

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 4th day of June, 2018, 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 pursuant to authorization accorded by an election to be held on August 28, 2018, called by City Ordinance No. 3528 adopted on even date hereof.

Attorneys hereby agree to provide counsel and assist City staff in the preparation, furnishing or review of all necessary documentation with respect to the calling and holding of the above referenced election and all proceedings and documentation required under state or federal law for the authorization 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 shall 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 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 per issue authorized pursuant to the referenced election, plus reimbursement of expenses. All fees shall 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 the election.

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

CITY OF BROKEN ARROW, OKLAHOMA

(SEAL)

ATTEST:

City Clerk

Mayor

KISER LAW FIRM, PLLC

APPROVED:



City Attorney

Acting
Deputy