

LEGAL SERVICES AGREEMENT

THIS AGREEMENT, by and between the City of Broken Arrow, Oklahoma (the "City") and the Kiser Law Firm, PLLC, Edmond, Oklahoma ("Attorneys") is made and entered into this 1st day of October, 2019, for legal services by Attorneys to the City in connection with the issuance of by the City of one or more series of obligations designated General Obligation Bonds, Series 2019 (the "Bonds").

Attorneys hereby agree to prepare, furnish or review all necessary documentation with respect to the calling and holding of elections and all proceedings and documentation required under state or federal law for the authorization and issuance of the Bonds, including all certifications and filings required in order that the interest on the Bonds be excludable, if appropriate, from the gross income of the recipient thereof for purposes of federal and/or state income taxation. Attorneys will not be required to perform and the fees herein are not intended to cover legal work in connection with the preparation of any offering materials or official statement for the issuance of the Bonds. Attorneys will not be required to perform condemnation proceedings, title work, acquisition of rights-of-way and easements, proceedings incident to construction contracts, litigation or any other matters not generally considered part of a municipal bond financing transaction.

For such services, City agrees to pay Attorneys a fee of \$30,000 for the first series of bonds and \$15,000 for each subsequent series of bonds issued per issue date, plus reimbursement of expenses not to exceed \$2,000 per series. All fees and expenses shall be on a contingency basis, payable only upon a successful election authorizing issuance of general obligation bonds, if required, and the actual sale, issuance and delivery of bonds.

The City shall pay all publication expenses and all expenses related to the calling and holding of elections.

Attorneys agree to render a legal market opinion to the purchaser(s) of the Bonds and furnish one copy of the complete transcript of proceedings for each series of Bonds issued to the City and to the purchaser and paying agent for the Bonds, if requested.

This Agreement supercedes all prior agreements for legal services between the parties respecting Bonds issued by the City.

CITY OF BROKEN ARROW, OKLAHOMA

(SEAL)

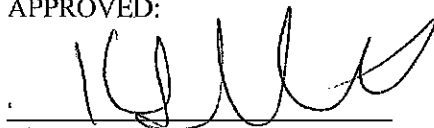
ATTEST:

Mayor

City Clerk

KISER LAW FIRM, PLLC

APPROVED:

Deputy 

City Attorney