

RAYMOND JAMES®

June 7, 2021

Larry Baughn
County Board Chairman
County of Vermilion
201 North Vermilion Street – 2nd Floor
Danville, Illinois 61832

Dear Chairman Baughn:

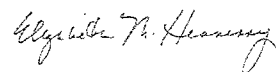
Raymond James and Associates, Inc. ("*Raymond James*") is both a full-service registered broker dealer and an independent registered municipal advisor with a robust municipal bond business focus. As part of our continuing client services, we would like to remind you of the continuing disclosure requirements pursuant to both the Undertakings (defined below) associated with your outstanding bond issues and the Securities and Exchange Commission's Rule 15c2-12 (the "*Rule*"). Since December 1995, the Rule requires that the County enter into a Continuing Disclosure Undertakings (the "*Undertaking*") for the benefit of the owners of the County's Bonds, to send certain information annually, and to provide notice of certain events to the Municipal Securities Rulemaking Board (the "MSRB"). The information required to be sent to the MSRB is usually described in "*THE UNDERTAKING*" section of the Official Statements. The required items usually include the County's most recent audited financial statements, current budget, and updated exhibits from the Official Statement.

For the limited purpose of assisting you with fulfilling your reporting obligations concerning your Undertakings, Raymond James would be happy to serve as the County's Dissemination Agent for the sole purpose of assisting the County with its continuing disclosure obligations for a fee of \$1,750. In our limited role to assist in the preparation and filing of these documents, Raymond James will not be providing any advice to the County regarding the structure, timing, and terms of the issuance of municipal securities or other similar matters.

If you would like Raymond James to act as Dissemination Agent on behalf of the County with regard to your continuing disclosure Undertaking requirements, please sign and return the enclosed letter agreement. Also, please forward the 2020 audited financial statements to us as soon as possible.

We will update the County with regard to the continuing disclosure requirements on an annual basis. Please do not hesitate to call me with any questions you may have at (312) 612-7641. We look forward to continuing to work with you and the County.

Sincerely,



Elizabeth M. Hennessy
Managing Director

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June 7, 2021

Board of Trustees
County of Vermilion
201 North Vermilion Street – 2nd Floor
Danville, Illinois 61832

Ladies and Gentlemen:

This will confirm that Raymond James and Associates, Inc. ("*Raymond James*") will serve as dissemination agent (the "*Dissemination Agent*") to the County of Vermilion (the "*Issuer*") for the limited purpose of assisting the Issuer in satisfying certain of its information dissemination obligations for fiscal year 2020 under the Issuer's Continuing Disclosure Undertakings relating to the above-captioned bonds (the "*Undertaking*").

At least 30 days prior to the date that the Issuer is required to disseminate its Annual Financial Information (as described in the Undertaking), the Issuer will supply to Raymond James all of the information necessary to compile such Annual Financial Information. Using the information that Raymond James receives from the Issuer, Raymond James will compile the Issuer's Annual Financial Information and will disseminate it to the Municipal Securities Rulemaking Board (the "MSRB").

It is the intent of both the Issuer and Raymond James that the provision by Raymond James of these limited Dissemination Agent services to the Issuer shall neither render Raymond James a Municipal Advisor (as defined in Section 15B of the Securities Exchange Act of 1934) nor preclude Raymond James from serving as an underwriter to the Issuer with respect to the future issuance of municipal securities of the Issuer. In our limited undertaking to provide assistance regarding the Issuer's continuing disclosure obligations, Raymond James will not be providing any advice to the Issuer regarding the structure, timing, and terms of the issuance of municipal securities or other similar matters.

The Dissemination Agent shall have only such duties as are specifically set forth in the Undertaking. The Dissemination Agent's obligation to deliver the information at the times and with the contents described herein shall be limited to the extent the Issuer has provided such information to the Dissemination Agent as required by the Undertaking. The Dissemination Agent shall have no duty with respect to the content of any disclosures or notice made pursuant to the terms hereof. The Dissemination Agent shall have no duty or obligation to review or verify any of the Issuer's Annual Report, Audited Financial Statements, Listed Events, or any other information, disclosures, or notices provided to it by the Issuer and shall not be deemed to be acting in any fiduciary capacity for the Issuer, the beneficiaries of the Undertaking, or any other party. The Dissemination Agent shall have no responsibility for the Issuer's failure to report a Listed Event to the Dissemination Agent. The Dissemination Agent shall have no duty to determine, or liability for failing to determine, whether the Issuer has complied with this Undertaking. The Dissemination Agent may conclusively rely upon certifications of the Issuer at all times.

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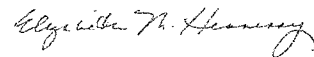
The Dissemination Agent may, from time to time, consult with legal counsel (either in-house or external) of its own choosing in the event of any disagreement or controversy, or question or doubt as to the construction of any of the provisions hereof or its respective duties hereunder, and the Dissemination Agent shall in no event incur any liability and shall be fully protected in acting in good faith upon the advice of such legal counsel.

The Issuer shall pay Raymond James an all-inclusive flat fee of \$1,750 for collection, compilation, duplication, and dissemination of the information related to the Undertakings. **Please note that this is NOT an invoice. We will invoice the County once the disclosure materials have been forwarded to the MSRB with a copy of the information to the Issuer.**

To the extent permitted by law, the Issuer agrees to hold the Dissemination Agent and its respective officers, directors, employees and agents, harmless against any loss, expense, and liabilities which they may incur arising out of or in the exercise or performance of their powers and duties hereunder, including the costs and expenses (including attorneys' fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's gross negligence or willful misconduct. The obligations of the Issuer under this paragraph shall survive resignation or removal of the Dissemination Agent and defeasance, redemption, maturity, or payment of the above-captioned bonds.

Please indicate the Issuer's acceptance and understanding of the terms of Raymond James' engagement as Dissemination Agent as described above by signing this letter agreement in the space set forth below and returning it as soon as possible.

Very truly yours,
Raymond James



Elizabeth M. Hennessy
Managing Director

Agreed and accepted as
of the date set forth above:

COUNTY OF VERMILION

By: _____