

March 15, 2022

Mary Chandler
Treasurer
Trailer Estates Park & Recreation District
1903 69th Avenue West
Bradenton, FL 34207

Dear Ms. Chandler:

Thank you for reaching out to discuss Public Resources Advisory Group's ("PRAG") ability to provide independent municipal financial advisory services to Trailer Estates Park & Recreation District (the "District") in connection with a tax-exempt bank loan of approximately \$1.5 million to fund capital improvements to the District for repair of the District's seawall and potential improvements to the District's buildings and facilities.

PRAG is an independent municipal advisory-only firm founded in 1985 that specializes in providing financial and debt-related advice to local governments and their agencies, authorities and special districts including community development districts. PRAG is registered as a municipal advisor with the MSRB (MSRB ID K0133) and the SEC (Municipal Advisor Registration Number 867-00146).

Our local clients include Manatee County, Pinellas County, Hillsborough County and the cities of Tampa, Clearwater and Palmetto. We have represented community development districts including Bobcat Trails Community Development District, Lexington Oaks Community Development District, University Place Community Development District and Venetian Community Development District, all of whom used assessment backed financing for tax-exempt bank loans.

PRAG's services will consist of:

- Developing and distributing a detailed Request for Proposals to a variety of commercial banks to ensure a competitive process for the District's financing;
- Initiating direct contact with those banks we believe will be most competitive;
- Analyzing the proposed rates and terms, prepare a cash flow model of sources and uses and debt service requirements and recommending our view of the best value bank to the District;
- Work with the District's staff, District Counsel, Bond Counsel and Bank Counsel to develop the loan documents;
- Assist the District in obtaining any other professional services required for the financing, including an Assessment Methodology Consultant;
- Review the assessment methodology and other supporting documentation;
- Presenting the final financing structure to the District's Board for approval; and,
- Document and coordinate the loan closing process.



We understand that the District would prefer a 15-year term and desires to close in May. We also understand that District Counsel will coordinate the involvement of any special legal counsel, including bond counsel.

As Project Manager, I would be responsible for the direct delivery of advisory services to the District. I have over 30 years of experience in commercial banking, public finance investment banking, public-private partnerships and municipal financial advisory services. I am registered as a Municipal Advisor Principal (Series 54) and am based in our downtown St. Petersburg office.

We are proposing a fee of \$12,500 to represent the District as Financial Advisor. Our fee will be contingent upon a successful closing of the financing and our engagement would terminate 30 days after the closing of the financing. This agreement may be cancelled by either party with 30-days notice. As we are a regulated entity, I have enclosed our required disclosures for your review. The Addendum attached hereto is incorporated herein by reference.

Pursuant to Florida Statutes §119.0701, to the extent PRAG is performing services on behalf of the District, PRAG shall be required to:

- i. Keep and maintain public records that ordinarily and necessarily would be required by the District in order to perform this service.
- ii. Upon request from the District's custodian of public records, provide the custodian with a copy of the requested records or allow the records to be inspected or copied within a reasonable time at a cost that does not exceed the cost provided in this chapter or as otherwise provided by law.
- iii. Ensure that public records that are exempt or confidential from public records disclosure requirements are not disclosed except as authorized by law for the duration of the Agreement and following completion of the Agreement if company does not transfer the records to the public agency.
- iv. Upon completion of the Agreement, transfer, at no cost, to the District all public records in possession of the Architect or keep and maintain public records required by the District to perform the service. If PRAG transfers all public records to the District upon completion of the Agreement, PRAG shall destroy any duplicate public records that are exempt or confidential and exempt from public records disclosure requirements. If PRAG keeps and maintains public records upon completion of the Agreement, PRAG shall meet all applicable requirements for retaining public records. All records stored electronically must be provided to the District, upon request from the District's custodian of public records, in a format that is compatible with the information technology systems of the District.

IF PRAG HAS QUESTIONS REGARDING THE APPLICATION OF CHAPTER 119, FLORIDA STATUTES, TO THEIR DUTY TO PROVIDE PUBLIC RECORDS RELATING TO THIS AGREEMENT, CONTACT THE CUSTODIAN OF PUBLIC RECORDS AT:

By email: trailerestates@trailerestates.com

By phone: 941-756-7177

Mail or hand delivery:

Attn: TJ Miller

Trailer Estates Park and Recreation District

1903 69th Avenue W

Bradenton, FL 34207



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PRAG shall comply with the requirements of Section 448.095, Florida Statutes. Further, if PRAG utilizes a subcontractor, the PRAG shall require the subcontractor to comply with the requirements of Section 448.095, Florida Statutes. This agreement shall not be assigned or shall be performed by a subcontractor without the written consent of the Board of Trustees of the District.

This Agreement is governed by the laws of the State of Florida and venue for any dispute shall be in the courts in and for Manatee County, Florida.

I am available to discuss our proposal at your convenience.

Sincerely,

PUBLIC RESOURCES ADVISORY GROUP

A handwritten signature in blue ink that reads "Wendell G. Gaertner".

Wendell G. Gaertner
Senior Managing Director

cc: Mark Barnebey, District Counsel

Accepted:

A handwritten signature in black ink that reads "Mary Chandler".



