

April 22, 2020

Ms. Corrina Guardipee-Hall
Browning Public Schools
P.O. Box 610
Browning, MT 59417

Mr. James McNeely
Building Native American Education for a
Better Future Foundation, Inc.
129 First Avenue SE
Browning, MT 59417

Re: Consent to Representation of Building Native American Education
for a Better Future Foundation, Inc.

Dear Ms. Guardipee-Hall and Mr. McNeely:

Pursuant to an election on impact aid revenue bonds conducted on September 25, 2018, School District No. 9 (Browning), Glacier County, Montana (the "District") is authorized to issue impact aid revenue bonds in the total principal amount of up to \$3,955,000 (the "Bonds") for the purpose of paying a portion of the costs of designing, constructing, furnishing, and equipping improvements to the Browning Middle School facilities (the "Project"). In addition, the Board of Trustees of the District has determined to pursue a new market tax credit financing (the "NMTC Financing") to obtain additional amounts to pay a portion of the costs of the Project. In connection with the NMTC Financing, it is proposed that Building Native American Education for a Better Future Foundation, Inc., a Montana nonprofit corporation (the "Borrower"), would act as the qualified active low-income community business.

Dorsey & Whitney LLP (the "Firm" or "we") represents the District as bond counsel in connection with the Bonds. As a separate matter, the Firm has been asked to serve as counsel to the Borrower in connection with the NMTC Financing. Under the NMTC Financing structure, the District and the Borrower will enter into certain arrangements and documents, such as leases and other documents, in which, under professional rules governing lawyers, the interests of the District and the Borrower will be adverse. We would represent the Borrower and not the District in the NMTC Financing. We understand that the Montana School Boards Association, as the regular counsel to the District, would represent the District in connection with the NMTC Financing and with regard to the leases and other documents entered into between the District and the Borrower.

Professional rules require a law firm to obtain client consents before representing one client on a matter that is adverse to another current client, even though the representations are on unrelated subject matters. In asking for these consents, we assure you: (1) that we will not use confidential client information in any way to either client's disadvantage, and (2) that we will be able to represent the District as bond counsel with regard to the Bonds and the Borrower with regard to the NMTC Financing without our representation of either client being adversely affected by our representation of the other client. If, however, contentious disputes or threats of litigation relating to our representation of the Borrower were to arise during our representation of the District with regard to the issuance of the Bonds, we may not be able to represent either

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party with respect to such disputes, and we would be required to withdraw from the representation.

The District agrees that we represent the District with regard to the issuance of the Bonds and matters related thereto, and the District agrees to our representation of the Borrower with respect to the NMTC Financing and matters related thereto. It is our understanding that the District and the Borrower each consent to our representations as described above.

If so, please confirm that consent, as well as prospective consents to other unrelated representations, by signing the acknowledgment on the following page and returning it to me. The Acknowledgment may be signed in counterparts, which when taken together, will constitute one complete Acknowledgment.

Please call or write if there are any questions. Thank you.

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/te

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ACKNOWLEDGMENT

Acknowledged and agreed to as of the date first set forth above:

SCHOOL DISTRICT NO. 9 (BROWNING)
GLACIER COUNTY, MONTANA

By: _____

Its: _____

Acknowledged and agreed to as of the date first set forth above:

BUILDING NATIVE AMERICAN EDUCATION
FOR A BETTER FUTURE FOUNDATION, INC.

By: _____

Its: _____

