

September 8, 2022

Ms. Gwen Jones, Interim Mayor
Ms. Leigh Griffing, Finance Director
City of Missoula
435 Ryman Street
Missoula, MT 59802

Via Email and First-Class Mail

Re: Tax Increment Urban Renewal Revenue and Refunding Bonds
(Urban Renewal District II)
Missoula, Montana

Dear Mayor Jones and Leigh:

This letter will serve to outline the services we will provide as bond counsel to the City of Missoula, Montana (the "City") with respect to the proposed issuance of tax increment urban renewal revenue bonds (the "Bonds"), consisting of a taxable tax increment urban renewal revenue bond in the estimated principal amount of approximately \$2,200,000 to reimburse the MRA for costs of the acquisition of the Bridge Apartments and the proposed issuance of a tax increment urban renewal revenue refunding bond in the estimated principal amount of approximately \$1,800,000 to pay and refund the City's outstanding Tax Increment Urban Renewal Revenue Bonds (Urban Renewal District II), Series 2006.

As bond counsel, our principal function is to render opinions with respect to the authorization and issuance of the Bonds and, if applicable, the tax-exempt status of the series of refunding bonds. The opinions are rendered in written form at the time the Bonds are delivered to the purchaser. The opinions would be addressed to the purchaser and the City, and both parties are entitled to rely on them.

In our capacity as bond counsel, we will provide the following services to the City in connection with the Bonds:

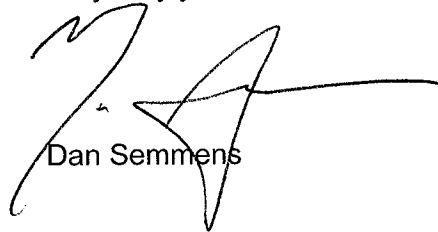
1. prepare and coordinate with the City the adoption of resolutions and other actions to be taken by the governing body of the City, including the bond resolution authorizing the issuance and sale of the Bonds;
2. prepare closing papers and supervise the closing;
3. deliver the opinions discussed above to the City and the purchaser of the Bonds; and
4. assist the City in such other activities and prepare such other documents as may be appropriate in connection with the financing and the issuance of the Bonds.

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Our fee is based on the actual time we spend performing the work, the size of the bond issue, and the type of bond issue. There is a certain amount of work in a tax increment revenue bond issue that must be done regardless of the size of the bond issue. Based on the scope of work described above and a principal aggregate amount of Bonds of approximately \$4,000,000, we estimate our fee to be approximately \$25,000 to \$30,000, plus any out-of-pocket expenses for all of the services rendered. We understand that the Bonds will be sold to First Security Bank of Missoula, a Division of Glacier Bank, in a private placement transaction and not pursuant to a public offering. If, as we proceed, we discover any facts that would cause our estimates to decrease or increase, we would let you know. It is mutually understood that the services set forth in this letter are solely for the benefit of the City.

We hope that this proposal to serve as bond counsel on this financing meets with the approval of the City. If this proposal is satisfactory to you, please so acknowledge by signing the attached acknowledgment and returning a copy to us.

Very truly yours,



Dan Semmens

DPS/vm

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ACKNOWLEDGMENT

The undersigned acknowledges receipt of the attached and foregoing engagement letter dated September 8, 2022, and confirms, on behalf of the City, the City's consent to the representation described therein.

Accepted this _____ day of _____, 2022.

CITY OF MISSOULA, MONTANA

By: _____

Its: _____