Conduct and Disclosure Standards

Five rules that are not variable — and the self-check that governs the rest of your practice

TRACK Loan Brokers — MGBA-LB-101

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SEGMENT 5 — Compensation, Licensing, and Disclosure

VERSION v1.0

STATUS Draft for MGB review

USE Standards · applies to every C-PACE conversation

Compensation and licensing vary by provider, by state, and by engagement letter. The conduct rules below do not. They apply to every conversation you have about a C-PACE assessment, with a sponsor, a credit officer, a capital provider, or a program administrator.

THE FIVE RULES

	Rule	Why it exists
1	**Do not quote C-PACE rates or terms you have not been given by a capital provider on that specific deal.**	Indicative pricing is not yours to give. A rate you invent becomes a rate your sponsor models, and the correction lands on you at term sheet.
2	**Do not represent that a project is eligible.**	Eligibility is determined through program review by the Missouri Clean Energy District and the capital provider — not by you. A preliminary basis estimate is a screening tool, not a determination.
3	**Do not promise that senior lender consent will be obtained.**	You do not control it. You coordinate the conversation; the lender decides. A commitment you make on the lender's behalf is a commitment you cannot keep.
4	**Do not advise your sponsor on tax, accounting, or legal treatment of the assessment** — including off-balance-sheet treatment or deductibility.	That goes to their own professionals, every time. These questions have entity-specific and jurisdiction-specific answers, and a confident wrong answer is an exposure you carry personally.
5	**Do not present the assessment as a subsidy, incentive, or grant.**	It is priced capital with a real obligation attached. Describing it otherwise damages your credibility with the credit officer whose consent you will need next — and it misleads the client you are advising.

THE SELF-CHECK

> If you are about to say something you would not want read back to you in a deposition — do not say it, and route the question to the party who is actually responsible for the answer.

ROUTING TABLE

Most conduct failures are routing failures. When a question arrives that is not yours, name the right party out loud.

Question	Route it to
Is this project eligible? What scope qualifies?	Program review — Missouri Clean Energy District, through Missouri Green Banc
What rate and term can we get? How much will you advance?	The capital provider, on that specific transaction
How does the assessment sit against our mortgage? What happens on delinquency?	The capital provider and Missouri Green Banc — send **JA-06** first
Is it deductible? Is it off balance sheet? How do we book it?	The sponsor's accountant and tax counsel
Does my license cover this activity?	Your own counsel and your state regulator
What is your fee, and who pays it?	Your engagement letter, disclosed in writing to the sponsor — see **JA-08**
Will our lender consent?	Nobody can answer this in advance. Describe the process, not the outcome.

DISCLOSURE PRACTICE

- **Disclose compensation in writing.** If you are paid on the C-PACE placement in addition to the senior debt placement, it belongs in your engagement letter before the work begins.
- **Disclose the source.** The sponsor should know whether you are paid by the capital provider or by them.
- **Disclose scope.** Be clear about what you are and are not doing — coordinating a placement, not underwriting it, not determining eligibility, not obtaining consent.
- **Keep the file.** Written compensation confirmations, the engagement letter, and the correspondence trail on consent. If a placement is ever questioned, the file is your answer.

WHAT YOU CAN SAY WITHOUT HESITATION

- What the instrument is, structurally — the seven characteristics in **JA-01**.
- Where it sits in a stack and what it competes with — **JA-03**.
- What kinds of deals fit and what kinds do not — **JA-04**.
- What the senior lender is actually being asked to consent to — **JA-06**.
- How the process runs and roughly how long it takes — **JA-10**.
- That eligibility, pricing, and consent are decided by parties other than you.

> **PROGRAM NOTE**
> These are conduct expectations for participation in MGB Academy and in placements administered through the Missouri Clean Energy District. They do not replace, and are not a statement about, your obligations under your license, your state regulator, or your engagement letter. Those go to your own counsel.