



October 18, 2018

Scott Rogers, Mayor
City of Charles Town
101 East Washington Street
Charles Town, WV 25414

Re: **Preliminary Engagement Letter & Disclosures by Underwriter
Pursuant to MSRB Rules G-17 & G-23**

THE CITY OF CHARLES TOWN (WEST VIRGINIA)
COMBINED WATERWORKS AND SEWERAGE SYSTEM REVENUE BONDS
(Jefferson County Public Service District Acquisition)
Series 2018 B

Mayor Rogers:

The Securities and Exchange Commission ("SEC") and the Municipal Securities Rulemaking Board ("MSRB") enacted new regulations on the financial industry in July 2014. Under these regulations, Crews & Associates Inc. ("Crews") is prevented from providing its clients certain information related to a municipal debt financing without first providing required disclosures and having acknowledgement of a preliminary engagement letter. As such, Crews provides the City of Charles Town ("Issuer/Obligated Party") and the Charles Town Utility Board ("Issuer/Obligated Party") this preliminary engagement letter and proposes to serve as underwriter in connection to the issuance of the above captioned debt ("Debt"). If engaged as underwriter by acknowledgement of this letter, Crews may provide advice concerning the structure, timing, terms, and other similar matters regarding the issuance of the Debt. **This preliminary engagement letter is subject to: formal approval by the appropriate boards and authorities; the finalized structure of the Debt; and the execution of a mutually agreed upon purchase agreement. This engagement letter is preliminary in nature, nonbinding, and may be terminated by the Issuer/Obligated Party or Crews at any time prior to the Debt being issued without any fees being owed by the Issuer/Obligated Party.**

The MSRB further requires Crews to provide you with certain disclosures, particularly in distinguishing our proposed role as underwriter in connection with the Debt, and therefore, not a financial advisor or municipal advisor. The primary role of an underwriter, as distinguished from a financial advisor or municipal advisor, is to purchase, or arrange for the placement of securities in an arm's-length commercial transaction with an Issuer/Obligated Party.

I. Disclosures Concerning the Underwriter's Role:

- (i) MSRB Rule G-17 requires an underwriter to deal fairly at all times with both municipal issuers and investors.
- (ii) The underwriter's primary role is to purchase the Debt with a view to distribution in an arm's-length commercial transaction with the Issuer/Obligated Party. Underwriters have financial and other interests that differ from those of the Issuer/Obligated Party.
- (iii) Unlike a municipal advisor, the underwriter does not have a fiduciary duty to the Issuer/Obligated Party under the federal securities laws and are, therefore, not required by federal law to act in the best interests of the Issuer/Obligated Party to the exclusion of their own financial or other interests.
- (iv) The underwriter has a duty to purchase debt from the Issuer/Obligated Party at a fair and reasonable price, but must balance that duty with its duty to sell the debt to investors at prices that are fair and reasonable.
- (v) The underwriter will review the official statement for the Debt in accordance with, and as part of, their respective responsibilities to investors under the federal securities laws, as applied to the facts and circumstances of each transaction.

II. Disclosures Concerning the Underwriter's Compensation:

The underwriter will be compensated by an underwriting fee or discount that will be set forth in the purchase agreement to be negotiated and entered into in connection with the issuance of the Debt. Payment or receipt of the underwriting fee or discount will be contingent on the closing of the transaction and the amount of the fee or discount may be based, in whole or in part, on a percentage of the principal amount of the Debt. While this form of compensation is customary in the municipal securities market, it presents a possible conflict of interest since the underwriter may have an incentive to recommend to the Issuer/Obligated Party a transaction that is unnecessary or to recommend that the size of the transaction be larger than is necessary.

III. Additional Conflicts Disclosures:

Crews has not identified any additional potential or actual material conflicts that require disclosure. However, if any conflict arises, additional disclosure will be made at that time.

IV. Disclosures Concerning Fixed Rate Municipal Securities Financing:

Crews anticipates the Issuer/Obligated Party to pursue a fixed rate financing structure. Therefore it has **attached** a description of the material financial characteristics of a fixed rate bond financing and a description of the material financial risks of the financing that are known or reasonably foreseeable at this time.

