or more Tax-Advantaged Bond issues.

“**Cost**” or “**Costs**” means all costs and expenses paid for the acquisition, design, construction, equipping or improvement of a Project Facility or costs of issuing Tax-Advantaged Bonds for a Project Facility.

“**EMMA**” means the Electronic Municipal Market Access system for municipal securities disclosures established and maintained by the MSRB, which can be accessed at www.emma.msrb.org.

“**Final Written Allocation**” means the Final Written Allocation of Tax-Advantaged Bond proceeds prepared pursuant to **Section 5.4** of this Compliance Procedure.

“**Financed Assets**” means that part of a Project Facility treated as financed with Tax-Advantaged Bond proceeds as reflected in a Final Written Allocation or, if no Final Written Allocation was prepared, the accounting records of the University and the Tax Compliance Agreement for the Tax-Advantaged Bonds.

“**Governing Body**” means the Board of Governors of the University.

“**Intent Resolution**” means a resolution of the University stating (1) the intent of the University to finance all or a portion of the Project Facility, (2) the expected maximum size of the financing and (3) the intent of the University to reimburse Costs of the Project Facility paid by the University from proceeds of the Tax-Advantaged Bonds.

“**IRS**” means the Internal Revenue Service.

“**MSRB**” means the Municipal Securities Rulemaking Board, or any successor repository designated as such by the Securities and Exchange Commission in accordance with Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

“**Placed In Service**” means that date (as determined by the Bond Compliance Officer) when the Project Facility is substantially complete and in operation at substantially its design level.

“**Project Facility**” means all tangible or intangible property financed in whole or in part with Tax-Advantaged Bonds that are (1) functionally related or integrated in use, (2) located on the same physical site or proximate sites, and (3) expected to be Placed In Service within a one-year period of each other.

“**Rebate Analyst**” means the rebate analyst for the Tax-Advantaged Bonds selected pursuant to the Tax Compliance Agreement.

“**Regulations**” means all regulations issued by the U.S. Treasury Department to implement the provisions of Code §§ 103 and 141 through 150 and applicable to tax-advantaged obligations.

“**Tax Compliance Agreement**” means the Federal Tax Certificate, Tax Compliance Agreement, Arbitrage Agreement, or other written certification or agreement of the University setting out representations and covenants for satisfying the post-issuance tax compliance requirements for the Tax-Advantaged Bonds.

“**Tax-Advantaged Bonds**” means any bond, note, installment sale agreement, lease or certificate intended to be a debt obligation of the University or another political subdivision or government instrumentality, the proceeds of which are to be loaned or otherwise made available to the University, and the interest on which is excludable from gross income for federal income tax purposes or is subject to other advantages, requirements or limitations of the Code and Regulations or any other United States laws related to taxation. A list of all Tax-Advantaged Bonds outstanding and subject to this Compliance Procedure as of May 15, 2013, is attached as **Exhibit A**.

“**Tax-Advantaged Bond File**” means documents and records which may consist of paper and electronic medium, maintained for the Tax-Advantaged Bonds. Each Tax-Advantaged Bond File will include the following information if applicable:

- (a) Intent Resolution.
- (b) Bond Transcript.
- (c) Final Written Allocation and/or all available accounting records related to the Project Facility showing expenditures allocated to the proceeds of the Tax-Advantaged Bonds and expenditures (if any) allocated to other sources of funds.
- (d) All rebate and yield reduction payment calculations performed by the Rebate Analyst and all investment records provided to the Rebate Analyst for purposes of preparing the calculations.
- (e) Forms 8038-T together with proof of filing and payment of rebate.
- (f) Investment agreement bid documents (unless included in the Bond Transcript) including:
 - (1) bid solicitation, bid responses, certificate of broker;
 - (2) written summary of reasons for deviations from the terms of the solicitation that are incorporated into the investment agreement; and
 - (3) copies of the investment agreement and any amendments.
- (g) Any item required to be maintained by the terms of the Tax Compliance Agreement involving the use of the Project Facility or expenditures related to tax compliance for the Tax-Advantaged Bonds.
- (h) Any opinion of Bond Counsel regarding the Tax-Advantaged Bonds not included in the Bond Transcript.
- (i) Amendments, modifications or substitute agreements to any agreement contained in the Bond Transcript.
- (j) Any correspondence with the IRS relating to the Tax-Advantaged Bonds including all correspondence relating to an audit by the IRS of the Tax-Advantaged Bonds or any proceedings under the Tax-Advantaged Bonds Voluntary Closing Agreement Program (VCAP).
- (k) Any available questionnaires or correspondence substantiating the use of the Project Facility in accordance with the terms of the Tax Compliance Agreement for the Tax-Advantaged Bonds.
- (l) For refunding bond issues, the Tax-Advantaged Bond File for the refunded Tax-Advantaged Bonds.

