

Dear Mr. Hall,

This engagement letter describes the services to be provided by Sudsina & Associates, LLC as Municipal Advisor in connection with the District's debt issues, certificates of participation, private placements or other financings of the District.

Scope of Services

As Municipal Advisor, we view our role in this engagement as fourfold; first, to assist the District's staff, working alongside bond counsel, and the selected underwriter, if any, on all aspects of the financing, second, to minimize the School District's required effort to execute an effective debt issuance; third, to achieve the highest possible credit rating for the debt, if any, and, finally, to oversee the successful sale or placement of the debt at the best available market rates. The proposed services will include the following components as necessary:

- I.** Review of the District's financial profile and debt issuance capacity.
- II.** Conduct discussions with bond counsel to achieve a consensus on the District's debt issuance capabilities and appropriate underlying security.
- III.** If requested, conduct a request for proposals process for investment banking firms to underwrite or place the debt, including interviews if necessary, and work with District officials to select an underwriting team.
- IV.** Analyze various financing structuring scenarios to determine the most advantageous alternatives to meet the District's financing needs.
- V.** Review financial and legal documents related to the recommended debt issue, including the Preliminary Official Statement.
- VI.** Assist with presentations to the Board of Education and other interested parties to explain the structuring alternatives and other related issues.
- VII.** Collaborate with District officials and the rest of the financing team to prepare a credit rating strategy and presentation with the specific goal of obtaining the highest possible rating for the District.
- VIII.** Analyze the potential financial benefit to the District of participation in the Ohio School District Credit Enhancement Program (OSDCEP) for the transaction and making a recommendation accordingly.
- IX.** Analyze the potential financial benefit to the District of purchasing bond insurance for the transaction and making a recommendation accordingly.
- X.** Coordinate any necessary follow-up with rating, OSDCEP or insurance analysts.

- XI.** Remain available for meetings with, or presentations to, District officials to discuss the final rating outcome.
- XII.** Assist with the determination of the appropriate method of sale, be it through negotiation with a specific bank or underwriting team, or through competitive sale.
- XIII.** Oversee the comprehensive distribution of the Preliminary Official Statement, if any.
- XIV.** Work with the District and the underwriter(s) (if any) to prepare the issue for sale to the general market place or direct placement.
- XV.** Oversee the sale execution or placement, participating in pre-pricing conference calls, re-pricing deliberations, and provide a post-sale analysis.
- XVI.** Remain available for post-sale consultation.
- XVII.** If requested, assist District officials with the investment strategies for debt proceeds, including escrow securities and coordinate interviews with investment advisors.

Fees and Expenses

The fees to be paid by the Brecksville Broadview Heights School District to Sudsina & Associates, LLC are contingent on the successful closing of the transaction. Although this form of compensation may be customary, it presents a conflict because Sudsina & Associates, LLC may have an incentive to recommend unnecessary financings or financings that are disadvantageous to the Brecksville Broadview Heights School District. The fee for this engagement is \$50,000. For example, when facts or circumstances arise that could cause the financing or other transaction to be delayed or fail to close, Sudsina & Associates, LLC may have an incentive to discourage a full consideration of such facts and circumstances, or to discourage consideration of alternatives that may result in the cancellation of the financing or other transaction. Sudsina & Associates, LLC manages and mitigates this conflict primarily by adherence to the fiduciary duty which it owes to municipal entities such as the Brecksville Broadview Heights School District which require it to put the interests of the Brecksville Broadview Heights School District ahead of its own.

Regulatory Disclosures

Sudsina & Associates, LLC has determined, after exercising reasonable diligence, that it has no known material conflicts of interest that would impair its ability to provide advice to the Brecksville Broadview Heights School Schools in accordance with its fiduciary duty to municipal entity clients such as the Brecksville Broadview Heights Schools. To the extent any such material conflicts of interest arise after the date of this Agreement, Sudsina & Associates, LLC will provide information with respect to such conflicts in the form of a written amendment or supplement to this Agreement.

Sudsina & Associates, LLC is registered as a “municipal advisor” pursuant to Section 15B of the Securities Exchange Act and rules and regulations adopted by the United States Securities and Exchange Commission (“SEC”) and the Municipal Securities Rulemaking Board (“MSRB”). As part of this registration Sudsina & Associates, LLC is required to disclose to the SEC information regarding criminal actions, regulatory actions, investigations, terminations, judgments, liens, civil judicial actions, customer complaints, arbitrations and civil litigation involving Sudsina & Associates, LLC. Pursuant to MSRB Rule G-42, Sudsina & Associates, LLC is required to disclose any legal or disciplinary event that is material to the Brecksville Broadview Heights School’s evaluation of Sudsina & Associates, LLC or the integrity of its management or advisory personnel. Sudsina & Associates, LLC has determined that no such event exists.

Copies of Sudsina & Associates, LLC filings with the United States Securities and Exchange Commission can currently be found by accessing the SEC's EDGAR system Company Search Page which is currently available at <https://www.sec.gov/edgar/searchedgar/companysearch.html> and searching for either Sudsina & Associates, LLC or for our CIK number which is 0001622205.

There have been no material changes to the legal or disciplinary events that Sudsina & Associates, LLC has disclosed to the SEC.

IRMA Exemption Representation

Sudsina & Associates, LLC is hereby providing the District with certain representations and certifications, on which the School District may rely, in providing its certification to financial services firms regarding the District's engagement of and reliance upon Sudsina & Associates, LLC, for financial advice in connection with these matters, which the District's certification evidences the District's use of an independent registered municipal advisor for purposes of enabling financial services firms to utilize an exemption (commonly referred to as the "IRMA Exemption") from the SEC Municipal Advisor Rule. Sudsina & Associates hereby represents and certifies as follows:

- (a) Sudsina & Associates, LLC, is registered with the U.S. Securities and Exchange Commission and the Municipal Securities Rulemaking Board (www.msrb.org) as a municipal advisor; and
- (b) Sudsina & Associates, LLC and the employees of Sudsina & Associates, LLC have not been associated with any other person within the last two years except Chase Bank and Piper Jaffray.

Complaint Procedure

Should the District want to register a complaint about the services provided by Sudsina & Associates, LLC there is a municipal advisory client brochure posted on the website of the Municipal Securities Rulemaking Board that describes the protections that may be provided by the Municipal Securities Rulemaking Board rules and how to file a complaint with an appropriate regulatory authority. The brochure can be accessed at (www.msrb.org).

The undersigned is authorized by Sudsina & Associates, LLC to provide the representations and certifications contained herein.

This agreement will remain in place and active until the District or Sudsina & Associates, LLC notifies the other party that the agreement has terminated. Either party may terminate at any time with 30 days written notice. Sudsina & Associates, LLC agrees to promptly amend or supplement this agreement to reflect any material changes or additions to this agreement, including regulatory changes.

We remain available to discuss this engagement letter or any other related questions you might have. Thank you for providing Sudsina & Associates, LLC this opportunity to serve Brecksville Broadview Heights Schools as its Municipal Advisor.

Sincerely,

Acknowledged:

Mr. Jeff Hall
CFO/Treasurer