



2019
AGREEMENT for
MUNICIPAL ADVISORY SERVICES

THIS AGREEMENT, made and entered into on this _____ day of _____, 20____ (“Agreement”) by and between the Franklin Lakes Borough School District, 490 Pulis Avenue, Franklin Lakes, New Jersey 07417 (the “Issuer”), and Phoenix Advisors, LLC, Bordentown, New Jersey 08505 (“Phoenix Advisors”) for the provision of professional services as more fully described in the accompanying scope of services.

WITNESSETH:

WHEREAS, the Issuer wishes to engage a municipal advisory firm to advise the Issuer regarding, inter alia, the issuance of debt instruments and other matters relating to fiscal management; and

WHEREAS, Phoenix Advisors, being duly registered as a Municipal Advisor with the Securities and Exchange Commission (the “SEC”) and the Municipal Securities Rulemaking Board (the “MSRB”), provides professional municipal advisory services and has heretofore been appointed by the Issuer to provide such municipal advisory services until the expiration of this Agreement, as defined in Section 4 herein; and

WHEREAS, the parties desire to set forth herein the terms and conditions under which Phoenix Advisors will provide such services to the Issuer.

NOW, THEREFORE, THE PARTIES HERETO, IN CONSIDERATION OF MUTUAL COVENANTS HEREIN CONTAINED AND OTHER GOOD AND VALUABLE CONSIDERATION, EACH INTENDING TO BE LEGALLY BOUND, HEREBY AGREE AS FOLLOWS:

Section 1. Phoenix Advisors, exercising its fiduciary duty, will perform, inter alia, the tasks described in in the Scope of Services document(s) found in Exhibit I, attached hereto, and in accordance with the compensation schedule found in Exhibit II, attached hereto.

Section 2. Neither Phoenix Advisors nor any individual representing Phoenix Advisors possesses any authority with respect to any decision of the Issuer or any official of the Issuer beyond the rendition of information or advice. Phoenix Advisors is not legal counsel nor an accountant and is not providing legal or accounting guidance. None of the services contemplated in this Agreement shall be construed as legal services or a substitute for legal services. The Issuer hereby acknowledges its responsibility with respect to federal securities laws and represents its intention to comply in all respects with federal securities laws.

Section 3. Should the Issuer choose to engage Phoenix Advisors to perform services other than those described in the Scope of Services document(s) provided with this Agreement, including, but not limited to, project evaluation, proposal evaluation, certain consultant services, and assistance with rating agency surveillance, the Issuer will receive a written addendum describing such other services and the compensation for such other services to be received by Phoenix Advisors.

Section 4. This Agreement, as to municipal advisory services, shall be in effect through the closing of the transaction, as more fully described in the attached scope of services document and/or any addendum to this Agreement that describes the transaction.

Section 5. This Agreement shall be construed in accordance with and governed by the laws of the State of New Jersey.

IN WITNESS WHEREOF, The Issuer has caused this Agreement to be duly executed by its authorized representative and has caused its corporate seal to be hereto affixed, and Phoenix Advisors has caused this Agreement to be duly executed by an authorized party as of the day and year first above written.

FRANKLIN LAKES SCHOOL DISTRICT

PHOENIX ADVISORS, LLC

By: _____

By:  _____

Name: _____

Name: Sherry L. Tracey _____

Title: _____

Title: Senior Managing Director _____



Scope of Service

School Referendum & Debt Issuance

Phoenix Advisors, LLC, as Municipal Advisor, is an active participant at each juncture of your transactions to personally and professionally guide you to market and respond to your concerns and questions. Using our experience in the industry, our goal is to provide you with a complete understanding of the entire transaction and achieve the best for your taxpayers.

Phoenix Advisors has four primary objectives in your transactions: plan and develop a financing strategy and structure that will best fit your needs; coordinate the financing process; provide consulting service through the actual execution of the financing; and provide follow-up reporting and analyses after the transaction is complete.

Below, we outline services provided during the financing process. Bear in mind our goal, like yours, is to complete your debt issuance efficiently and professionally. Accordingly, this outline is not meant to be limiting – we will do those things necessary and appropriate to bring your transaction to a successful end.

Pre-Referendum Planning and Analysis

Phoenix Advisors provides analytical and support services for your referendum, including a comprehensive review of the school district's capital budget and its referendum strategy. Vitally important is accurate and succinct information available for and disseminated to the public. In its absence misinformation is promulgated, and one doesn't pass bond elections playing defense. Rumors about needs, cost, and tax impact are obviated by transparency and facts.

Preparation of Public Information and Presentations

Our professionals aid in developing strategies, brochures and presentations for public meetings, and information to be provided to the community. We also assist with the preparation of presentations for early-on meetings with municipal officials.

