

RESOLUTION NO.: 21 -2014
INTRODUCED BY: Mayor Headen

A RESOLUTION AUTHORIZING THE MAYOR TO ENTER INTO AN AGREEMENT WITH SUDSINA & ASSOCIATES, LLC FOR FINANCIAL ADVISORY SERVICES.

WHEREAS, the City is in need of professional assistance with respect to financial advisory services dealing with the \$1,190,000 Street Improvement Bond Anticipation Note maturing on June 18, 2014 and the firm of Sudsina & Associates, LLC has satisfactorily assisted the City in the past with respect to this type of service;

NOW, THEREFORE, be it resolved by the Council of the City of Richmond Heights, State of Ohio, that:

Section 1: The Mayor is authorized to execute an engagement letter agreement with Sudsina & Associates, LLC for financial advisory services pursuant to the attached engagement letter and scope of services, fully incorporated herein as Exhibit A, for an amount not to exceed \$4,500.00 for its services and contingent upon the successful sale and closing of the debt proceedings referred to in the letter agreement and an additional amount not to exceed \$1,000 for expenses that may be incurred related to credit rating presentations, if any.

Section 2: The Director of Finance is authorized and directed to appropriate to a proper account the amount necessary for the agreement approved in Section 1 of this Resolution.

Section 3: It is found and determined that all formal actions of this Council concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Council, and that all deliberations of this Council and any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

Section 4: This Resolution shall take effect and be in force from and after the earliest period allowed by law.

PASSED: _____

Miesha Wilson Headen, Mayor

APPROVED: _____

David H. Roche

ATTEST: _____

Betsy Traben

Clerk of Council

David H. Roche

President of Council

EXHIBIT A



January 14, 2014

Ms. Miesha Headon
Honorable Mayor
City of Richmond Heights
457 Richmond Road
Richmond Heights, Ohio
44143

Dear Mayor Headon,

Dear Mayor, Happy New Year! It was a pleasure to meet with you and Council on December 30, 2013 and discuss briefly our work with the City on its Credit Rating and Note Issues over the last several years. Council passed the necessary legislation for a strong start to 2014. We have assisted the City for several years and most recently were involved in the successful sale and Standard & Poor's assigned A/Stable Rating for the City.

The City has a \$1,190,000 Street Improvement Bond Anticipation Note maturing on June 18, 2014. I also understand that the City plans to roll it again this year. We welcome the opportunity to work with you and the City again in 2014.

We are providing this proposal/engagement letter describing the services to be supplied by Sudsina & Associates, LLC as financial advisor in connection with the competitive issuance of the City's Street Improvement Note Issue.

Scope of Services

As financial advisor, we view our role in this engagement as fourfold; first, to assist the City working along side bond counsel, and its finance team, on all aspects of the financing, second, to minimize the City's required effort to execute an effective debt issuance; third, to achieve the highest possible note/bond rating for the City, and finally, to oversee the successful sale of the City's debt at the best available market rates. The proposed services will include the following:

- I.** Review of the City's financial profile and debt issuance capacity.
- II.** Conduct discussions with bond counsel to achieve a consensus on the City's debt issuance capabilities and appropriate underlying security.
- III.** Analyze various structuring scenarios to determine the most advantageous alternatives to meet the City's needs including long-term General Obligation Bonds and any Bond Anticipation Notes.
- IV.** Prepare a Schedule of Events and Parties List for either the Note or the Bond Sale.
- V.** Assist in the preparation and presentation to the rating agency.

- VI. Assist with the preparation of financial documents and review legal documents related to the recommended debt issue, the Notice of Sale and including the Preliminary Official Statement if a bond issue is preferred. Assist with presentations to the City's Council and other interested parties to explain the structuring alternatives and other related issues.
- VII. Conduct the necessary process to solicit bond registrar and printing services for the transaction and coordinate the necessary services from these parties.
- VIII. Remain available for meetings with, or presentations to City officials to discuss the final note sale outcome.
- IX. Ensure the comprehensive distribution of the Notice of Sale and the OMAC Report.
- X. Work with the City, bond counsel and the other members of the finance team to prepare the issue for sale to the general market place.
- XI. Oversee the competitive sale schedule, execution and closing, including consideration using Parity for the competitive internet bond issue sale.
- XII. Remain available for post-sale consultation.

Fees and Expenses

For the above Scope of Services our fee will be \$4,500.00 for the \$1,190,000 Street Improvement Note Issue Sale in June of this year. Fees for bond and note issues will be only be billed upon the successful sale and closing of the debt proceedings. The only expenses that will be charged over and above these fees will be for any expenses incurred related to credit rating presentations.

Termination

Either party may terminate this engagement upon thirty (30) days' prior written notice to the other party.

Please feel free to contact me to discuss this proposal/engagement letter or any other related questions you might have. Thank you for providing Sudsina & Associates, LLC this opportunity to serve the City of Richmond Heights again with this very important financing.

Sincerely,

Approved:

Stephen Szanto
Managing Director

Miesha Headon
Mayor

Cc. Jeff Smock
Acting Finance Director