

RESOLUTION NO. 10-05

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 August 3, 2010, on the question of authorizing the City to issue its general obligation for the purpose of financing the costs of a library expansion and related improvements and costs; 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 special bond election and the issuance, sale, and delivery of general obligation 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.

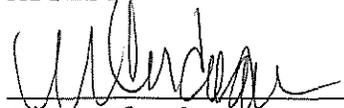
Section 2: This Resolution shall take effect and be in force from and after its passage and approval.

DATED this 19th day of April, 2010.

CITY OF PAYETTE
Payette County, Idaho

By _____
Mayor

ATTEST:



City Clerk

AGREEMENT FOR BOND COUNSEL SERVICES

THIS AGREEMENT, made as of the 19th day of April, 2010, between the City of Payette, Payette County, Idaho (the "City"), and the law firm of Moore Smith Buxton & Turcke, Chartered, 950 W. Bannock Street, 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 general obligation bonds (the "Bonds") of the City to be issued for purpose of financing the costs of acquisition and construction of a library expansion and related improvements and costs.

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 the bonds.
- (b) Provide representation of Bond Counsel, when appropriate, at meetings and hearings held by the City in connection with the issuance and sale of the 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 the 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 such proceedings for the 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 the Bonds to purchaser and prepare all necessary closing documents.



- (h) Assemble and examine transcripts concerning all proceedings taken in connection with the issuance and sale of the 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 Eight Thousand Five Hundred Dollars (\$8,500). Provided, however, that if the City determines to issue the Bonds in two or more series of Bonds, Bond Counsel shall be compensated in the amount of \$5,000 for the first series of Bonds and \$5,000 for each additional series of Bonds. Said compensation shall be paid solely from the proceeds of such Bonds, when available, and shall be due following 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) In the event that the City determines to issue the Bonds as Build America Bonds or other taxable/tax credit bonds, and Bond Counsel determines that the services of additional tax counsel are necessary in connection with the authorization and issuance of such bonds, the costs and fees of tax counsel shall also be payable by the City from the proceeds of the Bonds.
- (d) Direct out-of-pocket expenses shall be billed following the month said expenses are incurred and shall be due and payable when billed.
- (e) 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 \$1000

total fee), and for direct out-of-pocket expenses incurred.

(f) 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

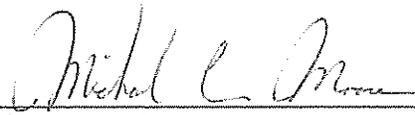
Mayor

ATTEST:



City Clerk

MOORE SMITH BUXTON & TURCKE,
CHARTERED

By 

Michael C. Moore