



City of Hartford * County of Van Buren * State of Michigan

TO: Mayor Hall and the Hartford City Commissioners

FROM: Nicol Brown, City Manager

DATE: October 28, 2024

RE: APPROVE DICKINSON WRIGHT PLLC TO SERVE AS BOND COUNSEL FOR THE DRINKING WATER STATE REVOLVING FUND (DWSRF) WATER REVENUE BONDS & BOND ANTICIPATION NOTE (BAN)

ITEM BEFORE THE COMMISSION:

The item before the Commission is to approve Dickinson Wright PLLC to serve as bond counsel for the Drinking Water State Revolving Fund (DWSRF) project.

DISCUSSION:

The city was identified to receive a total of \$11,760,000, including \$4,704,00 in grant funding and \$7,056,00 in a 1.00% loan through the Michigan Department of Environment, Great Lakes, and Energy (EGLE) Drinking Water State Revolving Fund (DWSRF) Draft Intended Use Plan (IUP).

Dickinson Wright is proposing the following services to become the bond counsel for the DWSRF project.

- Meet with the Issuer's representatives and the Issuer's consultants regarding the proposed financing.
- Provide legal advice on the best method for authorizing, issuing, and delivering the Bonds.
- Analyze the bonds and the project to ensure compliance with the requirements of the Internal Revenue Code and applicable Michigan law.
- Prepare and review documents necessary or appropriate to the authorization, issuance, and delivery of the Bonds (including, without limitation, the resolution of the governing body of the Issuer declaring the Issuer's intent to issue bonds, the resolution of the governing body of the Issuer authorizing the issuance of the Bonds and the order of the Issuer approving the sale

of the Bonds and all necessary closing documents, and coordinating the authorization and execution of such documents.

- Assist the Issuer in seeking from other governmental authorities (including, without limitation, the Michigan Department of Treasury) such approvals, permissions, and exemptions as we determine are necessary or appropriate in connection with the authorization, issuance, and delivery of the Bonds, except that we will not be responsible for any blue-sky filings.
- Attend such meetings, conferences, and bond closings as required.
- Subject to the completion of proceedings to our satisfaction, deliver our legal opinion (the “Bond Opinion”) regarding the validity and binding effect of the Bonds, the source of payment and security for the Bonds, and the excludability of the interest on the Bonds from gross income for federal and Michigan income tax purposes. Our Bond Opinion will be addressed to the Issuer and delivered by us on the date the Bonds are exchanged for their purchase price (the “Closing”).
- Prepare the closing transcripts for the Bonds.
- Our bond opinion will be based on facts and laws existing as of its date. In rendering our Bond Opinion, we will rely upon the certified proceedings and other certifications of public officials and other persons furnished to us without undertaking to verify the same by independent investigation, and we will assume continuing compliance by the Issuer with applicable laws relating to the Bonds. During this engagement, we will rely on you to provide complete and timely information on all developments on any aspect of the Bonds and their security. We understand that you will direct Issuer officials and employees of the Issuer to cooperate with us in this regard.
- Our duties in this engagement are limited to those legal services expressly set forth above, which are services traditionally provided by bond counsel. As attorneys, we do not represent ourselves as financial advisors or experts and do not provide advice that is primarily financial, such as advice concerning the financial feasibility of the Project or the financing, recommending a particular structure for the Bonds as being financially advantageous, advice estimating or comparing the relative cost to maturity of the Bonds depending on various interest rate assumptions, or advice regarding the financial aspects of pursuing a competitive sale versus a negotiated sale. Prior to our becoming involved with this project, the Issuer has decided to issue the bonds through the DWSRF program.
- Specifically, among other things, our duties under this letter do not include: (a) handling litigation that may arise concerning the Bonds; (b) services relating to any grant funds for the Project or to any contracts or agreements related thereto; (c) preparing requests for tax rulings from the Internal Revenue Service or no-action letters from the Securities and Exchange Commission; (d) preparing blue sky or investment surveys for the Bonds; (e) making an investigation or expressing any view as to the creditworthiness of the Issuer or