

Exhibit D

Please note that Stifel will serve as underwriter to the City under this Agreement, in compliance with and subject to rules and regulations governing underwriter activities including, without limitation, SEC Rule 15Ba1 et. seq. and rules promulgated by the Municipal Securities Rulemaking Board ("MSRB"). Stifel will communicate related requirements and restrictions in the context of and upon commencement of the specific Bond financings undertaken in connection with this Agreement. Further, certain aspects of such Bond financing(s), including without limitation applicable indemnification provisions, will be memorialized in documents and agreements, including a Bond Purchase Agreement ("Bond Documents"), that are subject to the City's review and approval. To the extent provisions in the Bond Documents conflict with the provisions of this Agreement, the Bond Documents shall control.