

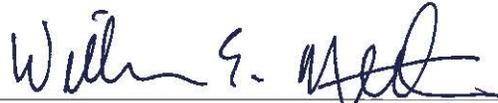
**RESOLUTION ADOPTING THE BOARD OF SUPERVISORS
DEBT POST-CLOSING COMPLIANCE POLICY**

WHEREAS, Powhatan County enters into a variety of financing arrangements and the Board of Supervisor wishes to address post-closing requirements related to obligations to which the County is committed by contract to pay some or all of the amounts payable whether subject to appropriation or otherwise (collectively, the "Obligations"), and

WHEREAS, the Board of Supervisors recognizes that compliance with these requirements is in the best interest of the County and its residents and recognizes that compliance with all such requirements is an on-going process, necessary during the entire term of the Obligations and beyond, and is an integral component of the County's debt management.

NOW, THEREFORE, BE IT RESOLVED that the Powhatan County Board of Supervisors adopts the attached Debt Post-Closing Compliance Policy and that any inconsistent policies or practices adopted prior to this date are hereby repealed.

**ADOPTED BY THE POWHATAN COUNTY BOARD OF SUPERVISORS ON
JANUARY 5, 2015.**



**William E. Melton, Chairman
Powhatan County Board of Supervisors**

ATTEST:



**Patricia A. Weiler, Clerk
Powhatan County Board of Supervisors**

Recorded Vote:

David T. Williams	<u>Aye</u>
Jason Moore	<u>Aye</u>
Barry C. Hodge	<u>Aye</u>
William E. Melton	<u>Aye</u>
Carson L. Tucker	<u>Aye</u>

**Powhatan County Board of Supervisors
Debt Post-Closing Compliance Policy**

The Debt Post-Closing Compliance Policy ("Policy") addresses post-closing requirements related to obligations to which Powhatan County is committed by contract to pay some or all of the amounts payable whether subject to appropriation or otherwise (collectively, the "Obligations").

Section 1. General

- A. The Director of the Department of Finance ("Finance Director") is responsible for implementing the Policy on behalf of the County. This responsibility shall be part of the Finance Director's job description.
- B. At such time as a new Finance Director is designated, the County or the departing Finance Director will ensure that the successor is fully briefed as to the status of each outstanding issue of Obligations and the records relating to such Obligations, and that the successor receives training and consultation with the County's bond counsel and financial advisor as to the duties of the Finance Director under this Policy.
- C. The Finance Director shall maintain and, not less frequently than annually, reconcile a schedule of all outstanding debt of the County, including all outstanding Obligations (the "Outstanding Debt Schedule").
- D. The Finance Director shall maintain a calendar (the "Outstanding Debt Schedule") of the principal and interest payment dates and the due dates of all required certifications, reports, filings and other actions with respect to each outstanding issue of Obligations. The Finance Director shall review and update the Outstanding Debt Schedule at least annually to reflect any changes in due dates, the addition or deletion of required actions, and new issues of Obligations.
- E. By not later than 90 days after the issue date of each separate issue of Obligations, the Finance Director shall:
 - 1. Obtain from the County's bond counsel and store a closing binder, CD or other electronic copy of the relevant and customary transaction documents, which shall at a minimum include a complete copy of the executed Tax Certificate and, if applicable, the Continuing Disclosure Agreement.
 - 2. Confirm that the County's bond counsel has timely filed each applicable information report (e.g., IRS Form 8038-G, 8038-TC or 8038-B) for such issue with the IRS, the Commonwealth or other applicable federal or state entity.
- F. By not later than the June 30 next succeeding the issue date of each separate issue of Obligations, the Finance Director shall:
 - 1. Add such Obligations to, and otherwise reconcile, the Outstanding Debt Schedule.

2. Add to the Outstanding Debt Schedule the applicable due dates for and other pertinent information about such Obligations.
- G. The Finance Director shall conduct periodic reviews, at least annually on or about June 30 of each year, or more often as may be necessary, to determine that each issue of Obligations remains in compliance with all post-closing compliance procedures, including without limitation those set forth in this Policy. The Finance Director shall refer to the Post-Closing Compliance Checklist ("Compliance Checklist") in conducting each such review. The Compliance Checklist is attached as **Attachment A**.
- H. At least annually, the Finance Director may request the County's bond counsel to review and propose updates to the Compliance Checklist and the Policy with the goal of ensuring that the Compliance Checklist and the Policy reflect the current provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder (the "Treasury Regulations") and the securities laws.

