

February 24, 2025

Mr. Neil Stevenson, Town Manager
Town of Ingalls
308 N. Meridian
Ingalls, Indiana 46048

Re: Engagement Letter – Scope of Potential Services

Dear Neil:

It was a pleasure meeting with you, Carl Marlett, Susan Reed and Nathon Fox last week. You are leading the Town through an exciting time with all of the new developments coming in the very near horizon. We very much appreciate the vision of working with a firm such as Krohn & Associates. A firm that has extensive expertise in virtually all areas of local government finance. Whether it is assisting with compliance and reporting requirements, evaluating the merits of economic development opportunities or assisting with the nuts and bolts of taking an opportunity and seeing it through to fruition, our firm is well suited to provide comprehensive financial advisory services for the Town. Our firm has a long history of service to the Town of Ingalls, as well as communities throughout the State of Indiana. We practice as a duly licensed Indiana CPA Firm; and also have 7 members of our firm that are SEC Registered Municipal Advisors in good standing having successfully fulfilled the SEC's Series 50 M.A. Requirements. As the firm's Executive Partner, I also have fulfilled the SEC's Series 54 M.A. Requirements.

Scope of Services:

While the Town is in the midst of a water infrastructure project and is working with another firm on the proposed financing through the Indiana State Revolving Fund (SRF), we would be pleased to offer feedback to Town Officials should questions arise concerning that particular matter. However, our firm would initially focus on potential economic development initiatives, financial analysis, projections and consulting services related thereto. We would also assist the Town with its DLGF Budget activities and compliance reporting requirements for the Town and the Town's Redevelopment Commission (RDC). In short, our firm will provide "on-call financial consulting services" as needed and at the request of the Town.

Municipal Advisor Agreement:

The attached, proposed Municipal Advisory Agreement includes disclosures required by the SEC, including potential conflict of interest mitigation and our hourly fee schedule for 2025. Please do not hesitate to contact me with any questions and return a signed copy.

SCANNED

MAR 12 2025

Fees and Invoicing

Fees charged for work performed are generally based on hourly rates, as set forth in Exhibit A, for the time expended unless other arrangements are mutually agreed upon. Hourly rates for work performed by our professionals vary by individual and reflect the complexity of the engagement. Invoices are generally submitted monthly describing the services provided, time logs and a current billing amount. As always, should any questions arise regarding invoice amounts and service descriptions, please do not hesitate to call.

Termination

Both the Town and the Municipal Advisor have the right to terminate the engagement at any time after reasonable written notice is provided. On termination, the Municipal Advisor shall be compensated for fees and charges incurred prior to termination.

Accountant's Opinion

The responsibility for auditing the records of the Town rests with the Indiana State Board of Accounts and the work performed by the Municipal Advisor shall not include an audit or review of the records or the expression of an opinion on financial data.

E-Verify Program

The Municipal Advisor participates in the E-Verify program. For the purpose of this paragraph, the E-Verify program means the electronic verification of the work authorization program of the Illegal Immigration Reform and Immigration Responsibility Act of 1996 (P.L.104-208), Division C, Title IV, s.401(a), as amended, operated by the United States Department of Homeland Security or a successor work authorization program designated by the United States Department of Homeland Security or other federal agency authorized to verify the work authorization status of newly hired employees under the Immigration Reform and Control Act of 1986 (P.L.99-603). The Municipal Advisor does not employ any "unauthorized aliens" as that term is defined in 8 U.S.C. 1324a(h)(3).

Municipal Advisor Registration

The Municipal Advisor is registered with the Securities and Exchange Commission and the Municipal Securities Rulemaking Board. The Municipal Advisor understands that providing a false certification could result in the fines, penalties, and civil action listed in I.C. 5-22-16.5-14.

The offer and sale of any Bonds shall be made by the City, in the sole discretion of the City, and under its control and supervision. The City agrees that the Municipal Advisor does not undertake to sell or attempt to sell the Bonds and will take no part in the sale thereof.

If the foregoing accurately represents the basis upon which we may provide Services to the Town, we ask that you execute this letter, in the space provided below setting forth your agreement. Execution of this letter can be performed in counterparts, each of which will be deemed an original and all of which together will constitute the same document.

If you have any questions, please let us know. We appreciate this opportunity to be of service to you and the Town of Ingalls.

Very truly yours,

Buzz Krohn, Executive Partner

O. W. Krohn & Associates LLP

The undersigned hereby acknowledges and agrees to the foregoing letter of engagement on this 10th day of MARCH, 2025.

Town of Ingalls

By: 
Authorized Representative

EXHIBIT A

Fees – Billing Rates

The Municipal Advisor's fees for the services described above shall be based upon actual time charges and out of pocket expenses. Our 2025 professional staff billing rates are noted below:

Standard Hourly Rates / Staff Classifications
1/1/2025

Partners	\$290.00
Senior Project Managers	\$260.00
Project Managers	\$240.00
Senior Consultants	\$210.00
Consultants	\$195.00
Support Personnel	\$100.00

- *Billing rates are subject to change periodically due to changing requirements and economic conditions. However, the rates above will not be changed prior to December 31st, 2025. Actual fees will be based upon the actual time expended, required experience of the staff assigned and complexity of the engagement.*