

January 19, 2022

Avon Redevelopment Commission

c/o Mr. Ryan Cannon, Town Manager

6570 E US Hwy 36
Avon, IN 46123

VIA EMAIL: RCannon@avongov.org

RE: PROPOSED AGREEMENT (REAGAN LOGISTICS PARK PROJECT)

Dear Mr. Cannon, Redevelopment Commission Members:

With the transaction getting closer to being completed, we are submitting an engagement letter for Financial Solutions Group, Inc. (FSG Corp.) to perform certain professional services in connection with the proposed Economic Development Revenue Bonds of 2022 (Reagan Logistics Park Project).

Scope of Services

The scope of our services will include all, or part, of the following professional services, if necessary:

1. Determination and analysis of estimated tax increment revenue based on various assumptions provided by the Developer;
2. Assistance with the creation of a new tax increment allocation area (including the required Tax Impact Report to all underlying governmental units);
3. Preparation of estimated Sources & Uses of Funds documentation and assistance to the Town in determining bond issue amount and maturity schedules, call premiums, coupon rates and arbitrage restrictions (if any);
4. Calculation of estimated debt service coverage that is expected over the life of the bonds, based upon agreed assumptions;
5. Preparation of a report entitled, "Consultant's Study of Revenue Available for Debt Service", which could be presented at public hearings (which includes compiling financial information for the report);
6. Presentations to the Town Council and Redevelopment Commission;
7. Determination of direct and overlapping debt, debt ratios and per capita ratios for the purpose of establishing credit limitations, if any, and credit capabilities;
8. Preparation and publication of preliminary and final financing documents;
9. Review of documents for the proposed financing and assistance with suggested changes;



FSG Corp
Financial Solutions
Group Inc.

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Plainfield, IN 46168
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10. Review of final financing schedules for the project;
11. Discussions and meetings with Town officials and working group members; and
12. Assistance with the closing of the bond issue.

This contract does not include any services related to due diligence or review of the financial capabilities of the developer. FSG Corp. will not review or approve any disbursements from Bond proceeds. The Bond Trustee will perform those services.

Fees

The total fee for our professional services **shall not exceed \$30,000.**

It is anticipated that an invoice will be issued and paid, at closing, from Bond proceeds.

This agreement may be terminated at any time. In the event the agreement is terminated, the Town agrees that the amount due under this agreement **shall be \$10,000.**

In the event the Redevelopment Commission approves the engagement of FSG Corp. for this assignment, please sign, date and return a copy to us.

Respectfully Submitted,
Financial Solutions Group, Inc.



Gregory T. Guerrettaz

AGREED AND ACCEPTED:

**AVON, INDIANA
REDEVELOPMENT COMMISSION**

By: _____

Date: _____

EXHIBIT A

REQUIRED DISCLOSURE STATEMENT OF MUNICIPAL ADVISOR

PART A - Disclosures of Conflicts of Interest

MSRB Rule G-42 requires that municipal advisors provide to their clients disclosures relating to any actual or potential material conflicts of interest, including certain categories of potential conflicts of interest identified in Rule G-42, if applicable. If no such material conflicts of interest are known to exist based on the exercise of reasonable diligence by the municipal advisor, municipal advisors are required to provide a written statement to that effect.

Material Conflicts of Interest - FSG Corp. makes the disclosures set forth below with respect to material conflicts of interest in connection with the Scope of Services under this Agreement, together with explanations of how FSG Corp. addresses or intends to manage or mitigate each conflict.

General Mitigations - As general mitigations of FSG Corp.'s conflicts, with respect to all of the conflicts disclosed below, FSG Corp. mitigates such conflicts through its adherence to its fiduciary duty to Client, which includes a duty of loyalty to Client in performing all municipal advisory activities for Client. This duty of loyalty obligates FSG Corp. to deal honestly and with the utmost good faith with Client and to act in Client's best interests without regard to FSG Corp.'s financial or other interests. The disclosures below describe, as applicable, any additional mitigations that may be relevant with respect to any specific conflict disclosed below.

I. Compensation-Based Conflicts. The fee due under this Agreement is based on a flat fee for services provided. This form of compensation presents a potential conflict of interest if Client and FSG Corp. do not agree on a fee to be paid if the bond issuance is not completed. This conflict of interest is mitigated by the general mitigations described above.

II. Other Municipal Advisor Relationships. FSG Corp. serves a wide variety of other clients that may from time to time have interests that could have a direct or indirect impact on the interests of Client. For example, FSG Corp. serves as municipal advisor to other municipal advisory clients and, in such cases, owes a regulatory duty to such other clients just as it does to Client under this Agreement. These other clients may, from time to time and depending on the specific circumstances, have competing interests, such as accessing the new issue market with the most advantageous timing and with limited competition at the time of the offering. In acting in the interests of its various clients, FSG Corp. could potentially face a conflict of interest arising from these competing client interests. This conflict of interest is mitigated by the general mitigations described above.

PART B - Disclosures of Information Regarding Legal Events and Disciplinary History

MSRB Rule G-42 requires that municipal advisors provide to their clients certain disclosures of legal or disciplinary events material to its client's evaluation of the municipal advisor or the integrity of the municipal advisor's management or advisory personnel.

Accordingly, FSG Corp. sets out below required disclosures and related information in connection with such disclosures.

I. Material Legal or Disciplinary Event. There are no legal or disciplinary events that are material to Client's evaluation of FSG Corp. or the integrity of FSG Corp.'s management or advisory personnel disclosed, or that should be disclosed, on any Form MA or Form MA-I filed with the SEC.

II. How to Access Form MA and Form MA-I Filings. FSG Corp.'s most recent Form MA and each most recent Form MA-I filed with the SEC are available on the SEC's EDGAR system at <http://www.sec.gov>.

III. Most Recent Change in Legal or Disciplinary Event Disclosure. FSG Corp. has not made any material legal or disciplinary event disclosures on Form MA or any Form MA-I filed with the SEC.

PART C - Future Supplemental Disclosures

As required by MSRB Rule G-42, this Disclosure Statement may be supplemented or amended, from time to time as needed, to reflect changed circumstances resulting in new conflicts of interest or changes in the conflicts of interest described above, or to provide updated information with regard to any legal or disciplinary events of FSG Corp. FSG Corp. will provide Client with any such supplement or amendment as it becomes available throughout the term of the Agreement.

Dated: January 19, 2022