Section 2. Post-Closing Tax Compliance

Arbitrage

The Finance Director shall:

- A. On not less than a quarterly basis, prepare schedules to track the uses of the proceeds of each issue of new-money Tax-Favored Obligations and draw the proceeds out of the appropriate project accounts to pay the qualifying costs of the Financed Property (as defined in **Attachment B**) or to reimburse the County for its payment of such costs.
- B. Obtain a computation of the yield on each issue of Tax-Favored Obligations from the County's financial advisor or other relevant third party (for example, the underwriter of such obligations, the State Non Arbitrage Program ("SNAP"), or other outside arbitrage rebate specialist) and maintain a system for tracking investment earnings.
- C. Maintain a procedure for the allocation of sale and investment proceeds of each issue of new-money Tax-Favored Obligations and other available funds to expenditures to pay or reimburse the costs of the applicable Financed Property, including the reimbursement of pre-closing expenditures. The Finance Director shall allocate such proceeds and other amounts by the use of any reasonable, consistently applied accounting method and in accordance with the Tax Certificate for the particular issue of Tax-Favored Obligations. The Finance Director shall make consistent allocations with respect to such proceeds and other amounts and expenditures for purposes of (i) Code Section 141 (relating to the private activity bond tests) and (ii) Code Section 148 (relating to the arbitrage yield restriction and rebate requirements), to the extent applicable. The Finance Director shall at all times to maintain books and records sufficient to establish the accounting method chosen for the particular Tax-Favored Obligations and will, unless otherwise provided in a particular Tax Certificate, account in writing in such books and records for the allocation of the proceeds and other amounts to each expenditure by the date not later than 18 months after the later of (i) the expenditure is paid or (ii) the date the respective Financed Property is placed in service; provided, however, that such accounting must be made in any event by the date 60 days after the

fifth anniversary of the issue date of the Tax-Favored Obligations or, if earlier, the date 60 days after the retirement of the Tax-Favored Obligations. The County acknowledges that the Treasury Regulations provide if the County fails to maintain books and records sufficient to establish the accounting method for an issue of Tax-Favored Obligations and the allocation of the proceeds of that issue, the allocation and accounting rules of Code Sections 141 and 148 will be applied using the specific tracing method.

- D. Monitor compliance with the applicable "temporary period" (as defined in the Code and Treasury Regulations) exceptions for the expenditure of proceeds of the issue, and provide for yield restriction on the investment of such proceeds if such exceptions are not satisfied.
- E. Coordinate with the bond counsel, financial advisor and the County Treasurer to ensure that investments acquired with proceeds of each issue of Obligations are purchased at fair market value. For the purposes of this Policy, "fair market value" means the price at which a willing buyer would purchase an investment from a willing seller in a bona fide, arm's-length transaction. Fair market value generally is determined on the date on which a contract to purchase or sell an investment becomes binding (that is, the trade date rather than the settlement date). An investment that is not of a type traded on an established securities market (within the meaning of Code Section 1273) is rebuttably presumed to be acquired or disposed of for a price that is not equal to its fair market value. Such presumption may be overcome as provided in the Treasury Regulations for certificates of deposit, guaranteed investment contracts and open-market defeasance investments. The fair market value of a United States Treasury obligation that is purchased directly from the United States Treasury (for example, a United States Treasury Obligation of the State and Local Government Series ("SLGS")) is its purchase price.
- F. Coordinate with bond counsel, financial advisor and the County Treasurer to avoid formal or informal creation of funds reasonably expected to be used to pay debt service on an issue of Tax-Favored Obligations without determining in advance whether such funds must be invested at a restricted yield.
- G. Consult with bond counsel and financial advisor prior to engaging in any post-closing credit enhancement transactions (for example, the procurement or modification of bond insurance policies or letters of credit) or hedging transactions (for example, the procurement or modification of interest rate swaps or caps) to ensure that such transactions comply with the applicable provisions of federal tax law, state law and the County's general debt management policies.
- H. Coordinate with bond counsel and financial advisor to identify situations in which compliance with applicable yield restrictions depends upon later investments (for example, refunding escrow funds requiring reinvestments in zero percent SLGS) and monitor the implementation of any such restrictions.
- I. Coordinate with the bond counsel and financial advisor to monitor compliance with the six-month, 18-month or 2-year spending exceptions to the rebate requirement, as applicable.
- J. Coordinate with SNAP or other outside arbitrage rebate specialist to arrange, as applicable, for timely computation of rebate liability and, if rebate is due, for timely filing of IRS Form 8038-T and to arrange payment of such rebate liability.

