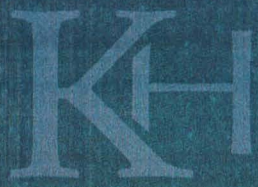


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REQUEST FOR QUALIFICATIONS City of Castroville Bond Counsel Services

Jonathan Cranz
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EXECUTIVE SUMMARY: QUALIFICATIONS FOR BOND COUNSEL

Kelly Hart & Hallman LLP (Kelly Hart) is pleased to submit this statement of qualifications to provide Bond Counsel services. We are a full-service, business-to-business law firm with a deep understanding of the legal needs of governmental entities in Texas.

FIRM PROFILE

- Overview: Established in 1979, Kelly Hart is a full-service law firm with 163 attorneys and 243 total employees.
- Headquarters: Our main office is in Fort Worth, Texas, with additional Texas offices in Austin and Midland.
- Governmental Client Experience: Kelly Hart proudly serves as counsel to North Texas governmental entities, including the City of Fort Worth, Tarrant County, and the Fort Worth Transportation Authority.

PUBLIC FINANCE & BOND COUNSEL EXPERIENCE

Kelly Hart's Public Finance Practice Group has more than 50 years of combined experience representing a wide range of clients, including cities, counties, schools, special districts, non-profit corporations, and investment bankers.

Direct Municipal Bond Experience

We serve as bond counsel for a wide range of municipalities. In addition to serving as bond counsel and co-bond counsel for the City of Fort Worth, Tarrant County, the Fort Worth Independent School District, and the Tarrant County Hospital District ("JPS"), we serve as bond counsel for the Fort Worth Transportation Authority ("Trinity Metro"), the City of Godley, the City of Sansom Park, the City of Hillsboro, the City of Crandall, the City of Ferris, and the Town of Westover Hills, among others.

Our representation of the Fort Worth Transportation Authority for its first tax-exempt issuance was recognized by Bond Buyer as the "Bond Buyer Deal of the Year - Southwest Region for 2017". Additionally, our firm has represented the lead underwriters in connection with bond transactions that have been named by Bond Buyer as the "Bond Buyer Deal of the Year - Southwest Region" on three other occasions in the past six years.

Our experience covers a wide array of municipal financing types, including general obligation bonds, a wide variety of revenue bonds, including sales tax and special assessment financings for public improvement districts. Our representation also includes serving as disclosure counsel for a variety of bond issuers.

Underwriter's Counsel Experience

Our experience as bond counsel is significantly broadened by our extensive work as underwriter's counsel. This includes representing investment bankers in financings for numerous municipalities, over 40 school districts, and frequently for the Dallas-Fort Worth International Airport, including on multiple \$1 billion+ bond issuances.

Scope of Bond Counsel Services

Our services as Bond Counsel are comprehensive and include:

- Preparing all legal proceedings for bond elections.
- Managing the issuance, sale, and delivery of Bonds.
- Submitting proceedings to the Attorney General of the State of Texas for approval.
- Obtaining registration of the Bonds by the Comptroller of Public Accounts.
- Delivering our legal opinion on the validity of the Bonds under Texas law and the tax-exempt status of the interest under federal law.



EXECUTIVE SUMMARY: QUALIFICATIONS FOR BOND COUNSEL

DESIGNATED BOND COUNSEL TEAM



Brandon M. Hill (Partner): Mr. Hill's practice focuses on representation of lenders, borrowers, and investors in various financing transactions. His public finance practice includes serving as bond counsel, underwriter's counsel, and bank's counsel in tax-exempt financings for municipalities and non-profit entities. He has extensive experience in financings for the City of Fort Worth, Tarrant County, Dallas-Fort Worth International Airport, FWISD, and numerous other political subdivisions. Mr. Hill is a member of the National Association of Bond Lawyers and the Southwest Association of Bank Counsel, and is a Fellow of the Texas Bar Foundation.

