

Founded in 1852  
by Sidney Davy Miller

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September 25, 2024

*Via email only*

Ms. Lisa Nocerini  
City Manager  
City of the Village of Douglas  
86 West Center Street  
PO Box 757  
Douglas, MI 49406-0757

Re: City of the Village of Douglas - Capital Improvement Bonds for Renovation of  
415 Wiley Road

Dear Lisa,

We look forward to the opportunity to serve the City of the Village of Douglas (the "City") as bond counsel in connection with the proposed issuance of capital improvement bonds to finance renovation of the 415 Wiley Road property for use as city hall and the police department. You may be assured of our prompt and complete attention to this financing. It is our practice when beginning work on a new matter to send an engagement letter like this which sets forth the scope of our services as bond counsel and the nature of our compensation.

***Bond Counsel's Role***

Bond Counsel is engaged as a recognized expert whose primary responsibility is to render an objective legal opinion with respect to the authorization and issuance of the Bonds. Our approving legal opinion with respect to the Bonds will be executed and delivered by us in written form on the date the Bonds are exchanged for their purchase price, and will be based upon facts and law existing as of its date. In rendering the opinion, we will rely upon the certified proceedings and other certifications of public officials and by other persons furnished to us without undertaking independent verification of the information contained in the proceedings and certifications.

In performing our services as bond counsel, our client is the City and we will represent its interests. However our representation of the City does not alter our responsibility to render an objective opinion as bond counsel. Upon delivery of the opinion our responsibilities as bond counsel will be concluded with respect to the Bonds.

***Scope of Bond Counsel Services – What We Will Do***

As bond counsel, we would provide the following services customarily performed by bond counsel respecting the authorization, sale, issuance and delivery of bonds:

1. Meet or consult with City officials, the City Council, if requested, and others to explain the legal nature of a proposed borrowing, the City's power to borrow and the limitations on that power, and consult with City officials in the design of the bonding program and timing schedules.
2. Prepare all of the necessary resolutions, notices, agreements, and other documents necessary to authorize, issue and deliver the bonds. We also would assist the City in preparing required filings with the Michigan Department of Treasury and the Internal Revenue Service and in preparing the portion of the official statement respecting the Bonds, if any.
3. Examine the tax issues related to the bonds (done by an attorney specializing in the requirements of the Internal Revenue Code as they apply to municipal tax-exempt bonds).
4. Prepare the bond form for printing definitive bonds for delivery to the purchaser. We will also participate in the sale and delivery of the bonds to the purchaser in order to handle legal matters that may arise at those times.
5. Give the approving opinion as to validity and enforceability of the bonds and their authorizing documents and as to the excludability of the interest on the bonds from federal and state income taxation.

Our professional responsibilities as attorneys in this matter will be limited to interpretations of law and other legal issues and the drafting of legal documents. In no event, of course, would we presume to assume the responsibilities of the City or the professional responsibilities of any other advisor with respect to such non-legal matters. We are not registered municipal advisors under the federal Dodd-Frank Act.

***Additional Services***

We believe that the above services encompass the normal scope of bond counsel activities. Our engagement in this matter is not an undertaking at this time to represent the City or its interests in any other matters for which we are not separately engaged.

Our services as bond counsel do not include activities outside of that norm, such as review of construction contracts, condemnation, title issues or recording deeds involved in land acquisition, representation of the City in litigation or administrative proceedings that might arise in connection with the Bonds. In the event that serious matters or matters outside the norm arise in these areas, we would provide you at that time with a fee quote for such additional services.

Our engagement does not include any obligation to monitor compliance with the federal tax requirements found in the Internal Revenue Code of 1986 (the “Code”) and applicable to the Bonds, including the rebate requirements of Code Section 148(f), if applicable, as described in an exhibit attached to the Nonarbitrage and Tax Compliance Certificate that the City will execute in connection with the issuance of the Bonds, or in connection with any audit or examination of the Bonds by the Internal Revenue Service. However, we would be available to assist with rebate calculations or any audit or examination as a separate engagement.

We are not being retained and our acceptance of this engagement is not an undertaking to provide the City or any other person or entity with any advice or guidance relating to the Corporate Transparency Act (CTA) or their obligations thereunder, to prepare, review, submit, or update any document under the CTA, or to prepare or file any entity formation or registration documents on behalf of the City or any other person.

### ***Conflict of Interest Policy***

Our firm is one of the largest in Michigan. In addition to having the largest public finance practice in the State, our attorneys represent a great many clients and our practice is in many different legal areas. At one time or another, our firm has represented nearly every large and many smaller commercial and investment banks and other bond purchasers that do business in Michigan.

We are not representing and do not intend to represent any other party in this financing. We do not believe that our representation in unrelated matters of the various other parties both in and out of the municipal area will affect our ability to serve the City as bond counsel.

Because we are a large firm with many clients we are asked occasionally to represent a client in a matter adverse to the City. We, of course, would decline to represent any client in a matter involving the City that would conflict with our services to the City as bond counsel for the above issue. Moreover, before we would represent a client adverse to the City in any area not involving the bond issue, we would advise the City before undertaking such representation.

### ***Fees***

It is our understanding that the City intends to issue a single series of capital improvement bonds in the approximate amount of \$2,600,000 to \$3,000,000. Based on the terms, structure, size and schedule of financing, the time we anticipate devoting to the financing, and the responsibilities that we assume, our legal fee as bond counsel would be \$23,500, inclusive of expenses. Such fees may vary if: (i) the principal amount stated above is changed substantially, (ii) if material changes in the structure of the financing occur, or (iii) unusual or unforeseen circumstances arise which require a significant increase in our time or responsibility. If at any time we believe that circumstances require an adjustment of our original fee estimate, we will consult with you.

**MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.**

Ms. Lisa Nocerini

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September 25, 2024

Our customary practice is to submit our invoice for payment at the time of the delivery of the Bonds. The invoice may be paid from the proceeds of the Bonds.

We welcome this opportunity to be of service to the City and look forward to working with you. If you have any questions regarding this letter, please give me a call.

Very truly yours,

Miller, Canfield, Paddock and Stone, P.L.C.

By:   
Thomas D. Colis