- K. Arrange for timely computation and payment of "yield reduction payments" (as such term is defined in the Code and Treasury Regulations), if applicable.
- L. In the case of any issue of refunding Tax-Favored Obligations, (i) coordinate with the County's bond counsel, financial advisor, the bond trustee and any escrow agent to arrange for the purchase of the refunding escrow securities, (ii) obtain a computation of the yield on such escrow securities from an outside arbitrage rebate specialist and (iii) monitor compliance with applicable yield restrictions.

Private Business Use Restrictions

The Finance Director shall:

- M. Maintain records determining and tracking which specific issues of Tax-Favored Obligations financed or refinanced which Financed Property and in what amounts.
- N. Maintain records, which should be consistent with those used for arbitrage purposes as described in Section 2 C, to allocate the sale and investment proceeds of each issue of new-money Tax-Favored Obligations and other available funds to expenditures to acquire, construct or renovate the Financed Property, including the reimbursement of pre-closing expenditures.
- O. Monitor any Private Business Use of Financed Property to ensure compliance with applicable percentage limitations. "Private Business Use" is defined in **Attachment B**.
- P. All leases, management agreements and other arrangements affecting Financed Property that are to be entered into by the County and a Nongovernmental Person (as defined in **Attachment B**) will be routed to the Finance Director. The Finance Director will review such agreements and consult with bond counsel to determine whether and to what extent Private Business Use of Financed Property will result and whether remedial actions under the Treasury Regulations or other IRS procedures are warranted.

Reissuance

The Finance Director shall:

- Q. Consult with bond counsel regarding any post-closing change to any terms of an issue of Tax-Favored Obligations because such changes could be treated as a reissuance for federal tax purposes.
- R. Confirm with bond counsel whether any "remedial action" in connection with a "change in use" (as such terms are defined in the Code and Treasury Regulations) would be treated as a reissuance for federal tax purposes, and if so, confirm the filing of any new IRS Form 8038-G.
- S. Confirm with bond counsel whether the reissuance will trigger the need to perform a final arbitrage rebate computation on the reissued Obligations.

Section 3. Continuing Disclosure Requirements and Additional Disclosure Requirements

The Finance Director shall:

- A. Maintain a checklist of the continuing disclosure requirements for each series of Obligations. The Continuing Disclosure Checklist is attached as **Attachment C**. This list must be updated when and if any continuing disclosure requirements change.
- B. Identify issues for which the County is obligated to provide continuing disclosure but may not pay debt service on the related debt obligations (e.g., bonds of a regional authority or the Economic Development Authority).
- C. Provide any financial information and operating data described in the Continuing Disclosure Agreements to the applicable party within the specified time frame.
- D. Monitor weekly for any of the items listed as Event Disclosures in **Attachment C**. If any of the listed events occur the Finance Director will provide notice of such occurrence to the applicable party in the specified time frame.
- E. Monitor compliance with reporting or disclosure covenants specified in the financing documents of an issue of Obligations (e.g., no default certificates, annual financial reports). These covenants, and the issuances they are applicable to are listed in **Attachment C** as "Additional Disclosure Requirements."
- F. Monitor events in the County and the financial markets to determine whether to make a voluntary disclosure to the MSRB. A voluntary disclosure can be made to MSRB if information might be considered useful to existing or potential investors or if the County wants to provide additional information related to an issue of Obligations.
- G. Monitor press releases and other informal disclosures made by County officials that relate to Obligations to ensure that such information (i) does not misstate or omit a material fact and (ii) is not misleading. The Finance Director may file a press release as a voluntary disclosure. The Finance Director should meet not less than annually with the County's media relations staff (and other departments that publish information) to ensure compliance with federal securities anti-fraud rules.
- H. Ensure that any item provided to the MSRB is provided in a format prescribed by the MSRB.
- I. When preparing for a new issue of Obligations, the Finance Director shall meet with the personnel in each department responsible for providing information disclosed in the County's offering materials (e.g., the Official Statement) and coordinate the review of the existing disclosure as well as updating of the disclosure and determining whether any additional information should be included. Information should be added to the existing disclosure if such information is material (meaning that investors would want to know about it) or its omission would cause the existing disclosure to be misleading.

