

November 16, 2022

Mr. Jordan Hess, Mayor  
Ms. Leigh Griffing, Finance Director  
City of Missoula  
435 Ryman Street  
Missoula, MT 59802

*Via Email and First-Class Mail*

Re: Special Park District Bonds, Series 2023  
City of Missoula, Montana

Dear Mayor Hess and Leigh:

You have asked that Dorsey & Whitney LLP act as bond counsel to the City of Missoula, Montana (the “City”) in connection with the issuance of its Special Park District Bonds, Series 2023, which may be issued in one or more series (the “Bonds”), the proceeds of which will be used to pay or reimburse the City for costs of certain improvements to the parks and recreational facilities and, if desired, pay costs of issuance. The Bonds are to be issued in the aggregate principal amount of approximately \$4,243,000. We understand the Bonds will be sold in a private negotiated sale to a bank or similar purchaser, and that no official statement or other offering document will be prepared in connection with the issuance of the Bonds.

As bond counsel our principal function is to render an opinion with respect to authorization and issuance of the Bonds, delivered in written form at the time the Bonds are delivered to the purchaser. The opinion would be addressed to the purchaser and the City, and both parties are entitled to rely on it. The opinion addresses three basic matters:

1. the validity of the Bonds, based upon the proceedings taken in their authorization and issuance;
2. certain matters relating to the security for the payment of the Bonds; and
3. the exemptions from current federal and state income taxation of the interest payable on the Bonds (or the tax-exempt portion of the Bonds, if a taxable series is issued as well).

In our capacity as bond counsel we have provided or would provide the following services to the City:

1. prepare an ordinance relating to the assessments levied under the City of Missoula Park District Number 1, the bond resolution, and the Bonds;

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2. coordinate with the City Finance Director, or other officer of the City, the adoption of the ordinance, the bond resolution and other actions to be taken by the City Council and officers of the City;
3. advise the City of the statutory requirements for the issuance of the Bonds;
4. prepare closing papers for the City and supervise closing on the Bonds; and
5. deliver the opinions discussed above to the City and the purchaser.

The fee for our services is a function of the size of the bond issue and the amount of time expended. Because special district bonds have some statutory particularities and require additional up-front work on our end, we estimate our fee for the foregoing services will be approximately \$40,000 to \$45,000. We would expect to be paid at the time of the closing of the Bonds. If, as we proceed, we discover any facts that would cause us to exceed the estimate, we would let the City know.

In performing our services as bond counsel in connection with the issuance of the Bonds, our client will be the City and we will represent its interests. We will not represent any other party in this transaction and it is mutually agreed that our services 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,

A handwritten signature in black ink, appearing to read 'Dan Semmens', with a long horizontal flourish extending to the right.

Dan Semmens

DPS/vm

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**ACKNOWLEDGMENT**

The undersigned acknowledges receipt of the attached and foregoing engagement letter dated November 16, 2022, and confirms, on behalf of the City, its consent to the representation described therein.

Accepted this \_\_\_\_ day of \_\_\_\_\_, 2022.

CITY OF MISSOULA, MONTANA

By: \_\_\_\_\_

Its: \_\_\_\_\_