

A RESOLUTION OF THE TWIN OAKS BOARD OF ALDERMEN APPROVING U.S. BANK N.A. AS TRUSTEE IN CONNECTION WITH A LEASE PURCHASE TRANSACTION ENTAILING THE DELIVERY OF CERTIFICATES OF PARTICIPATION (CITY OF TWIN OAKS, MISSOURI, LESSEE), SERIES 2017; AND APPROVING FEES RELATING THERETO.

WHEREAS, the City of Twin Oaks, Missouri (the "City") desires to acquire, construct, furnish and equip a new municipal complex in the City (the "Project"); and

WHEREAS, the City owns certain real property upon which the Project will be constructed and operated (collectively, the "Property"); and

WHEREAS, to facilitate construction of the Project on the Property and to pay the cost thereof, the City anticipates entering a lease purchase transaction entailing the delivery of Certificates of Participation (City of Twin Oaks, Lessee), Series 2017 (the "Transaction"); and

WHEREAS, the City through its financial advisor sought proposals from entities to serve as trustee with regard to the Transaction; and

WHEREAS, U.S. Bank National Association ("U.S. Bank"), among others, submitted a proposal (the "Proposal" attached as Exhibit 1 hereto and incorporated herein by reference) for trustee services; and

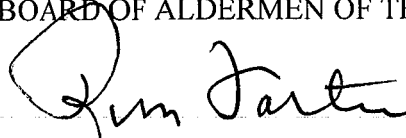
WHEREAS, upon the recommendation of the City's financial advisor, the Board of Aldermen of the City have determined U.S. Bank Proposal to be the lowest and best proposal; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF ALDERMEN OF THE CITY OF TWIN OAKS, MISSOURI, AS FOLLOWS:

Section 1. The Board of Aldermen hereby approves the U.S. Bank as Trustee for the Transaction and approves the payment of the trustee fees in accordance with the terms of the Proposal.

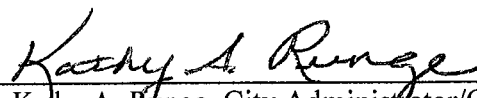
Section 2. This Resolution is adopted and shall be in full force and effect on and after its passage and approval.

THIS RESOLUTION WAS PASSED AND APPROVED THE 5th DAY OF APRIL, 2017, BY THE BOARD OF ALDERMEN OF THE CITY OF TWIN OAKS, MISSOURI.



Russ Fortune, Mayor

Attest:



Kathy A. Runge, City Administrator/Clerk

EXHIBIT 1



*U.S. Bank National Association Fee Schedule
July 19, 2016*

**Trustee, Registrar and Paying Agent Services
Village of Twin Oaks, Missouri
Certificates of Participation, Series 2016**

- A. Acceptance Fee, Per Series:** **\$750**
The acceptance fee includes the administrative review of documents on the new financing, initial set-up of the accounts, and other reasonably required services up to and including the closing. This is a flat one-time fee, payable at closing.
- B. Initial Legal Expense:** **None (cost borne by Trustee)**
No charges for initial document review and closing assuming industry customary documentation and no requirement to provide a legal opinion on behalf of the trustee.
- C. Annual Administration Fee, Per Series:** **\$750**
The annual administration fees cover the routine duties of trustee, registrar and paying agent associated with the administration of the accounts. Administration fees are payable in advance. This assumes book-entry-only securities. Fixed for the term of the Bonds.
- D. Termination Fees** **None**
- E. Out-of-Pocket Expenses:** **At cost (if any)**
Assuming that an opinion of Trustee's counsel and travel are not required, we do not anticipate incurring out-of-pocket expenses in connection with the closing. If applicable, then reimbursement of expenses associated with the performance of our duties, including but not limited to publications, legal counsel after the initial close, travel expenses and filing fees, will be billed at cost.
- F. Investments:**
No fees are invoiced for standard money market investments or bank deposits linked to the Trustee's trust accounting system for automatic investment of cash and automatic monthly posting and reinvestment of earnings. We do not charge fund level sweep fees.

Extraordinary fees are payable to the Trustee for duties or responsibilities not expected to be incurred at the outset of the transaction, not routine or customary, and not incurred in the ordinary course of business. Payment of extraordinary fees is appropriate where particular inquiries, events or developments are unexpected, even if the possibility of such things could have been identified at the inception of the transaction. Extraordinary services might include, without limitation, default administration, tenders or exchanges, amendments or supplements, specialized reporting, investment contracts, actual or threatened litigation or arbitration proceedings, optional calls, conversion calculations and processing, or other duties that may be mandated by future laws or regulatory agencies.

Account approval is subject to review and qualification, including documentation to our satisfaction. Absent your written instructions to sweep or otherwise invest, all sums in your account will remain uninvested and no accrued interest or other compensation will be credited to the account.

IMPORTANT INFORMATION ABOUT PROCEDURES FOR OPENING A NEW ACCOUNT: To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account. For a non-individual person such as a business entity, a charity, a Trust or other legal entity we will ask for documentation to verify its formation and existence as a legal entity. We may also ask to see financial statements, licenses, identification and authorization documents from individuals claiming authority to represent the entity or other relevant documentation.