“**University**” means Missouri State University.

ARTICLE II

PURPOSE AND SCOPE

Section 2.1. Purpose of Compliance Procedure.

(a) University’s Use of Tax-Advantaged Bonds. The University uses Tax-Advantaged Bonds to fund Costs of a Project Facility. The University understands that in exchange for the right to issue Tax-Advantaged Bonds at favorable interest rates and terms, the Code and Regulations impose ongoing requirements related to the proceeds of the Tax-Advantaged Bonds and the Project Facility financed by the Tax-Advantaged Bonds. These requirements focus on the investment, use and

expenditure of proceeds of the Tax-Advantaged Bonds and related funds as well as restrictions on the use of the Project Facility.

(b) IRS Recommends Separate Written Procedures. The University recognizes that the IRS has stated that all issuers of Tax-Advantaged Bonds should have separate written procedures regarding ongoing compliance with the federal tax requirements for Tax-Advantaged Bonds.

(c) Continuing Disclosure Undertaking; University Commitment. The University is required under the Continuing Disclosure Undertaking to provide disclosures of certain financial information and operating data and to file notices of certain material events to the marketplace to facilitate informed secondary market trading in Tax-Advantaged Bonds issued by the University. The University is committed to full compliance with the federal tax and securities law requirements for all of its outstanding and future tax-advantaged financings. This Compliance Procedure is adopted by the Governing Body to comply with the IRS and Securities and Exchange Commission directives and to improve tax and securities law compliance and documentation.

Section 2.2. Scope of Compliance Procedure; Conflicts. This Compliance Procedure applies to all Tax-Advantaged Bonds currently outstanding and all Tax-Advantaged Bonds issued in the future. If the provisions of this Compliance Procedure conflict with a Tax Compliance Agreement, the Continuing Disclosure Undertaking or any other specific written instructions of Bond Counsel, the terms of the Tax Compliance Agreement, Continuing Disclosure Undertaking or specific written instructions of Bond Counsel will supersede and govern in lieu of this Compliance Procedure. Any exception to this Compliance Procedure required by Bond Counsel as part of a future issue of Tax-Advantaged Bonds will be incorporated in the Tax Compliance Agreement for the future issue. Any requirements imposed on the University in the Tax Compliance Agreement, will be noted by the Bond Compliance Officer and incorporated into the Annual Compliance Checklist. The University acknowledges that the Continuing Disclosure Undertaking may also apply to one or more issues of taxable securities issued by the University.

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

ARTICLE III

BOND COMPLIANCE OFFICER; TRAINING

Section 3.1. Bond Compliance Officer Duties. The Bond Compliance Officer is responsible for implementing this Compliance Procedure. The Bond Compliance Officer will work with other employees that use the Project Facility to assist in implementing this Compliance Procedure. The Bond Compliance Officer will consult with Bond Counsel, legal counsel to the University, accountants, tax return preparers and other outside experts to the extent necessary to carry out the purposes of this Compliance Procedure. The Bond Compliance Officer will report to the Governing Body as necessary, and at least annually, regarding implementation of this Compliance Procedure and any recommended changes or amendments to this Compliance Procedure.

Section 3.2. Training. When appropriate, the Bond Compliance Officer and/or other employees of the University under the direction of the Bond Compliance Officer will attend training programs offered by the IRS or other industry professionals regarding tax-advantaged financing that are relevant to the University. At the time the individual acting as the Bond Compliance Officer passes the

responsibilities for carrying out the provisions of this Compliance Procedure to another individual, the outgoing Bond Compliance Officer is responsible for training the incoming individual acting as Bond Compliance Officer to ensure the University's continued compliance with the provisions of this Compliance Procedure and all Tax Compliance Agreements for any outstanding Tax-Advantaged Bonds.

ARTICLE IV

TAX-ADVANTAGED BONDS CURRENTLY OUTSTANDING

Section 4.1. Tax-Advantaged Bonds Covered by Article IV Procedures. This Article IV applies to all Tax-Advantaged Bonds issued prior to the date of this Compliance Procedure that are currently outstanding. These Tax-Advantaged Bonds are listed on **Exhibit A**.

