

December 13, 2016

The City of Denison, Texas
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To Whom It May Concern

The City of Denison (the “City”) intends that the receipt of this document by market participants may be used for purposes of complying with the Independent Registered Municipal Advisor exemption to the Securities and Exchange Commission’s (SEC) Municipal Advisor Rule. The City makes no representation as to whether the underwriter is in compliance with the SEC Municipal Advisor Rule by receipt of this document.

The City has retained an independent registered municipal advisor. The City is represented by and will rely on its municipal advisor, FirstSouthwest, a division of HilltopSecurities, to provide advice on proposals from financial services firms concerning the issuance of municipal securities. FirstSouthwest individuals with primary responsibility for advising the City on such matters are Marti Shew and Boyd London. Their contact information is below. **Please include them on any distribution of information.**

This certificate may be relied upon until December 31, 2018, or as otherwise withdrawn or extended by the City.

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