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December 5, 2016

#### Independent Registered Municipal Advisor Representation Letter

The City of League City is hereby disclosing and notifying all potential underwriters and placement agents that it has retained an independent registered municipal advisor (“Municipal Advisor”). 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”).

The City of League City has retained an independent registered municipal advisor. The City of League City is represented by and will rely on its municipal advisor First Southwest Company, a division of Hilltop Securities, to provide advice on proposals from financial services firms concerning the issuance of municipal securities and municipal financial products (including escrow investments). The individual with primary responsibility for advising the City of League City on such matters is Joe Morrow. The individual listed herein is on our retained team at our Municipal Advisor and has 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 First Southwest Company, a division of Hilltop Securities, Attn: Joe Morrow, 700 Milam Street, Suite 500, Houston, TX 77002.

For purposes of investment of proceeds of municipal securities, the City of League City solicits investments based on market information provided by approved broker/dealers, as authorized by the City Council, and does not rely on these broker/dealers for advice. We understand that these broker/dealers are not acting as our municipal advisor in this capacity and are not subject to the fiduciary responsibility as set forth in Section 15B(c)(1) of the Securities Exchange Act of 1934, as amended.



Notices and proposals should be addressed to Rebecca Underhill, Assistant City Manager - Director of Finance at 300 W. Walker Street, League City, TX 77573. 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.

This certificate may be relied upon until December 31, 2017 or otherwise withdrawn by the City of League City.



