



# CITY OF CONROE

Est. 1904

April 13, 2017

To Whom It May Concern:

The City of Conroe, Texas (the "City") retains BOK Financial Securities, Inc. to serve as an independent registered municipal advisor (the "Financial Advisor"). In this regard, we will rely on our Financial Advisor to provide advice regarding the issuance of municipal securities or use of municipal financial products. "Rely on" means we intend to seek and consider the advice, analysis and perspective of our Financial Advisor prior to acting on the sale of municipal securities. This also encompasses advice and guidance relating to bond related correspondence or financing proposals provided by bond underwriters that have been granted the Independent Registered Municipal Advisor Exemption (the "IRMA Exemption") by the City. We may also rely on representations, if any, made within any bond related correspondence or financing ideas provided by potential bond underwriters.

Potential bond underwriters may rely on this certification for purposes of qualifying for the IRMA Exemption afforded by the Securities and Exchange Commission ("SEC") Municipal Advisor Rule 15Ba1-1(d)(3)(vi) until a replacement certification has been posted on the same page on our internet site [www.cityofconroe.org](http://www.cityofconroe.org) or correspondence is sent to the same address to which we have previously sent this letter or the certification is withdrawn. To confirm that this certification is still valid, please contact the undersigned. It is important to note, this certification solely relates to the issuance of municipal securities and shall not be relied upon as an exemption for the investment of bonds proceeds or escrow investments as applicable pursuant to Section 15B of the SEC Municipal Advisor Rule.

Proposals and other correspondence relating to the issuance of municipal securities by bond underwriters granted the IRMA Exemption shall be provided solely to Steve Williams, Assistant City Administrator/Chief Financial Officer and our Financial Advisor listed below. Please note, aside from regulatory mandated correspondence, a potential bond underwriter should not send proposals or other correspondence relating to the sale of municipal securities by the City solely to our Financial Advisor, unless specifically directed. In addition, failure to comply with this request may result in the termination of a bond underwriter's IRMA Exemption, if previously granted. Proposals should also be provided in a searchable PDF format.

Potential bond underwriters relying upon this IRMA Exemption acknowledge it has no recourse against the City or its Financial Advisor relating to any action or inaction with respect to evaluating, implementing or responding to proposals or other correspondence relating to the sale of municipal securities that may be provided pursuant to the IRMA Exemption.

If you desire to learn the identity of the professionals at our Financial Advisor who participate in advising us regarding debt management and the issuance of municipal securities, including participation in the management, direction, supervision or performance of related activities, please contact our Financial Advisor at the contact information provided below.

**City of Conroe, Texas**

*Steve Williams*

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Steve Williams  
Assistant City Administrator/Chief Financial Officer

**Financial Advisor:**

Mr. John Robuck  
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