- **Education:** Texas Tech University School of Law, J.D., summa cum laude, 2006
- **Bar Admission:** State Bar of Texas, 2006



Jonathan Cranz (Of Counsel): Mr. Cranz specializes in public finance with experience representing both issuers and underwriters. As bond counsel, he has represented municipalities, counties, and special districts including school districts, hospital districts, municipal utility districts, water districts, and improvement districts. He has participated in financings for the City of Fort Worth, Tarrant County Hospital District, and numerous other state and political subdivisions. Mr. Cranz is a member of the National Association of Bond Lawyers and a Fellow of the Texas Bar Foundation.

- **Education:** SMU Dedman School of Law, J.D., cum laude, 2010
- **Bar Admission:** State Bar of Texas, 2010



Robbie Clarke (Partner): Mr. Clarke's practice focuses on representation of borrowers, lenders, and investors in a wide range of public and private financing transactions. His public finance experience includes serving as bond counsel, underwriter's counsel, and bank's counsel in tax-exempt and taxable financings for municipalities, counties, school districts, nonprofit entities, and special districts. He has participated in financings for the City of Fort Worth, Tarrant County, and numerous other Texas political subdivisions. In addition to his public finance work, Mr. Clarke advises clients in corporate and commercial matters, including mergers and acquisitions, corporate governance, and restructuring transactions.

- **Education:** Washington and Lee University School of Law, J.D., magna cum laude, 2011
- **Bar Admission:** State Bar of Texas, 2011; Virginia State Bar; District of Columbia Bar



R. Daniel Settle, Jr. (Of Counsel): Mr. Settle has over 40 years of experience in public finance, representing cities, counties, special districts, nonprofit corporations, investment bankers, and financial institutions. He has participated in financings for the City of Fort Worth, Tarrant County, Tarrant County Hospital District, Dallas-Fort Worth International Airport, FWISD, and numerous other entities. Mr. Settle is a member of the National Association of Bond Lawyers and the Southwest Association of Bank Counsel, and is a Life Fellow of the Texas Bar Foundation. He was named 2022 Best Lawyers® 'Lawyer of the Year' in Public Finance Law for Dallas/Fort Worth.

- **Education:** The University of Texas School of Law, J.D. with honors, 1972
- **Bar Admission:** State Bar of Texas, 1973



EXECUTIVE SUMMARY: QUALIFICATIONS FOR BOND COUNSEL

SUPPORTING GOVERNMENTAL PRACTICE AREAS

Our firm provides comprehensive legal support for municipal clients beyond bond financing.

- **Public and Administrative Law:** This team of 21 attorneys, led by a former Texas Secretary of State, helps clients navigate the complex overlap of law, policy, and government.
- **Zoning, Planning, and Land Use:** Our team brings over 30 years of expertise in land use, zoning, and permitting at the municipal level. We've represented the cities of Arlington and Waco and managed numerous high-profile zoning changes in Fort Worth.
- **General Litigation:** Our team of 45 attorneys specializes in handling complex cases for both plaintiffs and defendants in state and federal courts, as well as before administrative tribunals.

PROPOSED BOND COUNSEL FEE SCHEDULE

Our fees for services as Bond Counsel are based on the par amount of each series of Bonds issued and are contingent on the issuance and sale of the Bonds.

- **First** \$50,000,000: \$1.00 per \$1,000
Minimum fee of \$20,000
- **Next** \$50,000,000: \$0.75 per \$1,000
- **Over** \$100,000,000: \$0.50 per \$1,000
- **Refunding Bonds:** An additional fee not to exceed \$0.25 per \$1,000 of the par amount.

Bonds incorporating special revenues, such as public improvement district assessments, lease revenues, or similar structures issued by the City or a special entity thereof, such as a local government corporation, shall be determined on a mutually agreeable basis consistent with market rates at such time. Other special projects may be billed at hourly rates then in effect for the attorneys who work on such projects, in each case pursuant to billing rates to be pre-approved by the City.

COMMITMENT TO HUB/M/WBE PARTNERSHIP

Kelly Hart is open to collaborating with any qualified HUB/M/WBE firm recommended by our clients as co-bond counsel. We have a strong track record of working with HUB/M/WBE firms for co-bond counsel services on behalf of governmental clients.