

HILBORNE & WEIDMAN

A PROFESSIONAL CORPORATION
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October 12, 2016

Mayor and Councilors of the
City of Broken Arrow, Oklahoma

City Officials:

It is our pleasure to submit herewith our proposal to serve as Disclosure Counsel to the City of Broken Arrow regarding your proposed issuance and sale of General Obligation Bonds (the "Bonds") for the City. As your Disclosure Counsel, we will work closely your City Attorney, Municipal Advisor, Bond Counsel and City staff and advise you on the preparation of the City's Preliminary and Final Official Statements used in connection with the offer and sale of the Bonds.

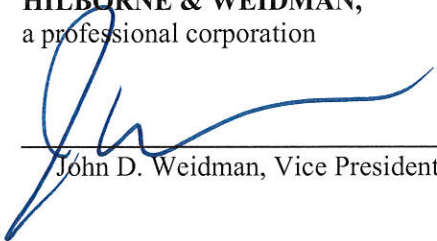
In this connection, the Firm shall provide such legal services as may be required to assist in the preparation of the Preliminary and Final Official Statements and the review of the material contained therein with the proper City officials. The Firm will prepare and submit a Due Diligence Questionnaire which must be reviewed and completed by the City. The Due Diligence Questionnaire will help to lead the City through the disclosure process necessary in connection with the offer and sale of the Bonds.

For such services in connection with each issue or series of such bonds our fee would be Fifteen Thousand dollars (\$15,000.00), plus reimbursement for our reasonable documented out-of-pocket expenses incurred, such sum to be paid at closing of the Bond transaction. Our fee is contingent upon the offer and sale of the Bonds. In the event the Bonds are not sold, we would receive no compensation for our services rendered in connection therewith; provided that we shall receive reimbursement for accrued documented out-of-pocket expenses. You agree to pay all publication and printing expenses.

It is specifically understood that the Preliminary and Final Official Statements of the City are the City's documents and the City is alone responsible for compliance by the City with all state and federal securities laws and regulations. The Firm will assist and advise the City in legal matters relating to its compliance with such laws and regulations.


Respectfully submitted,

HILBORNE & WEIDMAN,
a professional corporation



John D. Weidman, Vice President

The above proposal is hereby approved and accepted this 18th day of October, 2016.


Mayor of the City of Broken Arrow, Oklahoma

ATTEST:


(Seal) CITY CLERK