Section 4.2. Tax-Advantaged Bond File. As soon as practical, the Bond Compliance Officer will attempt to assemble as much of the Tax-Advantaged Bond File as is available for the Tax-Advantaged Bonds listed on **Exhibit A**.

Section 4.3. Annual Compliance Checklists. As soon as practical following the adoption of this Compliance Procedure, the Bond Compliance Officer will work with Bond Counsel and/or legal counsel to the University and cause Annual Compliance Checklists to be completed for all outstanding Tax-Advantaged Bonds and will follow the procedures specified in Article VI to complete the Annual Compliance Checklists and thereafter include each completed Annual Compliance Checklist in the Tax-Advantaged Bond File.

Section 4.4. Correcting Prior Deficiencies in Compliance. In the event the Bond Compliance Officer determines any deficiency in compliance with a Tax Compliance Agreement for an outstanding Tax-Advantaged Bond listed on **Exhibit A**, the Bond Compliance Officer will follow the procedures described in the Regulations or the Tax-Advantaged Bonds Voluntary Closing Agreement Program (VCAP) to remediate the noncompliance. If remediation of the noncompliance requires the University to submit a request under VCAP, the Bond Compliance Officer will undertake this step only after reporting the violation to the Governing Body and obtaining its approval.

ARTICLE V

COMPLIANCE PROCEDURE FOR NEW TAX-ADVANTAGED BOND ISSUES

Section 5.1. Application. This Article V applies to Tax-Advantaged Bonds issued on or after the date of this Compliance Procedure.

Section 5.2. Prior to Issuance of Tax-Advantaged Bonds.

(a) Intent Resolution. The Governing Body will authorize and approve the issuance of Tax-Advantaged Bonds. Prior to or as a part of the authorizing resolution or ordinance, the Governing Body may adopt an Intent Resolution.

(b) Directions to Bond Counsel. The Bond Compliance Officer will provide a copy of this Compliance Procedure to Bond Counsel with directions for Bond Counsel to structure the documentation and procedural steps taken prior to issuing the Tax-Advantaged Bonds so that they conform to the requirements of this Compliance Procedure, except to the extent Bond Counsel determines that different

procedures are required. The Bond Compliance Officer will consult with Bond Counsel so that appropriate provisions are made to fund or reimburse the University's costs and expenses incurred to implement this Compliance Procedure.

(c) Tax Compliance Agreement. For each issuance of Tax-Advantaged Bonds, a Tax Compliance Agreement will be signed by the Bond Compliance Officer. The Tax Compliance Agreement will (1) describe the Project Facility and the anticipated Financed Assets, (2) identify all Bond Restricted Funds and provide for arbitrage and rebate compliance, (3) for new money financings, require a Final Written Allocation, and (4) contain a form of the Annual Compliance Checklist for the Tax-Advantaged Bonds. The Bond Compliance Officer will confer with Bond Counsel and the University's counsel regarding the meaning and scope of each representation and covenant contained in the Tax Compliance Agreement.

(d) Preliminary Cost Allocations. For each issuance of Tax-Advantaged Bonds, the Bond Compliance Officer in consultation with Bond Counsel, will prepare a preliminary cost allocation plan for the Project Facility. The preliminary cost allocation plan will identify the assets and expected costs for the Project Facility, and when necessary, will break-out the portions of Costs that are expected to be financed with proceeds of the Tax-Advantaged Bonds (the "Financed Assets") and the portions, if any, expected to be financed from other sources.

(e) Tax Review with Bond Counsel. Prior to the sale of Tax-Advantaged Bonds, the Bond Compliance Officer and Bond Counsel will review this Compliance Procedure together with the draft Tax Compliance Agreement to ensure that any tax compliance issues in the new financing are adequately addressed by this Compliance Procedure and/or the Tax Compliance Agreement. If Bond Counsel determines that this Compliance Procedure conflicts with the Tax Compliance Agreement, or must be supplemented to account for special issues or requirements for the Tax-Advantaged Bonds, the Bond Compliance Officer will ask Bond Counsel to include the written modifications or additions in the final Tax Compliance Agreement. The Bond Compliance Officer will request Bond Counsel to prepare a form of Annual Compliance Checklist for use in monitoring the ongoing compliance requirements for the Tax-Advantaged Bonds.

Section 5.3. Accounting and Recordkeeping.

