

FINANCIAL ADVISORY AGREEMENT

Codington County, South Dakota

and

Dougherty & Company LLC

This Agreement made and entered into by and between Codington County, South Dakota (hereinafter "County") and Dougherty & Company LLC, Pierre, and Sioux Falls, South Dakota and Minneapolis, Minnesota (hereinafter "Dougherty").

WITNESSETH

WHEREAS, the County desires to use the services of Dougherty relating to the potential issuance of General Obligation Bonds,

WHEREAS, Dougherty desires to furnish services to the County as hereinafter described,

NOW, THEREFORE, it is agreed by and between the parties as follows:

SERVICES TO BE PROVIDED BY DOUGHERTY

Serve as the County's Advisor for the services and issuance of General Obligation Bonds. Dougherty shall provide all services necessary to analyze, structure, and close the Issue. Examples of the services to be provided shall include, but not be limited to the following:

- Meet with county officials and others as directed to define the scope and the objectives
- Work with the County to fully develop a financing plan that best achieves the County's goals.
- Develop community information fact sheets and tax impact analysis for the proposed election
- Assist with developing terms and conditions of the Issue
- Coordinate the preparation of legal documentation and disclosure materials by the County's bond counsel
- Attend county meetings as well as citizen meetings when necessary

- Prepare, cause to be printed, and distribute the Official Statement and Bid Form to prospective bidders.
- Cause to be published the Official Notice of Sale if a competitive bid process is used
- Analyze and recommend a rating approach. Prepare and furnish to the rating agencies the information they require to evaluate the issue and provide their rating. Serve as the County's representative to the rating agencies.
- Develop and distribute a Request for Proposal to underwriters most likely to respond that would serve as sole or syndicate manager.
- Assist the County in receiving the proposals, compute the accuracy of the proposals received, and recommend to the County the most favorable proposal.
- Coordinate with bond counsel the preparation of required contracts and resolutions.
- Coordinate and advise regarding all other financing activities in order to ensure an efficient and timely closing of the Issue

Dougherty will not serve as an Underwriter on this issue.

COMPENSATION AND COSTS

For the proposed issuance by the County in 2014 or 2015 of its projected \$30,000,000 Issue, Dougherty's fee will be \$75,000. The fee due to Dougherty will be payable in two parts.

- \$5,000 will be payable on November 1st for services related to the election and community awareness.
- \$70,000 will be payable upon closing of the bonds. Should the election fail, and no bonds are issued, this portion of the fee will not be assessed.
- Dougherty agrees to pay the following expenses from its fee:
 - * All of Dougherty's out of pocket expenses such as travel, long distance phone, and copy costs.

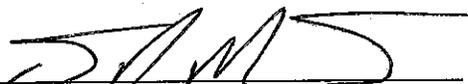
- The County agrees to pay all other expenses related to the processing of the transaction including, but not limited to, the following:
 - * Publication of legal notices, if any.
 - * Local attorney fees, if any.
 - * Bond Counsel expense
 - * County staff expenses.

TERM OF THIS AGREEMENT

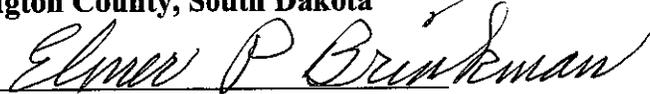
This Agreement may be terminated by thirty (30) days written notice by either the County or Dougherty.

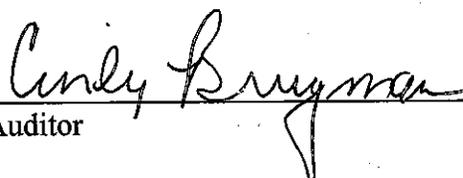
Dated this 11th day of March, 2014.

Dougherty & Company LLC

By: 
Tobin J. Morris, Sr. Vice President

Codington County, South Dakota

By: 
Chairman

Attest: 
Auditor

FILED

MAR 17 2014

CODINGTON COUNTY AUDITOR