

RESOLUTION NO. 2007-08

A RESOLUTION OF THE CITY OF PAYETTE, PAYETTE COUNTY, IDAHO, APPROVING AN AGREEMENT FOR BOND COUNSEL SERVICES; AUTHORIZING THE MAYOR AND CITY CLERK TO EXECUTE THE SAME; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, the City of Payette, Payette County, Idaho (the "City"), has determined to conduct a special bond election on November 6, 2007, on the question of authorizing the City to issue its sewer revenue bonds to finance the costs of improvements to the wastewater collection and treatment facilities of its sanitary sewer system; and

WHEREAS, the City is desirous of retaining the law firm of Moore Smith Buxton & Turcke, Chartered, of Boise, Idaho, as bond counsel to the City for services in connection with the issuance, sale, and delivery of its revenue bonds.

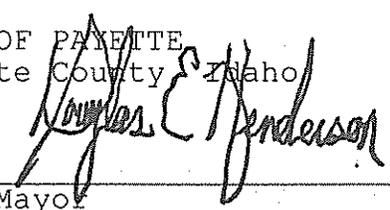
NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PAYETTE, Payette County, Idaho, as follows:

Section 1: The Agreement for Bond Counsel Services between the City and the law firm of Moore Smith Buxton & Turcke, Chartered, of Boise, Idaho, a copy of which agreement is annexed hereto and by reference made a part hereof, is hereby approved, and the Mayor and City Clerk are hereby authorized and directed to execute the same on behalf of the City.

Section 2: This Resolution shall take effect and be in force from and after its passage and approval.

DATED this 17th day of September, 2007.

CITY OF PAYETTE
Payette County Idaho

By 
Mayor

ATTEST:


City Clerk

AGREEMENT FOR BOND COUNSEL SERVICES

THIS AGREEMENT, made this 17th day of September, 2007, between the City of Payette, Payette County, Idaho (the "City"), and the law firm of Moore Smith Buxton & Turcke, Chartered, 950 W. Bannock St., Suite 520, Boise, Idaho 83702 ("Bond Counsel").

Section 1: PURPOSE OF EMPLOYMENT

The City hereby employs Bond Counsel to perform and render legal assistance and advice relative to the authorization, issuance, sale, and delivery of the sewer revenue bonds of the City.

Section 2: BOND COUNSEL SERVICES

Bond Counsel shall be primarily responsible for rendering the following legal services:

- (a) Advise the City concerning the legal requirements applicable to the issuance and sale of bonds.
- (b) Provide representation of Bond Counsel, when requested by the City, at all meetings held by the City in connection with the issuance and sale of bonds.
- (c) Prepare all ordinances, resolutions, notices, and any other legal documents necessary for the proper conduct of proceedings, including election proceedings, for the authorization, issuance, sale, and delivery of bonds.
- (d) Provide such legal guidance and assistance, supervision and consultation, conduct such proceedings, and provide such opinions, as may be appropriate.
- (e) Prepare such notices of public sale or documents for private sale of the Bonds as may be appropriate.
- (f) Provide assistance to the City's financial advisor in the preparation of an official statement or other disclosure materials for use in connection with the sale of the Bonds, if required.
- (g) Supervise the printing and delivery of bonds to purchaser and prepare all necessary closing documents.
- (h) Assemble and examine a transcript concerning all proceedings taken in connection with the issuance and sale of bonds.

- (i) Upon completion of the proceedings to Bond Counsel's satisfaction, provide its legal opinion stating that the proceedings had for the authorization and issuance of the bonds are lawful and valid, that the bonds are valid and lawful special obligations of the City, and that interest on the bonds is excluded from gross income for the purposes of federal and State of Idaho income taxation.

Section 3: COMPENSATION

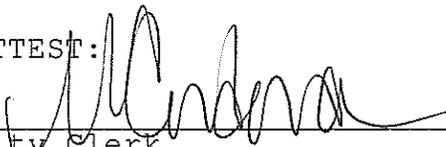
- (a) For rendering the services set forth in Section 2 hereof, Bond Counsel shall receive from the District compensation in the amount of Seven Thousand Five Hundred Dollars (\$7,500). Said compensation shall be paid solely from the proceeds of such Bonds, when available, and shall be due following the issuance and delivery of the Bonds. If interim financing is utilized by the City to finance the costs of the project pending issuance of the Bonds, one-half (1/2) of Bond Counsel's fee shall be payable upon receipt of interim financing proceeds, and the other one-half (1/2) shall be payable upon the issuance and delivery of the Bonds.
- (b) Bond Counsel shall also be reimbursed for direct out-of-pocket expenses, including necessary travel and lodging expenses incurred in attending meetings conducted by the District or other meetings relating to the Bond proceedings, as well as long distance telephone, special messenger or air courier service, and photocopying expenses incurred in performance of its duties hereunder.
- (c) Direct out-of-pocket expenses shall be billed following the month said expenses are incurred and shall be due and payable when billed.
- (d) In the event the Bonds are not issued, sold, and delivered, Bond Counsel will be reimbursed only at the hourly rate normally charged by Bond Counsel for services actually rendered (with a maximum of 1,000 total fee), and for direct out-of-pocket expenses incurred.
- (e) Payment is due within thirty (30) days of receipt of the bill.

Section 4: TERMINATION

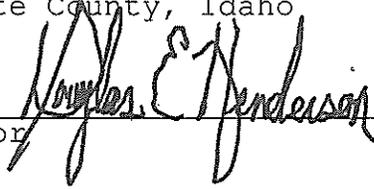
Upon completion of the proceedings set forth in Section 2 and upon the issuance of the Bonds, this agreement shall terminate, except for payment of the fees and costs as set forth in Section 3 above.

IN WITNESS WHEREOF, the parties hereto have executed this contract the day and year first above written.

CITY OF PAYETTE
Payette County, Idaho

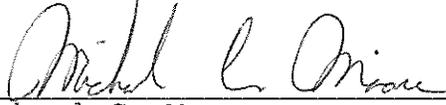
ATTEST: 

City Clerk

By 

Mayor

MOORE SMITH BUXTON & TURCKE,
CHARTERED

By 

Michael C. Moore