

THE HENDRICKSON COMPANY

1404 Alban Avenue ♦ Tallahassee, Florida 32301
Telephone: 850-671-5601

October 1, 2020

Ms. Paul A. Sharff, Chairman
Housing Finance Authority of Manatee County
435 12th Street West, Suite 117
Bradenton, Florida 34205

RE: Engagement Letter between Mark Hendrickson DBA “The Hendrickson Company &
The Housing Finance Authority of Manatee County

Dear Chairman Sharff:

This letter specifies the terms of the engagement between Mark Hendrickson, DBA “The Hendrickson Company [hereinafter referred to as “Mark Hendrickson”], located at 1404 Alban Avenue, Tallahassee, Florida and the Housing Finance Authority of Manatee County [hereinafter referred to as the “Authority”].

This engagement between Mark Hendrickson DBA “The Hendrickson Company and the AUTHORITY shall become effective as of the date of its acceptance as provided below.

Scope of Municipal Advisory Activities to be Performed

Services will include the following:

All services specified in the Agreement for Services as Financial Advisor, and documents referenced therein.

Services will not include any that are not specified in the Professional Services Contract and documents referenced therein.

Independent Registered Municipal Advisor (“IRMA”)

If acting in the capacity of an Independent Registered Municipal Advisor (“IRMA”) with regard to the IRMA exemption of the SEC Rule, Mark Hendrickson will review all third-party recommendations submitted to Mark Hendrickson in writing by the AUTHORITY.

Term of Engagement Agreement

The commencement date of the agreement is specified in the Agreement for Services as Financial Advisor.

Termination of Engagement Agreement

Termination of the engagement is upon termination by either party in accordance with the terms of the Agreement for Services as Financial Advisor.

Compensation and Out-of-Pocket Expenses

Compensation for the municipal advisory activities to be performed for this engagement is detailed in the Third Addendum to the Agreement for Services as Financial Advisor between the Housing Finance Authority of Manatee County & The Hendrickson Company.

Fiduciary Duty

Mark Hendrickson is registered as a Municipal Advisor with the SEC and Municipal Securities Rulemaking Board ("MSRB"). As such, Mark Hendrickson has a Fiduciary duty to the AUTHORITY and must provide both a Duty of Care and a Duty of Loyalty that entails the following.

Duty of Care:

- a) exercise due care in performing its municipal advisory activities;
- b) possess the degree of knowledge and expertise needed to provide the Authority with informed advice;
- c) make a reasonable inquiry as to the facts that are relevant to the AUTHORITY's determination as to whether to proceed with a course of action or that form the basis for any advice provided to AUTHORITY; and
- d) undertake a reasonable investigation to determine that Mark Hendrickson is not forming any recommendation on materially inaccurate or incomplete information; [Firm Name] must have a reasonable basis for:
 - i. any advice provided to or on behalf of the AUTHORITY;
 - ii. any representations made in a certificate that it signs that will be reasonably foreseeably relied upon by the AUTHORITY, any other party involved in the municipal securities transaction or municipal financial product, or investors in the AUTHORITY's securities; and
 - iii. any information provided to the AUTHORITY or other parties involved in the municipal securities transaction in connection with the preparation of an official statement.

Duty of Loyalty:

Mark Hendrickson must deal honestly and with the utmost good faith with the AUTHORITY and act in the Housing Finance Authority of Manatee County's best interests without regard to the financial or other interests of Mark Hendrickson. Mark Hendrickson will eliminate or provide full and fair disclosure (included herein) to the AUTHORITY about each material conflict of interest (as applicable). Mark Hendrickson will not engage in municipal advisory activities with the AUTHORITY as a municipal entity, if it cannot manage or mitigate its conflicts in a manner that will permit it to act in the AUTHORITY's best interests.

Conflicts of Interest and Other Matters Requiring Disclosures

- As of the date of the Agreement, there are no actual or potential conflicts of interest that Mark Hendrickson is aware of that might impair its ability to render unbiased and competent advice or to fulfill its fiduciary duty. If Mark Hendrickson becomes aware of any potential conflict of interest that arise after this disclosure, Mark will disclose the detailed information in writing to the AUTHORITY in a timely manner.
- Mark Hendrickson serves a wide variety of other clients that may from time to time have interests that could have a direct or indirect impact on the interests of another Mark Hendrickson client. For example, Mark Hendrickson serves as municipal advisor to other municipal advisory clients and, in such cases, owes a regulatory duty to such other clients just as it does to the AUTHORITY. These other clients may, from time to time and depending on the specific circumstances, have competing interests. In acting in the interests of its various clients, Mark Hendrickson could potentially face a conflict of interest arising from these competing client interests. Mark Hendrickson fulfills his regulatory duty and mitigates such conflicts through dealing honestly and with the utmost good faith with the AUTHORITY
- The fee paid to Mark Hendrickson increases the cost of investment to the AUTHORITY. The increased cost occurs from compensating Mark Hendrickson for municipal advisory services provided.
- Mark Hendrickson does not act as principal in any of the transaction(s) related to this Agreement.
- During the term of the municipal advisory relationship, this agreement will be promptly amended or supplemented to reflect any material changes in or additions to the terms or information within this agreement and the revised writing will be promptly delivered to the AUTHORITY
- Mark Hendrickson does not have any affiliate that provides any advice, service, or product to or on behalf of the client that is directly or indirectly related to the municipal advisory activities to be performed by Mark Hendrickson;
- Mark Hendrickson has not made any payments directly or indirectly to obtain or retain the AUTHORITY's municipal advisory business;

