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Ary Faraji  
Salt Lake City Mosquito Abatement District  
2215 No. 2200 W.  
Salt Lake City, Utah 84116

8 March 2024

Re: Engagement as Bond Counsel to Salt Lake City Mosquito Abatement District

This letter is intended to record the terms of our engagement as bond counsel for Revenue Bonds (the “Bonds”) for the Salt Lake City Mosquito Abatement District (SLCMAD). We are both pleased and excited to work with SLCMAD again!

Our services as bond counsel will include customary opinions as to validity and Federal income tax exemption. We will prepare documents for the issuance of the Bonds including closing certificates and opinions.

Our engagement is currently expected to be complete at the closing for the Bond issue. It does not include post-closing calculation of arbitrage rebate or advice with respect to ongoing compliance.

We anticipate agreeing to a fixed fee for our services as bond counsel with SLCMAD, once the specific details of the bond transaction are known. The fee will be payable upon the issuance of the Bonds. If the Bond issue is abandoned prior to issuance or deferred beyond a reasonable period such as 12 months, we will negotiate a reasonable settlement with SLCMAD based on the circumstances and the time expended.

If these terms are acceptable, please sign and return a copy of this letter. We look forward to working with you.

Sincerely,

RANDALL M. LARSEN

THE FOREGOING IS AGREED TO BY SALT LAKE CITY MOSQUITO ABATEMENT DISTRICT

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

Date: \_\_\_\_\_