

February 13, 2025

City of Buchanan

RE: 2025 Capital Improvement Bonds – Streetscape Project

Dear City of Buchanan Commission,

Bendzinski & Co. Municipal Finance Advisors would like to thank you for the opportunity to serve as the Registered Municipal Advisor to the City of Buchanan (the "Issuer"), for the issuance of the above referenced issue. This letter will confirm the terms of our engagement.

- Act on behalf of the Issuer with a fiduciary duty, which shall include a duty of loyalty and a duty of care in accordance with the rules and regulations set forth by the Municipal Securities Rulemaking Board ("Board" or "MSRB") and the Securities and Exchange Commission ("SEC");
- If necessary, prepare with officials of the Issuer, the forms required by the Municipal Finance Division of the Michigan Department of Treasury;
- Prepare complete financial information in cooperation with officials, in order to arrive at the amount of the issue to be sold;
- Prepare a time schedule, illustrating the steps necessary to issue the bonds for the project;
- If necessary, assist with the selection of registrar/transfer/paying agent;
- Assist the Issuer in preparing a Request for Proposals ("RFP"), outlining all the details of the proposed financing;
- A representative of Bendzinski & Co. shall review the proposals for compliance with the terms set forth by the Issuer in the RFP;
- After the proposals are received, Bendzinski & Co. will calculate and verify the True and/or Net Interest Cost on the proposals submitted;
- Prepare settlement statement and final schedule of principal and interest requirements, based on selected purchaser, and closing memo;
- Plan and arrange for the closing and settlement of the delivery of the Bonds; and
- Usual and customary Registered Municipal Advisor services as may be requested by the Issuer.

Bendzinski & Co. proposes a fee of \$12,500. This fee includes all out-of-pocket expenses, time incurred and meeting attendance.

We believe this provides you with the outline of the services we provide. The Registered Municipal Advisor fee is contingent upon the closing and delivery of the bonds. Although this form of compensation may be customary, it presents a conflict because Bendzinski & Co. may have an incentive to recommend unnecessary financings or financings that are disadvantageous to the Issuer. For example, when facts or circumstances arise that could cause the financing or other transaction to be delayed or fail to close, Bendzinski & Co. may have an incentive to discourage a full consideration of such facts and circumstances, or to discourage consideration of alternatives that may result in the cancellation of the financing or other transaction. Bendzinski & Co. manages and mitigates this conflict primarily by adherence to the fiduciary duty which it owes to municipal entities such as the Issuer which require it to put the interests of the Issuer ahead of its own.

The Municipal Advisory Council of Michigan (the “MAC”) assesses Bendzinski & Co., a \$450.00 fee for every bond issue where we act as municipal advisor in the State of Michigan. This fee will be included in the overall bond costs of issuance. Our membership in the MAC is voluntary, but the per bond issue assessment is meant to cover costs for credit reports and similar information available from the MAC that is used in the offering document and in other states is billed directly by a third-party. The MAC is a single-source municipal database for essential bond and note details for all local government issuers in Michigan. Among 23 distinctive credit reports, the MAC is the primary source for Issuer’s debt statements, overlapping debt and indirect debt, as used to determine suitability and as disclosed in official statements, (if applicable). The MAC tracks, monitors and records all Michigan new issue bond sales, whether competitive, negotiated or private placements and bond calls. The MAC does not do any lobbying. Robert J. Bendzinski, currently serves on the MAC Board of Directors.

Bendzinski & Co. is registered as a “municipal advisor” pursuant to Section 15B of the Securities Exchange Act and rules and regulations adopted by the SEC and the MSRB. As part of this registration Bendzinski & Co. is required to disclose to the SEC information regarding any criminal actions, regulatory actions, investigations, terminations, judgments, liens, civil judicial actions, customer complaints, arbitrations and civil litigation involving Bendzinski & Co. Pursuant to MSRB Rule G-42, Bendzinski & Co. is required to disclose any legal or disciplinary event that is material to the Issuer’s evaluation of Bendzinski & Co. or the integrity of its management or advisory personnel. Bendzinski & Co. has determined that no such event exists as there are no criminal actions, regulatory actions, investigations, terminations, judgments, liens, civil judicial actions, customer complaints, arbitrations or civil litigation involving Bendzinski & Co. that were required to be reported to the SEC.

The MSRB has made available on its website (www.msrb.org) a municipal advisory client brochure that describes the protections that may be provided by MSRB rules and how to file a complaint with the appropriate regulatory authority.



Copies of Bendzinski & Co.'s filings with the SEC can currently be found by accessing the SEC's EDGAR system Company Search Page, which is currently available at <https://www.sec.gov/edgar/searchedgar/companysearch.html> and searching for either Bendzinski & Co. or for our CIK number which is 1614475.

It is understood and agreed that either party to this contract of employment may terminate the contract for any reason upon thirty (30) days prior written notice to the other party. If our employment on this basis is agreeable to you, please endorse your acceptance hereof on this letter which will constitute our contract of employment.

Should you have any questions or require any additional information, please do not hesitate to call.

Sincerely,

BENDZINSKI & CO.
Municipal Finance Advisors

Andy Campbell, CPA
Registered Municipal Advisor

Accepted: _____, 20__

CITY OF BUCHANAN, STATE OF MICHIGAN

Signature: _____

Printed Name: _____

Title: _____