Section 4. Record Retention

The Finance Director shall:

- A. Maintain sufficient records to ensure that each issue of Obligations remains in compliance with the applicable federal tax requirements, continuing disclosure requirements and other covenants for the life of such issue.
- B. Comply with federal and state law provisions imposing specific recordkeeping requirements.
- C. Generally maintain the following:
 - 1. Basic records relating to each issue of Obligations (e.g., bound bond transcripts, supplemental indenture, loan agreement, the Continuing Disclosure Agreement, the Tax Certificate, the bond counsel opinion and 8038-G);
 - 2. Documentation evidencing expenditure and allocation of proceeds of the issue;
 - 3. Documentation regarding the types of the Financed Property financed or refinanced by the issue, including, but not limited to, whether such property includes land, buildings or equipment, economic life calculations and information regarding depreciation;
 - 4. Documentation evidencing use of Financed Property by Nongovernmental Persons and Governmental Persons (as defined in **Attachment B**) (for example, copies of leases, management contracts and research agreements);
 - 5. Documentation evidencing all sources of payment or security for the issue;
 - 6. All Rebate amount Certificates, supporting documentation, rebate and yield reduction calculations and payments, and forms 8038-T;
 - 7. Documentation pertaining to any investment of proceeds of the issue (including the purchase and sale of securities, SLGs subscriptions, yield calculations for each class of investments, actual investment income received by the investment of proceeds, guaranteed investment contracts, and rebate calculations);
 - 8. Any trustee or paying agent statements;
 - 9. A copy of each filing made by the County to the MSRB;
 - 10. Documentation evidencing the County's compliance with the Additional Disclosure Requirements;
 - 11. Any correspondence with the IRS; and
 - 12. Any correspondence related to the financing.

Attachment to Resolution R-2014-114

- D. Keep all records for so long as the issue is outstanding, plus three years after the final maturity or redemption of such issue and any bonds issued to refund such issue in whole or in part.
- E. Electronic media will be the preferred method for storage of all documents and other records related to Obligations and compliance with the Policy maintained by Finance Staff under the direction of the Finance Director. In maintaining such electronic storage, the Finance Director will ensure compliance with applicable IRS requirements, such as those contained in IRS Revenue Procedure 97-22.

ATTACHMENT A

POST-ISSUANCE COMPLIANCE CHECKLIST

Name of Bond Issue: _____

Issue Date: _____

Review Date: _____

	Policy Section	Task	Responsible Party	Completed?
General Intake Procedures				
1.	Sec. 1 E (1)	Has the transcript been received?		
2.	Sec. 1 E (2)	Has the 8038-G (or similar IRS report form been filed)?		
3.	Sec. 1 F	Are the identified Obligations listed on the Outstanding Debt Schedule?		
4.	Sec. 1 F	Are the identified Obligations listed on the Compliance Calendar?		
Arbitrage Monitoring				
5.	Sec. 2 C	Are the investment and expenditures of proceeds being consistently accounted for in the books and records of the County?		
6.	Sec. 2 C	Is the yield on the Obligations noted? Are any yield reduction payments required?		
7.	Sec. 2 C	If the County reimbursed itself for any pre-closing expenditures, have those been noted and bond counsel consulted?		
8.	Sec. 2 C	Has an accounting method been chosen for the Obligation?		
9.	Sec. 2 D	Are any unspent proceeds within a "temporary period"? If not, are such proceeds being "yield restricted"?		
10.	Sec. 2 E	Were any investments acquired with proceeds? If so, were the purchase procedures noted?		
11.	Sec. 2 F	Were any formal or informal "reserves" established to pay debt service? If so, was bond counsel consulted?		
12.	Sec. 2 G	Was any credit enhancement purchased? If so, was bond counsel and the financial advisor consulted?		