- Mark Hendrickson has not received any payments from third parties to enlist Mark Hendrickson's recommendation to the AUTHORITY of its services, any municipal securities transaction or any municipal finance product;
- Mark Hendrickson has not engaged in any fee-splitting arrangements involving Mark Hendrickson and any provider of investments or services to the AUTHORITY, except as disclosed below.
- The AUTHORITY has contracted with Mark Hendrickson to provide municipal advisory services and the fees in the contract are divided between Mark Hendrickson and the Community Concepts Group. The quarterly fee and any fee for a bond issue are to be divided 50% to Mark Hendrickson and 50% to the Community Concepts Group. As stated in the Agreement for Services as Financial Advisor, third party applicants for multi-family financing will pay a review fee directly to Mark Hendrickson and a fee per multi-family bond issue. The review and bond closing fees may be divided between Mark Hendrickson and the Community Concepts Group.
- Mark Hendrickson does have a conflict of interest from compensation for municipal advisory activities to be performed, that is contingent on closing of multi-family bond issue as to which Mark Hendrickson is providing advice; and
- Mark Hendrickson does not have any legal or disciplinary event that is material to the AUTHORITY's evaluation of the municipal advisory firm or the integrity of its management or advisory personnel.

Legal Events and Disciplinary History

Mark Hendrickson does not have any legal events and disciplinary history on its Form MA and Form MA-I, which includes information about any criminal actions, regulatory actions, investigations, terminations, judgments, liens, civil judicial actions, customer complaints, arbitrations and civil litigation. The AUTHORITY may electronically access Mark Hendrickson's most recent Form MA and each most recent Form MA-I filed with the Commission at the following website: www.sec.gov/edgar/searchedgar/companysearch.html.

There have been no material changes to a legal or disciplinary event disclosure on any Form MA or Form MA-I filed with the SEC.

Recommendations

If Mark Hendrickson makes a recommendation of a municipal securities transaction or municipal financial product or if the review of a recommendation of another party is requested in writing by the AUTHORITY and is within the scope of the engagement, Mark will determine, based on the information obtained through reasonable diligence of Mark Hendrickson whether a municipal securities transaction or municipal financial product is suitable for the AUTHORITY. In addition, Mark Hendrickson will inform the AUTHORITY of:

- the evaluation of the material risks, potential benefits, structure, and other characteristics of the recommendation;
- the basis upon which Mark Hendrickson reasonably believes that the recommended municipal securities transaction or municipal financial product is, or is not, suitable for the Housing Finance Authority of Manatee County; and
- whether Mark Hendrickson has investigated or considered other reasonably feasible alternatives to the recommendation that might also or alternatively serve the AUTHORITY's objectives.

If the AUTHORITY elects a course of action that is independent of or contrary to the advice provided by Mark Hendrickson, Mark Hendrickson is not required on that basis to disengage from the AUTHORITY.

Municipal Securities Rulemaking Board Rule G-10 Disclosure

Pursuant to Municipal Securities Rulemaking Board Rule G-10, on Investor and Municipal Advisory Client Education and Protection, Municipal Advisors are required to provide certain written information to their municipal entity and obligated person clients which include the following:

- Mark Hendrickson is currently registered as a Municipal Advisor with the U.S. Securities and Exchange Commission and the Municipal Securities Rulemaking Board.
- Within the Municipal Securities Rulemaking Board ("MSRB") website at www.msrb.org, the AUTHORITY may obtain the Municipal Advisory client brochure that is posted on the MSRB website. The brochure describes the protections that may be provided by the MSRB Rules along with how to file a complaint with financial regulatory authorities.

Record Retention

Effective July 1, 2014, pursuant to the Securities and Exchange Commission (SEC) record retention regulations, Mark Hendrickson is required to maintain in writing, all communication and created documents between Mark Hendrickson and the AUTHORITY for 5 years.

If there are any questions regarding the above, please do not hesitate to contact Mark Hendrickson. If the foregoing terms meet with your approval, please indicate your acceptance by executing both copies of this letter and returning one copy.

Sincerely,

Mark Hendrickson DBA "The Hendrickson Company"

By: _____
Mark Hendrickson

Agreed to and Accepted as of October 1, 2020

Housing Finance Authority of Manatee County

By: _____
Paul A. Sharff, Chairman