

**UFI** URBAN FUTURES | Incorporated

March 30, 2016

Mr. Dylan Feik  
City Manager  
City of Calistoga  
1232 Washington Street  
Calistoga, CA 94515

**RE: Financial Advisory Services Relating to the City of Calistoga  
2007 Private Placement Rate Reset**

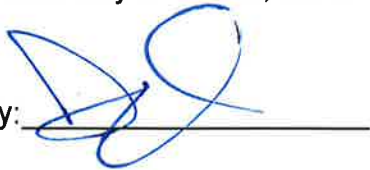
Dear Mr. Feik:

The purpose of this letter of agreement (the "Agreement") is to establish a straight forward agreement between the City of Calistoga (the "City") and Urban Futures, pursuant to which the City will retain Urban Futures and Urban Futures will have the right to act as sole financial advisor in connection with the structuring, issuance, placement of direct loan for the purpose of interest rate savings in connection with refinancing the outstanding City of Calistoga, Series 2007 Private Placement Loan. The loan is intended to be arranged on terms comparable to the then prevailing market for similar transactions made in similar circumstances and shall be made pursuant to a term sheet, in such form, and containing such terms or conditions, as are customary for similar financings and acceptable to the City in its sole discretion.

By execution of this Agreement, the City agrees to retain Urban Futures for the period between March of 2016 through March of 2016 or the closing of the loan whichever is sooner. The City further agrees that for such a period as this Agreement remains in force, it will not initiate any alternative form of financing nor respond to unsolicited proposals for the loan except with the consent of Urban Futures or as provided below. Urban Futures agrees to use its best efforts to assist the City in securing financing, consistent with Urban Futures' reasonable business judgment and subject to market conditions. However, Urban Futures will not provide any legal, tax or accounting advice. As is industry standard, and in consideration for the services rendered by Urban Futures, the City agrees to pay Urban Futures, upon closing, a fee equal to the amount of \$2,500. Urban Futures is working on a completely contingent basis for this proposed refinancing and will only be paid from the successful rate reset. The City will have no liability whatsoever for payment of any fee to Urban Futures unless the loan is reset and the transaction is closed.

Agreed to and Accepted this 30th day of March, 2016

THE CITY OF CALISTOGA By:



Dylan Feik  
City Manager