Tax Impact Analysis

Our professionals are skilled in developing comprehensive tax impact analyses for the proposed financing based on debt service and lease purchase payments (current and future), debt service aid, changes in operating budget resulting from potential financings, and project revenues (i.e., energy savings, SRECS, and project fund investment income).



Financial Modeling

An evaluation of financing options and the careful structuring of financial models is provided by Phoenix Advisors to demonstrate each option's benefits, costs and impacts.

News Releases

To aid in the communications effort regarding the referendum, Phoenix Advisors assists with the preparation of news releases about the proposed referendum. Accurate and concise information to the public is prerequisite to a successful bond referendum.

Applications to Oversight Boards

A clear presentation is prepared in anticipation of potential questions and *concerns* of oversight boards, including the Local Finance Board and the Department of Education, as applicable.

Plan Strategy and Structure

Phoenix Advisors professionals look beyond just the current transaction. We research and analyze your outstanding debt to provide a financing solution that best satisfies your needs now and in the future. We realize that you are ever changing, and while working on the current transaction, we are always watchful to maintain your flexibility to meet future needs and address shifting growth patterns. Among the services that Phoenix Advisors provides to achieve these goals are:

Examine and Analyze Financing Options and Concepts

The range options for an issue continues to evolve. We identify and analyze these options based upon cost-benefit and market analysis.

Analysis of Financing Structures

The appropriate bond structures and credit enhancements are determined based on carefully constructed analyses. For instance, during certain market conditions, it may be more advantageous to: issue short term notes rather than long term debt instruments, utilize capitalized interest or amortize debt over shorter rather than a longer timeframe.

Design Plan of Finance

A sound plan that addresses the issuer's existing financial strengths and growth patterns is designed to ensure the success of current and future transactions.



Coordinate the Financing Process

Phoenix Advisors coordinates every step of your transaction. Whether we are meeting with you and your professionals or making clear and concise presentations, we add organization and capability to the financing process. Importantly, as an issuer, you are selling a product (your debt) and Phoenix Advisors is uniquely qualified to help mesh your needs with what the marketplace wants. The result is the lowest borrowing cost available. In short, we diligently guide your transaction to the market with efficiency and expertise, achieving the best result for you. Among the services that Phoenix Advisors provides are:

Establish a Timetable for the Transaction

A timetable that outlines key events, dates and responsibilities for team members will be developed to ensure a quick and efficient financing.

Manage the Financing Team

We will coordinate the financing by scheduling meetings, assigning work product responsibility, and contacting finance team members.

Provide Input During Preparation of Financing Documents

Many important elements of the transaction will be set forth in the financing documentation. We advise as to critical components and appropriate language to aid in their completion.

Assist in Preparation of Official Statement

Our professionals ensure that the current needs and requirements of investors, insurers, and rating agencies are satisfied with the contents of the Official Statement. We will either take the lead in preparing the document or provide careful review and support of another professional's efforts.

Coordinate the Approval Process of Oversight Boards

A clear and concise presentation is prepared in anticipation of potential questions and concerns of all oversight boards, as applicable.

Develop a Rating Agency Strategy

An issue's rating may be the single most important factor in the cost of the financing. We add real value to the rating agency process by developing a strategy, preparing a comprehensive rating presentation, and assembling and presenting other necessary information to obtain the best result. We will also help you select the right agency for your transaction.



Evaluate Third Party Services

To avoid unnecessary expenses, Phoenix Advisors will draw specifications, solicit and evaluate bids, and recommend the most cost-effective qualified provider.

Execution of Financing

Phoenix Advisors is constantly watching and evaluating the market to help you select the best time to move forward with your transaction. Our experienced professionals provide you with valuable statistics and points of reference to gauge the overall market climate and evaluate your interest rates. After your successful sale, to ensure a smooth finish, Phoenix Advisors monitors all the details of your closing. This includes the error-free movement of funds and advice concerning the most effective investment of the transaction's proceeds. Among the services that Phoenix Advisors provides to achieve these goals are:

Structure the Terms of Financing

The terms of a bond issue are essential to the achievement of financing goals and a successful marketing effort. Phoenix Advisors' professionals will carefully analyze the options available for structure, final maturity, principal payment, redemption features, capitalized interest, and payment dates.

Investor Outreach

Information will be prepared and presented to potential investors and bidding underwriters to educate them regarding your debt offering. If appropriate, specially coordinated meetings will be conducted to answer questions and provide feedback. These efforts will directly bolster demand in the market, reducing borrowing costs to you.

Monitor the Market and Provide Recommendations for Timing

We evaluate the market climate to schedule your debt offering under the most advantageous market conditions available.