Attachment to Resolution R-2014-114

13.	Sec. 2 I	Were proceeds expended within the applicable spending periods, such that the issue qualifies for the 6-month, 18-month or 2-year spending exceptions? If so, were such expenditures noted appropriately?		
14.	Sec. 2 J	Is it the 5-year (or multiple of 5) anniversary of the closing? If so, will a rebate report be completed?		
15.	Sec. 2 J and K	If rebate is owed, was it paid to the IRS?		
Private Business Use Monitoring				
16.	Sec. 2 O	Were any management contracts or other use agreements entered into or amended with respect to the projects financed with these Obligations?		
17.	Sec. 2 O	Were any leases or special arrangements entered into or amended with respect to the Obligations?		
18.	Sec. 2 O	Were any naming rights contracts, research contracts or joint venture/partnership arrangements entered into or amended with respect to the projects financed with these Obligations?		
19.	Sec. 2 O	Were the private use percentage limits met?		
20.	Sec. 2 O	If any of items 16-18 were answered "Yes," was bond counsel consulted?		
Reissuance				
21.	Sec. 2 Q	Did the terms of any of the Obligations change (i.e., interest rate, security, maturity, etc.)? If so, was bond counsel consulted?		
22.	Sec. 2 Q	Did any terms with respect to the Obligations change? Was bond counsel consulted?		
23.	Sec. 2 R	Did any portion of the property have a "change in use" (i.e. sold, transferred, closed down, destroyed, etc.)? If so, was bond counsel consulted?		
24.	Sec. 2 S	Did the reissuance require a final rebate calculation? If so, was the rebate calculation completed? If rebate is owed, was it paid to the IRS?		
Record Retention				
25.	Sec 4 C	Is the County maintaining the documents listed in Section 4C of the County's Debt Post-Issuance Compliance Policy?		

ATTACHMENT B

DEFINITIONS OF PRIVATE BUSINESS USE AND RELATED TERMS

"Federal Government" means the government of the United States or any of its agencies or instrumentalities, including any entity with statutory authority to borrow from the United States.

"Financed Property" means property financed or refinanced with the proceeds of Tax-Favored Obligations.

"General Public Use" means use of Financed Property as a member of the general public. Use by a Nongovernmental Person in a Trade or Business is treated as General Public Use only if the property is intended to be available and in fact is reasonably available for use on the same basis by natural persons not engaged in a Trade or Business. Use under arrangements that convey priority rights or other preferential benefits is not use on the same basis as the general public.

"Governmental Person" means any Person that is a state or local governmental unit (or any instrumentality thereof).

"Nongovernmental Person" means any Person that is not a Governmental Person. For all purposes hereof, the Federal Government is a Nongovernmental Person.

"Person" means any natural person, firm, joint venture, association, partnership, business trust, corporation, limited liability company, corporation or partnership, or any other entity (including a federal, state or local governmental entity).

"Private Business Use" means a use of the Proceeds directly or indirectly in a Trade or Business carried on by a Nongovernmental Person other than General Public Use. For all purposes hereof, a Private Business Use of Financed Property is treated as a Private Business Use of the Proceeds that provided the Financed Property. Both actual and beneficial use by a Nongovernmental Person may be treated as Private Business Use under Code Section 141. In most cases, however, Private Business Use results from a Nongovernmental Person having special legal entitlements to use the Financed Property under an arrangement with the County. Examples of the types of special legal entitlements resulting in Private Business Use of Proceeds include ownership for federal tax purposes of Financed Property by a Nongovernmental Person and actual or beneficial use of Financed Property by a Nongovernmental Person pursuant to a lease, a Service Contract, an incentive payment contract or certain other arrangements such as a take-or-pay or other output-type contract. Any arrangement that is properly characterized as a lease for federal income tax purposes is treated as a lease for purposes of the Private Business Use analysis. An arrangement that is referred to as a management contract or a Service Contract may nevertheless be treated as a lease, and in determining whether such a contract is properly characterized as a lease, it is necessary to consider all of the facts and circumstances, including (i) the degree of control over the property that is exercised by a Nongovernmental Person, and (ii) whether a Nongovernmental Person bears risk of loss of the Financed Property. Private Business Use of Financed Property that is not available for General Public Use may also be established on the basis of a special economic benefit to one or more Nongovernmental Persons even if such Nongovernmental Persons do not have a special legal entitlement to the use of the Financed Property. In determining whether special economic benefit gives rise to Private Business Use, it

is necessary to consider all of the facts and circumstances, including one or more of the following factors: (i) whether the Financed Property is functionally related or physically proximate to property used in the Trade or Business of a Nongovernmental Person, (ii) whether only a small number of Nongovernmental Persons receive the economic benefit, and (iii) whether the cost of the Financed Property is treated as depreciable by the Nongovernmental Person.