We are required to seek your acknowledgement of this letter. Accordingly, please send me an email to that effect, (via gisaacs@crewsfs.com) or sign and return the enclosed copy of this preliminary engagement letter to me at the address set forth below. It is our understanding that you have the authority, subject to the official approval by the appropriate Board or Committee, to execute this preliminary engagement letter with us and are not a party to any conflict of interest relating to the Debt. If our understanding is incorrect, or if you or any other parties have questions or concerns about these disclosures, please notify the undersigned immediately.

Sincerely,



Gregory B. Isaacs
Senior Managing Director
Crews & Associates, Inc.
300 Summers Street, Suite 930
Charleston, WV 25301

ACKNOWLEDGED on this _____ day of _____ 2018 by

City of Charles Town (WV)

Scott Rogers, Mayor

Fixed Rate Bonds

The following is a general description of the material aspects and security structures of fixed rate municipal bonds ("Fixed Rate Bonds"), as well as a general description of certain financial risks that you should consider before deciding whether to issue Fixed Rate Bonds.

Financial Characteristics

Maturity and Interest. Fixed Rate Bonds are interest-bearing debt securities issued by state and local governments, political subdivisions and agencies and authorities. Maturity dates for Fixed Rate Bonds are fixed at the time of issuance and may include serial maturities (specified principal amounts are payable on the same date in each year until final maturity) or one or more term maturities (specified principal amounts are payable on each term maturity date) or a combination of serial and term maturities. The final maturity date typically will range between 10 and 30 years from the date of issuance. Interest on the Fixed Rate Bonds typically is paid semiannually at a stated fixed rate or rates for each maturity date.

Redemption. Fixed Rate Bonds may be subject to optional redemption, which allows you, at your option, to redeem some or all of the bonds on a date prior to scheduled maturity, such as in connection with the issuance of refunding bonds to take advantage of lower interest rates. Fixed Rate Bonds will be subject to optional redemption only after the passage of a specified period of time, often approximately ten years from the date of issuance, and upon payment of the redemption price set forth in the bonds, which may include a redemption premium. You will be required to send out a notice of optional redemption to the holders of the bonds, usually not less than 30 days prior to the redemption date. Fixed Rate Bonds with term maturity dates also may be subject to mandatory sinking fund redemption, which requires you to redeem specified principal amounts of the bonds annually in advance of the term maturity date. The mandatory sinking fund redemption price is 100% of the principal amount of the bonds to be redeemed.

Security

Payment of principal of and interest on a municipal security, including Fixed Rate Bonds, may be backed by various types of pledges and forms of security, some of which are described below.

General Obligation Bonds "General obligation bonds" are debt securities to which your full faith and credit is pledged to pay principal and interest. If you have taxing power, generally you will pledge to use your ad valorem (property) taxing power to pay principal and interest. Ad valorem taxes necessary to pay debt service on general obligation bonds may not be subject to state constitutional property tax millage limits (an unlimited tax general obligation bond). The term "limited" tax is used when such limits exist.

General obligation bonds constitute a debt and, depending on applicable state law, may require that you obtain approval by voters prior to issuance. In the event of default in required payments of interest or principal, the holders of general obligation bonds have certain rights under state law to compel you to impose a tax levy.

Revenue Bonds "Revenue bonds" are debt securities that are payable only from a specific source or sources of revenues. Revenue bonds are not a pledge of your full faith and credit and you are obligated to pay principal and interest on your revenue bonds only from the revenue source(s) specifically pledged

to the bonds. Revenue bonds do not permit the bondholders to compel you to impose a tax levy for payment of debt service. Pledged revenues may be derived from operation of the financed project or system, grants or excise or other specified taxes. Generally, subject to state law or local charter requirements, you are not required to obtain voter approval prior to issuance of revenue bonds. If the specified source(s) of revenue become inadequate, a default in payment of principal or interest may occur. Various types of pledges of revenue may be used to secure interest and principal payments on revenue bonds. The nature of these pledges may differ widely based on state law, the type of issuer, the type of revenue stream and other factors.

Some revenue bonds (conduit revenue bonds) may be issued by a governmental issuer acting as conduit for the benefit of a private sector entity or a 501(c)(3) organization (the obligor). Conduit revenue bonds commonly are issued for not-for-profit hospitals, educational institutions, single and multi-family housing, airports, industrial or economic development projects, and student loan programs, among other obligors. Principal and interest on conduit revenue bonds normally are paid exclusively from revenues pledged by the obligor. Unless otherwise specified under the terms of the bonds, you are not required to make payments of principal or interest if the obligor defaults.