ADDENDUM REQUIRED DISCLOSURES

As a registered municipal advisor, PRAG is required to have written documentation of its agreement with you and must provide certain information to you. This Addendum to our letter dated March 15, 2022 (the "Agreement") is provided under Municipal Securities Rulemaking Board ("MSRB") Rule G-42, effective June 23, 2016, in connection with the municipal advisory services we will be providing to you. This Addendum will serve as the written documentation required under MSRB Rule G-42 of certain specific terms, disclosures and other items of information relating to our municipal advisory relationship as of the date this letter is signed by PRAG.

1. Scope of Services

(a) Services to be provided: The scope of services with respect to PRAG's engagement with the District is as provided in the Agreement (the "Scope of Services").

(b) Limitations on Scope of Services: The Scope of Services is subject to such limitations as may be provided in the Agreement.

2. Term. The term of PRAG's engagement as municipal advisor and the terms on which the engagement may be terminated are as provided in the Agreement.

3. Municipal Advisor's Regulatory Duties When Servicing the District. MSRB Rule G-42 requires that PRAG make a reasonable inquiry as to the facts that are relevant to the District's determination whether to proceed with a course of action or that form the basis for the advice provided by PRAG to the District with respect to municipal financial products or the issuance of municipal securities, including with respect to the structure, timing, terms, and other similar matters concerning such financial products or issues, based on all the facts and circumstances. The rule also requires that PRAG undertake a reasonable investigation to determine that it is not basing any recommendation on materially inaccurate or incomplete information. PRAG is also required under the rule to use reasonable diligence to know the essential facts about the District and the authority of each person acting on the District's behalf.

Accordingly, PRAG will seek the District's assistance and cooperation, and the assistance and cooperation of the District's agents, with the carrying of these regulatory duties, including providing to PRAG accurate and complete information and reasonable access to relevant documents, other information and personnel needed to fulfill such duties. In addition, if the District provides direction to PRAG to review a recommendation made by a third party, PRAG requests that the District provide any information it has received from such third party relating to its recommendation.

4. Compensation. The form and basis of compensation for PRAG's services as municipal advisor are as provided in the Agreement.

5. Disclosures of Conflicts of Interest. MSRB Rule G-42 requires that municipal advisors provide to their clients disclosures relating to any actual or potential material conflicts of interest, including certain categories of potential conflicts of interest identified in Rule G-42, if applicable. Accordingly, PRAG makes the following disclosures with respect to material conflicts of interest in connection with the Scope of Services under this Agreement, together with explanations of how PRAG addresses or intends to manage or mitigate each conflict.

With respect to all of the conflicts disclosed below, PRAG mitigates such conflicts through its adherence to its fiduciary duty to the District, which includes a duty of loyalty to the District in performing all municipal advisory activities for the District. This duty of loyalty obligates PRAG to deal honestly and with the utmost



good faith with the District and to act in the District's best interests without regard to PRAG's financial or other interests.

(a) Compensation-Based Conflicts: A portion of the fees due under this Agreement and the payment of such fees shall be contingent upon the delivery of the issue. While this form of compensation is customary in the municipal securities market, this may present a potential conflict of interest because it could create an incentive for PRAG to recommend unnecessary financings or financings that are disadvantageous to the District.

(b) Other Municipal Advisor Relationships: PRAG serves a wide variety of other clients that may from time to time have interests that could have a direct or indirect impact on the interests of the District. For example, PRAG serves as municipal advisor to other municipal advisory clients and, in such cases, owes a regulatory duty to such other clients just as it does to the District under this Agreement. These other clients may, from time to time and depending on the specific circumstances, have competing interests. In acting in the interests of its various clients, PRAG could potentially face a conflict of interest arising from these competing client interests.

6. Disclosures of Information Regarding Legal Events and Disciplinary History. MSRB Rule G-42 requires that municipal advisors provide to their clients certain disclosures of legal or disciplinary events material to its client's evaluation of the municipal advisor or the integrity of the municipal advisor's management or advisory personnel. Accordingly, PRAG sets out below required disclosures and related information in connection with such disclosures.

There are no legal or disciplinary events that are material to the District's evaluation of PRAG or the integrity of PRAG's management or advisory personnel disclosed, or that should be disclosed, on any Form MA and Form MA-I filed with the SEC. The District may electronically access PRAG's most recent Form MA and each most recent Form MA-I filed with the SEC at the following website: www.sec.gov/edgar/searchedgar/companysearch.html.

PRAG has not made any material legal or disciplinary event disclosures on Form MA or any Form MA-I filed with the SEC.

7. Future Supplemental Disclosures. As required by MSRB Rule G-42, this letter may be supplemented or amended, from time to time as necessary, to reflect changed circumstances resulting in new conflicts of interest or changes in the conflicts of interest described above, or to provide updated information with regard to any legal or disciplinary events of PRAG. PRAG will provide the District with any such supplement or amendment as it becomes available throughout the term of the Agreement.

Other Required Disclosure (G-10)

The MSRB website at www.msrb.org, includes the Municipal Advisory client brochure that describes the protections that may be provided by the MSRB Rules and how to file a complaint with an appropriate regulatory authority.

PUBLIC RESOURCES ADVISORY GROUP

A handwritten signature in blue ink that reads "Wendell G. Gaertner".

Wendell G. Gaertner
Senior Managing Director