

RESOLUTION NO. 04-09

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF BONNEVILLE COUNTY, IDAHO, APPROVING AN AGREEMENT FOR BOND COUNSEL SERVICES AUTHORIZING THE CHAIRPERSON OF THE BOARD OF COMMISSIONERS AND COUNTY CLERK TO EXECUTE THE SAME ON BEHALF OF THE COUNTY; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, Bonneville County, Idaho (the "County"), has determined to issue its general obligation refunding bonds to refund a portion of its outstanding general obligation bonds; and

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

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF BONNEVILLE COUNTY, IDAHO, as follows:

Section 1: The Agreement for Bond Counsel Services between the County 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 Chairperson and County Clerk are hereby authorized and directed to execute the same on behalf of the County.

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

DATED this 17th day of August, 2004.

BONNEVILLE COUNTY, IDAHO

By Roger S. Christensen
Chairperson, Board of Commissioners

Dave Radford
Commissioner

[Signature]
Commissioner

ATTEST:

Ronald Ingue
County Clerk

AGREEMENT FOR BOND COUNSEL SERVICES

THIS AGREEMENT, made this 17th day of August, 2004, between Bonneville County, Idaho (the "County"), and the law firm of Moore Smith Buxton & Turcke, Chartered, 225 North 9th Street, Suite 420, Boise, Idaho 83702 ("Bond Counsel").

WHEREAS, the Board of Commissioners of the County have determined that it is in the best interests of the County of issue refunding bonds to refund a portion of its outstanding Series 1996 General Obligation Bonds in order to achieve a financial saving to the taxpayers of the County, and the Board desires to retain the services of Bond Counsel in connection with the authorization, issuance, and sale of refunding bonds for such purpose.

Section 1: PURPOSE OF EMPLOYMENT

The County hereby employs Bond Counsel to perform and render legal assistance and advice relative to the authorization, issuance, sale, and delivery of the general obligation refunding bonds (the "Bonds") of the County.

Section 2: BOND COUNSEL SERVICES

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

- (a) Advise the County concerning the legal requirements applicable to the issuance and sale of the Bonds.
- (b) Provide representation of Bond Counsel, when requested by the County, at all meetings held by the County in connection with the issuance and sale of the Bonds.
- (c) Prepare all 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 assistance to the County's bond underwriter or financial advisor in the preparation of an official statement or other disclosure documents relating to the Bonds.
- (e) Provide such legal guidance and assistance, supervision and consultation, conduct such proceedings, and provide such opinions, as may be appropriate.

- (f) Supervise the printing and delivery of the Bonds to purchaser and prepare all necessary closing documents.
- (g) Assemble and examine a transcript concerning all proceedings taken in connection with the issuance and sale of the Bonds.
- (h) 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 bonds are lawful and valid, that the Bonds are valid and lawful special obligations of the County, 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

For rendering the services set forth in Section 2 hereof, Bond Counsel shall receive from the County compensation in the amount of Seven Thousand Five Hundred Dollars (\$7,500.00). Said compensation shall be paid solely from the proceeds of the Bonds, when available, and shall be due following delivery of the Bonds.

Bond Counsel shall also be reimbursed for direct out-of-pocket expenses, including necessary travel expenses incurred in attending meetings conducted by the County or other meetings relating to the bond proceedings, as well as long distance telephone, special messenger or air courier service, and telecopying and photocopying expenses incurred in performance of its duties hereunder.

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

BONNEVILLE COUNTY, IDAHO

Roger S. Christensen
Chairperson, Board of Commissioners

ATTEST:

Ronald Longue
County Clerk

MOORE SMITH BUXTON & TURCKE,
CHARTERED

By Michael C. Moore
Michael C. Moore