"Revenue Procedure 97-13" means Revenue Procedure 97-13, as modified by Revenue Procedure 2001-39, copies of which are attached hereto as Annex 1.

"Service Contract" means a contract under which a Nongovernmental Person will provide services involving all, a portion or any function of Financed Property. For example, a Service Contract includes a contract for the provision of management services for all or any portion of the Financed Property. Contracts for services that are solely incidental to the primary governmental function or functions of the Financed Property (for example, contracts for janitorial, office equipment repair, billing, or similar services) are not included in this definition. Additional contracts not included in this definition are (i) a contract to provide for services by a Nongovernmental Person if the only compensation is the reimbursement of the Nongovernmental Person for actual and direct expenses paid by the Nongovernmental Person to unrelated parties, (ii) a contract to provide for the operations by a Nongovernmental Person of a facility or system of facilities that consists predominately of public utility property (within the meaning of Section 168(i)(10) of the Code), if the only compensation is the reimbursement of actual and direct expenses of the Nongovernmental Person and reasonable administrative overhead expenses of the Nongovernmental Person and (iii) a contract that satisfies the requirements of Revenue Procedure 97-13.

"Trade or Business" means any activity carried on by a Person, except for a natural person. "Trade or Business" for a natural person means any activity carried on by such natural person that constitutes a "trade or business" within the meaning of Code Section 162.

ATTACHMENT C

CONTINUING DISCLOSURE CHECKLIST

Disclosure Requirements	Document Reference	Reporting Deadline	Affected Obligations	Responsible Party
1. Rule 15c2-12 Requirements				
(a) Annual Financial Information	Continuing Disclosure Agreement	___ days from end of fiscal year		
(i) Annual Report / financial statements (i.e., CAFR)				
(ii) specified operating data (see attached list)				
(c) Event Disclosures (see attached list)	Continuing Disclosure Agreement	Timely after becoming aware, not less than 10 business days		
2. Voluntary Disclosure of any facts related to the County or outstanding Obligations	N/A	N/A		
3. Informal Disclosure by press release or otherwise	N/A	N/A		
4. Additional Disclosure Requirements				
(a) VRA-held Obligations	Financing Agreement with VRA (add other agreements as necessary)			
(i) Financial Records				
(ii) Certificate of no Default		180 days after end of fiscal year		
(iv) Annual Financial Reporting as specified in 1(a) above [only if VRA requires it]		7 months after end of fiscal year		
(v) Event Disclosures as specified in 1(b) or 1(c) above [only if VRA requires it and disclosure made to VRA]		Within 5 business days after being aware		
[To be added as necessary]				

Event Disclosures

The Finance Director should review this list at least once each week to determine whether any event has occurred that may require a filing with the MSRB or any other party to which the County is obligated to provide continuing disclosure (like VRA).

This list is current as of December 31, 2014, and in accordance with Article IV, Section 1(A) of this Policy, the Finance Director is responsible for updating this list as needed, when and if continuing disclosure requirements change.

1. principal and interest payment delinquencies
2. unscheduled draws on debt service reserves reflecting financial difficulty
3. unscheduled draws on credit enhancements reflecting financial difficulty
4. substitution of credit or liquidity providers, or their failure to perform
5. adverse tax opinions or events affecting the tax-exempt status of the security
6. tender offers
7. defeasances
8. rating changes
9. bankruptcy, insolvency, receivership or similar event of the obligated person
10. failure to provide in a timely manner notice to provide required annual financial information by the date specified in any continuing disclosure undertaking

The following events trigger a requirement to file notice of their occurrence on MSRB within a reasonable period of time after their occurrence, but only if material:

1. non-payment related defaults
2. modifications to the rights of security holders
3. bond calls
4. release, substitution or sale of property securing repayments of the securities
5. 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.
6. appointment of a successor or additional trustee or the change of name of a trustee