
LEGAL SERVICES AGREEMENT

FmHA Instruction 1942-A (Bond Counsel Agreement)
(Guide 14)

**UNITED STATES DEPARTMENT OF AGRICULTURE
Farmers Home Administration
LEGAL SERVICES AGREEMENT**

This agreement made this 13th day of October 2021 between the **CITY OF AVON, SOUTH DAKOTA** hereinafter referred to as (the "Municipality"), and **TODD MEIERHENRY**, attorney at law, of Meierhenry Sargent LLP of 315 S. Phillips Ave., Sioux Falls, South Dakota, hereinafter referred to as "Attorney":

WHEREAS, the Municipality is intending to obtain a loan from the United States of America;

WHEREAS, the Municipality is intending to issue Sales Tax Revenue Bond under the provisions of SDCL Chapter 10-52 for the loan with the United States of America under such terms and conditions as are dictated by the Rural Utility Services.

WHEREAS, the Attorney agrees to perform all legal services necessary to give a bond opinion to the United States of America and to perform all other customary legal services necessary to the financing.

WITNESSETH:

That for and in consideration of the mutual covenants and promises between the parties hereto, it is hereby agreed:

SECTION A - LEGAL SERVICES

That the Attorney will perform such services as are necessary to accomplish the above recited objectives including, but not limited to, the following:

- examine applicable law; prepare the resolution or indenture authorizing and securing the Bond and other authorizing documents;
- consult with the parties to the transaction prior to the issuance of the Bond; review certified proceedings;
- undertake such additional duties as are deemed necessary to render the opinion.
- render an opinion that:

- the Issuer is duly created and validly existing as a body corporate and public instrumentality of the State of South Dakota with authority to adopt the Resolution, perform the agreements on its part contained therein and issue the Bond;
- the Bond is a valid and binding special obligation of the Issuer;
- the Bond has been duly authorized, executed and delivered by the Issuer and is a valid and binding special obligation of the Issuer, payable solely from the sources provided therefore in the Resolution;

SECTION B - COMPENSATION

The Municipality will pay to the Attorney for professional services rendered in accordance herewith, fees as follows:

- One Percent of the Bond Amount

Said fees to be payable in the following manner and at the following times:

- Upon receiving a completed transcript for the loan. If the loan does not close for any reason, there shall be no fee from Attorney.

SECTION C - OTHER PROVISIONS

None.


Todd Meierhenry
Meierhenry Sargent LLP

CITY OF AVON, SOUTH DAKOTA



Mayor

ATTEST



Finance Officer

[SEAL]

RESOLUTION APPROVING LEGAL SERVICES AGREEMENT

BE IT RESOLVED by the City of Avon that Meierhenry Sargent LLP be retained as bond counsel for the proposed Sales Tax Revenue Bond and that the Mayor and Finance Officer are authorized to negotiate and execute the form of the Legal Services Agreement on file with the City Finance Officer.

Motion by Berndt seconded by Tjeerdsma

Aye: Berndt, Dodge, Petrik, Tjeerdsma


Nay: Ø

Abstained: Ø



Mayor

Attest:



Finance Officer

(SEAL)