

**SCHOOL DISTRICT CREDIT ENHANCEMENT PROGRAM
FORM OF BOND COUNSEL OPINION**

[LETTERHEAD OF BOND COUNSEL FIRM]

Date

NAME OF ISSUE

Department of Public Instruction
600 East Boulevard Avenue, Dept. 201
Bismarck, ND 58505-0440

Superintendent of Public Instruction:

We are acting as bond counsel in connection with the issuance by _____ School District No. (the "Issuer"), of its \$ _____ [NAME OF BONDS] (the "Bonds"). By a resolution of the school board dated _____ (the "Resolution") the Issuer has elected to participate in the School District Credit Enhancement Program for the Bonds as provided for in Section 6-09.4-23 of the North Dakota Century Code (the "Program").

Based upon our review of the Resolution and such other documents, materials and information we deem necessary to render this opinion, we are of the opinion that:

1. The Resolution was duly adopted by the Issuer.
2. By the Resolution, the Issuer elects to participate in the Program, obligates the Issuer to comply with the requirements of North Dakota Century Code Section 6-09.4-23, and authorizes the withholding of state funds if necessary.
3. The Bonds are authorized by, and will be issued pursuant to, _____ of the North Dakota Century Code.

Signature of bond counsel

Date