The description above regarding "Security" is only a brief summary or certain possible security provisions for the bonds and is not intended as legal advice. You should consult with your bond counsel for further information regarding the security for the bonds.

Financial Risk Considerations

Certain risks may arise in connection with your issuance of Fixed Rate Bonds, including some or all of the following:

Issuer Default Risk You may be in default if the funds pledged to secure your bonds are not sufficient to pay debt service on the bonds when due. The consequences of a default may be serious for you and, depending on applicable state law and the terms of the authorizing documents, the holders of the bonds, the trustee and any credit support provider may be able to exercise a range of available remedies against you. For example, if the bonds are secured by a general obligation pledge, you may be ordered by a court to raise taxes. Other budgetary adjustments also may be necessary to enable you to provide sufficient funds to pay debt service on the bonds. If the bonds are revenue bonds, you may be required to take steps to increase the available revenues that are pledged as security for the bonds. A default may negatively impact your credit ratings and may effectively limit your ability to publicly offer bonds or other securities at market interest rate levels. Further, if you are unable to provide sufficient funds to remedy the default, subject to applicable state law and the terms of the authorizing documents, you may find it necessary to consider available alternatives under state law, including (for some issuers) state-mandated receivership or bankruptcy. A default also may occur if you are unable to comply with covenants or other provisions agreed to in connection with the issuance of the bonds.

This description is only a brief summary of issues relating to defaults and is not intended as legal advice. You should consult with your bond counsel for further information regarding defaults and remedies.

Redemption Risk Your ability to redeem the bonds prior to maturity may be limited, depending on the terms of any optional redemption provisions. In the event that interest rates decline, you may be unable to take advantage of the lower interest rates to reduce debt service.

Refinancing Risk If your financing plan contemplates refinancing some or all of the bonds at maturity (for example, if you have term maturities or if you choose a shorter final maturity than might otherwise be permitted under the applicable federal tax rules), market conditions or changes in law may limit or

prevent you from refinancing those bonds when required. Further, limitations in the federal tax rules on advance refunding of bonds (an advance refunding of bonds occurs when tax-exempt bonds are refunded more than 90 days prior to the date on which those bonds may be retired) may restrict your ability to refund the bonds to take advantage of lower interest rates.

Reinvestment Risk You may have proceeds of the bonds to invest prior to the time that you are able to spend those proceeds for the authorized purpose. Depending on market conditions, you may not be able to invest those proceeds at or near the rate of interest that you are paying on the bonds, which is referred to as “negative arbitrage”.

Tax Compliance Risk The issuance of tax-exempt bonds is subject to a number of requirements under the United States Internal Revenue Code, as enforced by the Internal Revenue Service (IRS). You must take certain steps and make certain representations prior to the issuance of tax-exempt bonds. You also must covenant to take certain additional actions after issuance of the tax-exempt bonds. A breach of your representations or your failure to comply with certain tax-related covenants may cause the interest on the bonds to become taxable retroactively to the date of issuance of the bonds, which may result in an increase in the interest rate that you pay on the bonds or the mandatory redemption of the bonds. The IRS also may audit you or your bonds, in some cases on a random basis and in other cases targeted to specific types of bond issues or tax concerns. If the bonds are declared taxable, or if you are subject to audit, the market price of your bonds may be adversely affected. Further, your ability to issue other tax-exempt bonds also may be limited.

This description is only a brief summary of issues relating to tax compliance and is not intended as legal advice. You should consult with your bond counsel for further information regarding the tax implications of issuing the bonds.

Future Financing Risk and Covenant Compliance Your ability to issue additional bonds prior to maturity may be limited, depending on the terms of any financial covenants included in your financing plan. In the event you do not meet financial covenants in the future prior to maturity, such as debt service coverage ratios, you may be prohibited from issuing additional bonds under terms, conditions, or security that you might desire. In addition, you may be required to implement increases in fees charged to your customers in order to comply with the terms of specific rate covenants included in your financing plan.

This description is only a brief summary of issues relating to future financing risk and covenant compliance and is not intended as legal advice. You should consult with your bond counsel for further information regarding the covenants and other conditions of issuing the bonds and additional bonds.