Provide Key Financial Indices and Comparisons

To assist you in evaluating the interest rates received for the financing, we will provide valuable statistics and comparisons. This information will allow you to understand the results and their relation to other comparable financings.



Active Participation in Bond Sale

We provide real-time translation of events as they unfold during competitive bid submission. For negotiated transactions, in addition, we have active dialogue and input with underwriters in setting the interest rates to guard your best interests.

Ensure a Smooth Closing

Phoenix Advisors arranges for the transfer of funds at closing and carefully reviews closing documents to ensure an error-free movement of bond proceeds and other funds on hand.

Follow-Up Reporting and Analysis

Phoenix Advisors' professionals stay by your side after your transaction is closed. We will provide you with follow-up reports and analysis displaying the details of your transaction and your new debt service requirements. We view our relationship with you as an ongoing process, not just a single transaction. Always vigilant for opportunities to save money for our clients, we will monitor your outstanding debt for refinancing prospects, bring to your attention market innovations, and willingly review any financing proposals. Of course, we will always be available to answer any questions that arise. The services Phoenix Advisors provides for follow-up reporting and analysis include:

Assist in Arranging or Providing for Investment of Bond Proceeds

Phoenix Advisors will recommend strategies and appropriate investments that accommodate the issuer's disbursement requirements and comply with Federal Arbitrage Regulations.

Provide a Permanent Debt Service Schedule

After the closing, Phoenix Advisors provides a clear presentation of your debt service requirements to be used during budget preparation and on debt service payment dates.

Create Summary Reports and Analysis

Our professionals will provide reports summarizing your transaction to share with oversight boards and others, as you may choose.

Monitor Outstanding Debt

Phoenix Advisors monitors your outstanding debt, even after your transaction closes, continuously watching for opportunities to save.

Compensation

Franklin Lakes Borough School District will compensate Phoenix Advisors for the provision of professional services, in accordance with this agreement, as more particularly set forth below:

a) Bond Issuance:

\$9,500 plus \$0.50 per \$1,000 issued

b) Note Issuance:

\$1,500 plus \$0.20 per \$1,000 issued

c) Out-of-Pocket Expenses.....None

MSRB-REQUIRED DISCLOSURES

- The MSRB's website is www.msrb.org, and the link for the Municipal Advisor Client Brochure is www.msrb.org/Rules-and-Interpretations/MSRB-Rules-General/~media/34C3F2794313495AA2B0251D6DB8311A.ashx
- SEC forms MA and MA-I are available for inspection on the SEC's EDGAR website at: www.sec.gov/edgar/searchedgar/companysearch.html
- There are no legal or disciplinary events concerning Phoenix Advisors, LLC, our management, or advisors filed on any Form MA or Form MA-I filed with the SEC

Phoenix Advisors, LLC, a municipal advisor duly registered with the Securities and Exchange Commission ("SEC") and the Municipal Securities Rulemaking Board ("MSRB"), is aware of no conflict(s) of interest that would preclude us from fulfilling our responsibilities, including our fiduciary duty, our duty of loyalty, and our duty of care as your municipal advisor on any transaction for which Phoenix Advisors is engaged. Should we become aware of any conflict, we would immediately inform the affected parties.

Phoenix Advisors, LLC, offers a variety of services, including but not limited to Municipal Advisor services, Consulting and Post-Issuance Compliance services. There could be the appearance of a potential conflict of interest in cross-selling services. Phoenix Advisors mitigates the potential for this perceived conflict by adhering to a high standard of suitability for any service rendered to our clients, and by clearly disclosing that there is no contingency requiring a client to accept multiple services.

Phoenix Advisors has a fiduciary obligation to put your interests ahead of ours, and we take this obligation seriously. We maintain policies and procedures to uphold our standards. Our internal compliance protocol dictates regular reviews of client transactions for compliance with all applicable MSRB rules. Under the same applicable MSRB rules, all municipal advisors are required to provide to clients written documentation of their municipal advisory relationships with clients. You have received a written agreement that includes, among other details, the scope of services to be provided by Phoenix Advisors, and details concerning the fees for these services.

The MSRB believes that certain forms of compensation may create the potential for conflicts of interest. Forms of compensation, of course, may vary depending upon the nature of the engagement and requirements of the client. The MSRB requires that we provide information concerning compensation and its potential to cause a conflict of interest. Various forms of compensation are:

Fixed fee. Under a fixed fee form of compensation, the municipal advisor is paid a fixed amount established at the outset of the transaction. The amount is typically based upon an analysis by the client and the advisor of the expected duration and complexity of the transaction and the agreed upon scope of work that the advisor will perform. This form of compensation, in the view of the MSRB, presents a potential conflict of interest because the advisor may recommend less time-consuming alternatives, or fail to do a thorough analysis of alternatives.

