

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 18th day of October, 2016, for legal services by Attorneys to the City in connection with the issuance of general obligation bonds ("Bonds") by the City in one or more series.

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, sale and issuance of Bonds including all certifications and filings required in order that the interest on Bonds be excludable from the gross income of the recipient thereof for purposes of federal and/or state income taxation. Attorneys will not be required and the fees herein are not intended to cover 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 per issue authorized pursuant to a single election, plus an additional \$15,000 for combined issues per additional election authorizations, plus reimbursement of expenses.

All fees and expenses to be on a contingency basis, payable only upon a successful election authorizing issuance of Bonds and the actual sale, issuance and delivery thereof.

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 each series of Bonds, as well as furnish one copy of the complete transcript of proceedings for each series of Bonds to the City, the purchaser and the paying agent for said Bonds.

This Agreement supercedes all prior agreements for legal services between the parties.

CITY OF BROKEN ARROW, OKLAHOMA

(SEAL)

ATTEST:

Mayor

City Clerk

KISER LAW FIRM, PLLC

APPROVED:

City Attorney