(a) Accounting for New Money Projects. The Bond Compliance Officer will be responsible for accounting for the investment and allocation of proceeds of the Tax-Advantaged Bonds. The Bond Compliance Officer will establish separate accounts or subaccounts to record expenditures for Costs of the Project Facility. Where appropriate, the Bond Compliance Officer may use accounts established as part of the University's financial records for this purpose. In recording Costs for the Project Facility, the Bond Compliance Officer will ensure that the accounting system will include the following information: (1) identity of person or business paid, along with any other available narrative description of the purpose for the payment, (2) date of payment, (3) amount paid, and (4) invoice number or other identifying reference.

(b) Accounting for Refunded Bonds and Related Refunded Bond Accounts. For Tax-Advantaged Bonds that are issued to refund prior Tax-Advantaged Bonds, the Tax Compliance Agreement will set out special accounting and allocation procedures for the proceeds of the financing, and if necessary proceeds of the refinanced Tax-Advantaged Bonds.

(c) Tax-Advantaged Bond File. The Bond Compliance Officer will be responsible for assembling and maintaining the Tax-Advantaged Bond File. The Annual Reports, other reports and

notices of certain material events filed by the University with the MSRB will be publicly available on EMMA and need not be separately maintained in the Tax-Advantaged Bond File.

Section 5.4. Final Allocation of Bond Proceeds.

(a) Preparation of Final Written Allocation; Timing. The Bond Compliance Officer is responsible for making a written allocation of proceeds of Tax-Advantaged Bonds to expenditures and identifying the Financed Assets. This process will be memorialized in the Final Written Allocation. For a new money financing, the Bond Compliance Officer will commence this process as of the earliest of (1) the requisition of all Tax-Advantaged Bond proceeds from any segregated Tax-Advantaged Bond funded account, (2) the date the Project Facility has been substantially completed or (3) four and one-half years following the issue date of the Tax-Advantaged Bonds. For Tax-Advantaged Bonds issued only to refund a prior issue of Tax-Advantaged Bonds, the Bond Compliance Officer will work with Bond Counsel to prepare and/or document the Final Written Allocation for the Project Facility financed by the refunded Tax-Advantaged Bonds and include it in the Tax Compliance Agreement.

(b) Contents and Procedure. The Bond Compliance Officer will consult the Tax Compliance Agreement and, if necessary, contact Bond Counsel to seek advice regarding any special allocation of Tax-Advantaged Bond proceeds and other money of the University to the Costs of the Project Facility. If no special allocation is required or recommended, the Bond Compliance Officer will allocate Costs of the Project Facility to the proceeds of the Tax-Advantaged Bonds in accordance with the University's accounting records. Each Final Written Allocation will contain the following: (1) a reconciliation of the actual sources and uses to Costs of the Project Facility, (2) the percentage of the cost of the Project Facility financed with proceeds of the Tax-Advantaged Bonds (sale proceeds plus any investment earnings on those sale proceeds), (3) the Project Facility's Placed in Service date, (4) the estimated economic useful life of the Project Facility, and (5) any special procedures to be followed in completing the Annual Compliance Checklist (e.g., limiting the Annual Compliance Checklist to specific areas of the Project Facility that the Final Written Allocation or the Tax Compliance Agreement treats as having been financed by Tax-Advantaged Bonds).

(c) Finalize Annual Compliance Checklist. As part of the preparation of the Final Written Allocation, the Bond Compliance Officer will update the draft Annual Compliance Checklist contained in the relevant Tax Compliance Agreement. The Bond Compliance Officer will include reminders for all subsequent arbitrage rebate computations required for the Tax-Advantaged Bonds in the Annual Compliance Checklist.

(d) Review of Final Written Allocation and Annual Compliance Checklist. Each Final Written Allocation and Annual Compliance Checklist will be reviewed by legal counsel to the University or Bond Counsel for sufficiency and compliance with the Tax Compliance Agreement and this Compliance Procedure. Following the completion of the review, the Bond Compliance Officer will execute the Final Written Allocation.

ARTICLE VI

ONGOING MONITORING PROCEDURES

Section 6.1. Annual Compliance Checklist. An Annual Compliance Checklist will be completed by the Bond Compliance Officer each year following completion of the Final Written Allocation. Each Annual Compliance Checklist will be designed and completed for the purpose of identifying potential noncompliance with the terms of the Tax Compliance Agreement or this Compliance

Procedure and obtaining documents (such as investment records, arbitrage calculations, or other documentation for the Project Facility) that are required to be incorporated in the Tax-Advantaged Bond File. The Bond Compliance Officer will refer any responses indicating a violation of the terms of the Tax Compliance Agreement to legal counsel to the University or Bond Counsel and, if recommended by counsel, will follow the procedure set out in **Section 4.4** hereof to remediate the non-compliance.