Hourly fee. Under an hourly fee form of compensation, the municipal advisor's fee is based upon the number of hours worked by the advisor. This form of compensation presents a potential conflict of interest if the client and the advisor do not agree on a reasonable maximum number of hours at the outset of the engagement, because the advisor does not have a financial incentive to recommend alternatives that might result in fewer hours worked.

Fee contingent upon the completion of a financing or other transaction. Under a contingent fee form of compensation, payment of an advisor's fee is dependent upon the successful completion of a financing or other transaction. Although this form of compensation may be customary for the client, it presents a potential conflict because the advisor may have an incentive to recommend unnecessary financings or financings that are disadvantageous to the client.

Fee paid under a retainer agreement. Under a retainer agreement, fees are paid to a municipal advisor periodically, e.g., monthly, and are not contingent upon the completion of a financing or other transaction. Fees paid under a retainer agreement may be calculated on a fixed fee basis, e.g., a fixed fee per month regardless of the number of hours worked, or an hourly basis, e.g., a minimum monthly payment, with additional amounts payable if a certain number of hours worked is exceeded. A retainer agreement does not present the conflicts associated with the type of contingent fee arrangement described above.

Fee based upon principal transaction. Under this form of compensation, the municipal advisor's fee is based upon a percentage of the principal amount of an issue of securities, e.g., bonds. This form of compensation may potentially incent the municipal advisor to recommend that the client increase the amount of the issue unnecessarily to increase the advisor's fee.

If you have any questions about your relationship with Phoenix Advisors, call your Municipal Advisor professional at 866-291-8180.



February 22, 2019

Mr. Michael Solokas, Business Administrator
Franklin Lakes Board of Education
490 Pulis Avenue
Franklin Lakes, NJ 07417

Dear Mr. Solokas:

On behalf of Phoenix Advisors, LLC, I am pleased to submit the enclosed proposal to serve as Municipal Advisor to the Franklin Lakes Board of Education in connection with the Board's proposed issuance of School Bonds.

Phoenix Advisors, LLC is the leading provider of Municipal Advisory services in the State of New Jersey; guiding municipalities, school districts, authorities, and counties through the issuance of debt. **Phoenix Advisors, LLC has served as Municipal Advisor on more than 2,600 issues, totaling over \$27 billion.** Our experience is second to none, we have seen it all and we have done it all.

As Municipal Advisor, the services provided by Phoenix Advisors are comprehensive and unique. We will extend ourselves to do all things appropriate to bring about a successful financing, all within our quoted fee, paid **only** upon the closing of your debt issues, with **no hourly costs or add-ons!**

Our team of experienced professionals is involved in every step of the transaction, from initial structuring and projections, to credit rating presentations, pricing, and closing of the transaction. Using our market expertise, we will assist you in analyzing options for the financing with the goal of producing the lowest-cost borrowing available. Phoenix Advisors, as your Municipal Advisor, is absolutely on your side. Keeping only your best interests at heart, we provide unmatched value and service, as detailed below:

- ✓ Develop a debt plan;
- ✓ Analyze the costs and benefits of the proposed financing plan;
- ✓ Facilitate a smooth-running, properly structured transaction;
- ✓ Manage the rating process and construct a detailed presentation to guide discussions with the rating agency(ies);
- ✓ Recommend best practices for your sale;
- ✓ Continuously monitor market conditions and their effect on your proposed issue by using our Bloomberg Financial and Thomson Financial Market Monitor (TM3) resources – we know the market!;
- ✓ Assist in the preparation of the Preliminary and Final Official Statements;
- ✓ Manage the sale on your behalf by providing comparables to ensure the lowest rates available; and
- ✓ Use our quantitative expertise to provide timely and accurate analysis.



Critical to a successful bond sale is obtaining the highest possible rating for you and effectively managing the rating process. Equally important is communication of the sale and your credit to the investment community. These, and all of the services detailed above, are services that Phoenix Advisors, as your Municipal Advisor, will provide. The attached proposal provides a more detailed description of our comprehensive services.

We believe that Phoenix Advisors' commitment to municipal finance, coupled with our expertise in bringing debt issues to market, will make a tremendous contribution to the success of your financings. We look forward to meeting with you to discuss Phoenix Advisors and the services we provide in more detail. Thank you for the opportunity to submit this proposal and we look forward to working with you and the Board as its Municipal Advisor!

Sincerely,

A handwritten signature in black ink that reads "Sherry Tracey".

Sherry Tracey
Senior Managing Director

attachment