

JACKSON, MS

James W. Young, Jr.
V. Warren Greenlee

GULF COAST, MS

Bonnie P. Granger*
*Also Licensed in Louisiana
228.297.7222

MEMORANDUM

From: Jim Young, Young Law Group, PLLC
Re: Continuing Disclosure Requirement

The District is subject to the Securities and Exchange Commission's continuing disclosure rule. The rule requires the District to provide certain information to interested parties as long as the District's Bonds remain outstanding. The District's Bond Resolution authorizing the Bonds and the Official Statement circulated in connection with the sale of the Bonds commit the District to provide the required continuing disclosure. Please consult the Bond Resolution for greater detail regarding the District's commitment.

The District is required to make the following disclosures:

1. Annual Disclosure:

Within 180 days of the end of each District fiscal year, beginning with the (current) year, the District must provide the following information regarding the just-ended fiscal year to the Municipal Securities Rulemaking Board ("MSRB") through MSRB's Electronic Municipal Market Access ("EMMA"):

a. Audited financial statement. If the audited financial statement is not completed prior to the 180 day deadline, provide unaudited financial information. Send the audited financial statement to the Repositories as soon as it is available.

b. To the extent not included in the audited financial statement or the unaudited financial information referenced under paragraph a. above, operating data and financial information substantially similar to that contained in the section of the Official Statement regarding the Bonds entitled "Assessed Valuation of the District" "Ad Valorem Tax Collections of the District" and "Debt Information," Most of this information should be available in the Superintendent's Annual Report submitted to the State Department of Education each year.

If the District is unable to provide the necessary information through EMMA by the required date, the District must send a notice of such fact to EMMA.

2. Event Notice.

The District must send notice of any of the following events to EMMA, in a timely manner not in excess of ten business days after the occurrence of the event, notice of any of the following events regarding the Bonds:

- (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 enhancement reflecting financial difficulties; (5) substitution of credit or liquidity providers, or their failure to perform; (6) adverse tax opinions or events affecting the tax-exempt status of the security; (7) modifications to rights of security holders, if material; (8) bond calls (if material); (9) defeasances; (10) release, substitution, or sale of property securing repayment of the securities, if material; (11) rating changes; (12) tender offers; (13) mergers, consolidations, acquisitions, the sale of all or substantially all of the assets of the obligated person or their termination, if material; (14) bankruptcy, insolvency, receivership or similar event; and (15) appointment of a successor or additional trustee or a change in the name of a trustee, if material;

The District must also provide EMMA , in a timely manner not in excess of ten business days after the occurrence of the event, notice of failure of any Obligated Person to provide the required information in (i) and (ii) above on or before any dates specified in (i) through (iii) above.

Continuing Disclosure through EMMA, MSRB's Electronic Municipal Market Access:

Beginning July 1, 2009, issuers or obligated parties are to file continuing disclosures, such as annual financial information and material event notices at a single location, the MSRB's Electronic Municipal Market Access (EMMA) system.

All documents must be filed electronically as pdf files through EMMA's Dataport accessible at www.emma.msrb.org.

Please call me at any time if you have any questions regarding the continuing disclosure requirements.