

Founded in 1852
by Sidney Davy Miller

MILLER CANFIELD

STEVEN D. MANN
TEL (313) 496-7509
FAX (313) 496-8451
E-MAIL mann@millercanfield.com

Miller, Canfield, Paddock and Stone, P.L.C.
150 West Jefferson, Suite 2500
Detroit, Michigan 48226
TEL (313) 963-6420
FAX (313) 496-7500
www.millercanfield.com

MICHIGAN
ILLINOIS
NEW YORK
OHIO
WASHINGTON, D.C.
CANADA
CHINA
MEXICO
POLAND

October 29, 2019

Via email only

Ms. Lena Stevens
DDA Executive Director
City of Ferndale
300 East Nine Mile Road
Ferndale, MI 48220

Re: Engagement for Downtown Development Authority Plan Amendment

Dear Lena:

It was a pleasure talking with you recently regarding the proposed amendment to the City of Ferndale Downtown Development Authority's (the "DDA") Development and Tax Increment Financing Plan (the "Plan"). We are delighted that our firm has been asked to assist the City and the DDA in connection with the proposed amendments. We value highly our relationship with the City and the DDA and you may be assured of our prompt and complete attention to this matter. It is our practice when proposing to begin work on a new matter to send an engagement letter like this which sets forth the scope of our legal services, conflict of interest policy, and the nature of our compensation.

Scope of Legal Services – What We Will Do

Our services would consist of preparation of all resolutions, ordinances, notices, certificates and related material necessary to approve an amendment to the existing Plan. We will also review all documentation prepared by the DDA, the City, and other consultants, if any, relating to the DDA and proposed changes to the Plan. When requested we will consult with City and DDA officials to explain the procedures for the adoption of an amended Plan, the capture of tax increment revenues, and operating activities of the DDA in general. As is customary for this type of work, we do not anticipate that our engagement would include the rendering of any written opinions regarding the Plan. Should the need for such opinions arise, we would be pleased to provide you with a fee quote for such service.

Our professional responsibilities as attorneys in this matter will be limited to interpretations of law and other legal issues and the drafting of legal documents. In no event, of course, would we presume to assume the responsibilities of the City, the DDA, or the professional responsibilities of any other advisor with respect to such non-legal matters.

Conflict of Interest Policy

Our firm is one of the largest in Michigan. In addition to having the largest public finance practice in the State, our attorneys represent a great many clients and our practice is in many different legal areas. We are not representing and do not intend to represent any other party in this matter. We do not believe that our representation in unrelated matters of the various other parties, both in and out of the municipal area will affect our ability to serve the City or DDA.

Because we are a large firm with many clients we are asked occasionally to represent a client in a matter adverse to the City or DDA. We, of course, would decline to represent any client in a matter involving the City or DDA that would conflict with our services to the City or DDA as counsel for the Plan amendment. Moreover, before we would represent a client adverse to the City or DDA in any area not involving this issue, we would advise the City or DDA before undertaking such representation.


Fees

Our compensation for legal services in connection with the Plan amendment would be based on a fixed fee of \$4,000. Our fee may vary if unusual or unforeseen circumstances arise which require a significant increase in our time or responsibility. If at any time we believe that circumstances require an adjustment of our original fee, we will consult with you. In addition to our fee for services, we will expect to be reimbursed for all out-of-pocket expenses incurred in connection with this matter, including travel, mileage, document production, delivery services, etc.

We welcome this opportunity to be of service to the City and look forward to working with you. If you have any questions regarding this letter, please give me a call.

Very truly yours,

Miller, Canfield, Paddock and Stone, P.L.C.

By: 

Steven D. Mann

cc: Joe Gacioch, City Manager

Acknowledged and Agreed to:

Lena Stevens

Lena Stevens, DDA Executive Director