Section 6.2. Arbitrage and Rebate Compliance. The Bond Compliance Officer will monitor the investment of Bond Restricted Funds and provide investment records to the Rebate Analyst on a timely basis. The Bond Compliance Officer will follow the directions of the Rebate Analyst with respect to the preparation of and the timing of rebate or yield reduction computations.

ARTICLE VII

CONTINUING DISCLOSURE

Section 7.1. Annual Disclosure Filings. For each issuance of Tax-Advantaged Bonds, the Bond Compliance Officer will review the Continuing Disclosure Undertaking to determine the financial information and operating data required to be included in the Annual Report to be filed by the University with the MSRB on EMMA. The Bond Compliance Officer will cause the Annual Report to be filed with the MSRB on EMMA within the time limits provided in the Continuing Disclosure Undertaking for the Tax-Advantaged Bonds.

Section 7.2. Material Event Disclosure Filings. For each outstanding issue of Tax-Advantaged Bonds, the Bond Compliance Officer will review the Continuing Disclosure Undertaking to determine the “material events” that require prompt notice to be filed with the MSRB. Generally, the occurrence of any of the following events with respect to the Tax-Advantaged Bonds represents a “material event:”

- (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 IRS 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 Tax-Advantaged Bonds, or other material events affecting the tax status of the Tax-Advantaged Bonds;
- (7) modifications to rights of bondholders, if material;
- (8) bond calls, if material, and tender offers;
- (9) defeasances;
- (10) release, substitution or sale of property securing repayment of the Tax-Advantaged Bonds, if material;
- (11) rating changes;
- (12) bankruptcy, insolvency, receivership or similar event of the obligated person;
- (13) the consummation of a merger, consolidation, or acquisition involving the obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive

- agreement relating to any such actions, other than pursuant to its terms, if material; and
- (14) appointment of a successor or additional trustee or the change of name of the trustee, if material.

After obtaining actual knowledge of the occurrence of any event that the Bond Compliance Officer believes may constitute an event requiring disclosure, the Bond Compliance Officer will contact Bond Counsel to determine if notice of the event is required to be given to the MSRB under the Continuing Disclosure Undertaking. If it is determined that notice should be provided to the MSRB or is required to be provided to the MSRB by the Continuing Disclosure Undertaking, the Bond Compliance Officer will cause the appropriate notice to be filed with the MSRB on EMMA within 10 business days after the occurrence of the event or as otherwise directed by Bond Counsel.

APPROVED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF GOVERNORS
OF MISSOURI STATE UNIVERSITY ON MAY 15, 2013

RATIFIED BY THE BOARD OF GOVERNORS
OF MISSOURI STATE UNIVERSITY ON MAY 16, 2013

Line of Authority:

- 1. **Responsible Administrator and Office:** CFO, Financial Services
- 2. **Contact Person in that Office:** Controller

EXHIBIT A

LIST OF TAX-ADVANTAGED BONDS COVERED BY THIS COMPLIANCE PROCEDURE

Tax-Advantaged Bonds issued by the University:

1. Auxiliary Enterprise System Refunding Revenue Bonds, Series 2002A.
2. Auxiliary Enterprise System Revenue Bonds, Series 2005A.
3. Auxiliary Enterprise System Revenue Bonds, Series 2007A.
4. Auxiliary Enterprise System Revenue Bonds, Series 2010A.
5. Auxiliary Enterprise System Revenue Bonds, Series 2010B (Build America Bonds).
6. Auxiliary Enterprise System Revenue Bonds, Series 2010C.
7. Proposed Equipment Lease/Purchase Agreement between Banc of America Public Capital Corp., as lessor, and Missouri State University, as lessee (May, 2013 Closing).

Tax-Advantaged Bonds issued on behalf of the University:

8. Health and Educational Facilities Authority of the State of Missouri Educational Facilities Revenue Bonds (Missouri State University), Series 2010A.
9. Health and Educational Facilities Authority of the State of Missouri Taxable Educational Facilities Revenue Bonds (Missouri State University), Series 2010B (Build America Bonds).

Tax-Advantaged Bonds issued for the benefit of the University:

10. State of Missouri Fourth State Bonds, Series A 2010 and Series A 2012.