

City of Mt. Sterling



11/21/2016

Independent Registered Municipal Advisor (IRMA) Representation Letter

The City of Mt. Sterling, Brown County, Illinois (the "City") is hereby disclosing and notifying all potential underwriters, placement agents and other market participants that it has retained an Independent Registered Municipal Advisor ("Municipal Advisor" or "IRMA") pursuant to Section 975 of Title IX of the Dodd-Frank Wall Street reform and Consumer Protection Act ("Dodd-Frank Act") amended Section 15B of the Securities Exchange Act of 1934 ("Exchange Act").

By publicly posting the following written disclosure, the City intends that market participants receive and use it for purposes of the Independent Registered Municipal Advisor Exemption (the "IRMA Exemption") as provided in the Securities and Exchange Commission's final rules adopted for municipal advisor registration (the "Final MA Rules").

Disclosure of Independent Registered Municipal Advisor Representation

The City is represented by and will rely on its Municipal Advisor, **The Economic Development Group, Ltd.** ("EDG"), and more specifically Steven Kline, Gwen Crawford and Paul Ostrosky, for General Municipal Advisory Services and to provide advice on proposals from financial services firms concerning the issuance of municipal securities and municipal financial products. The individuals listed herein are on our retained team at our Municipal Advisor and have been employed by our Municipal Advisor for two years (or more) prior to the date of this disclosure and, thus, are not "associated" (as defined in the Final MA Rules) at either an entity level or an individual level with persons seeking to rely on the IRMA Exemption. Any changes to the City's team going forward will be promptly posted to the City's website. **The written notice required under the IRMA Exemption of the Final MA Rules stating that an underwriter or placement agent is not a municipal advisor and is, therefore, not subject to a fiduciary duty to the City should be provided to the City at the address noted below, with a copy to The Economic Development Group, Ltd. at 1701 Clearwater Avenue, Bloomington, Illinois 61704.**

Notices and proposals should be addressed to Ms. Vada Yingling, City Administrator, City of Mt. Sterling, 145 W. Main Street, Mt. Sterling, Illinois 62353. To encourage the continued sharing of ideas and propriety information by market participants, the City intends to keep original materials provided by and concepts it discusses with market participants from time to time confidential (to the extent provided by law), but hereby reserves the right, in its sole discretion, to share any information which will be seriously considered by the City with its Municipal Advisor. **Please note that aside from regulatory mandated correspondence between an underwriter and municipal advisor, an underwriter or placement agent should not speak directly with or send documents directly to the City's Municipal Advisor unless specifically directed to do so by the Mayor or designated personnel.**

This Representation Letter may be relied upon until amended or otherwise replaced by a new Representation Letter posted to the City's website.

Sincerely,

Dane Flesner, Mayor
City of Mt. Sterling, Illinois