



Peters Municipal Consultants, LTD
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April 14, 2015

City of Franklin Redevelopment Commission
70 East Monroe Street
Franklin, IN 46131

Dear City of Franklin Redevelopment Commission:

This letter is written to describe the services that Peters Municipal Consultants, LTD is able to perform for the City of Franklin Redevelopment Commission and to serve as an engagement letter.

Peters Municipal Consultants, LTD, is focused on providing superior consulting services to local government units, utilities, and related entities in Indiana. We are registered municipal financial advisors with the SEC and MSRB. Our firm's concentrated efforts recognize that the success of your entity depends upon the ability to deliver services to constituents in the most efficient and cost effective manner. Further, we realize that while our clients must contend with ever increasing complexities, their needs are more specific and they must be more discriminating about the professionals they retain. We are committed to providing services of the highest quality and welcome the opportunity to serve your entity. Our practice is built on service, innovation, and solving our clients' fiscal issues. Our firm's core belief is that the relationships we build with our clients are more like partnerships. Each partnership strengthens and matures with the successes of our clients.

Scope of Services:

Peters Municipal Consultants, LTD is able to provide the following services:

- Provide municipal advisory services in relation to the issuance of Tax Increment Finance (TIF) Redevelopment Bonds. This includes assistance with the preparation of the official statement or similar documents, assistance with any pre-issuance information, assistance with sale of the debt, assistance with post-issuance reporting to the DLGF as appropriate.

Peters Municipal Consultants, LTD has no known material conflicts of interest in connection with providing you municipal advisory services. We are currently engaged to serve as fiscal advisors for the City and Redevelopment Commission. We do not believe these engagements will hinder our ability to provide unbiased and competent advice to the Redevelopment Commission concerning the upcoming debt issuance.

The Redevelopment Commission may access our most recent SEC Form MA and MA-I electronically at: <http://www.sec.gov/edgar/searchedgar/companysearch.html>

We will not be auditing, reviewing, compiling, or performing any agreed upon procedures or attestation regarding financial statements as defined by the American Institute of Certified Public Accountants (AICPA).

The fee for this engagement will be \$15,000.

The parties do agree that the terms of this engagement are subject to the express agreement that either party may terminate the engagement upon sixty (60) days written notice to the other of the intent to terminate the relationship. All work performed shall be paid in accordance with the terms of this agreement and work product shall become the property of City of Franklin Redevelopment Commission upon payment in full.

Please sign and date below to acknowledge your agreement with the above stated terms.

Authorized Official
City of Franklin Redevelopment Commission

DATE: _____

Sincerely,
Peters Municipal Consultants, LTD
Peters Municipal Consultants, LTD

Peters Municipal Consultants, LTD certifies the use of E-Verify when hiring and do not knowingly employ an unauthorized alien.