

RESOLUTION R-29- 04

A RESOLUTION AUTHORIZING THE EXECUTION OF A CONTRACT
FOR PROFESSIONAL SERVICES BETWEEN THE CITY OF WHEATON
AND FIRST TRUST PORTFOLIOS, L.P.

WHEREAS, the City of Wheaton, Illinois, will be issuing bonds for the renovation/expansion of the Wheaton Public Library and other projects in an approximate amount of \$20,000,000; and

WHEREAS, the Wheaton City Council desires to use the services of First Trust Portfolio, L.P. as lead underwriter for the proposed bond issue; and

WHEREAS, First Trust Portfolio, L.P. has submitted a proposal for services to the City.

NOW, THEREFORE, BE IT RESOLVED by the Mayor and City Council of the City of Wheaton, Illinois, as follows:

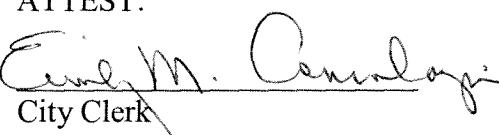
Section 1: The recitals set forth above are incorporated herein and made a part hereof.

Section 2: The Mayor is hereby authorized to sign on behalf of the City, and the City Clerk is hereby authorized to attest thereto, the contract between the City and First Trust Portfolio, L.P. entitled, "Investment Banking Services Contract," which by reference is made a part of this Resolution.

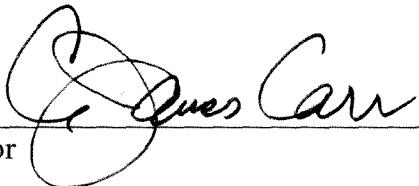
Section 3: The Mayor, City Manager, Director of Finance and City Attorney are hereby authorized to take such action as may be necessary to carry out the terms of said contract.

ADOPTED this 19th day of April, 2004.

ATTEST:


Cindy M. Cannalongi
City Clerk

Ayes:



Mayor Carr

Roll Call Vote:

Councilman Mouhelis
Councilwoman Corry
Councilman Johnson
Mayor Carr
Councilwoman Johnson
Councilman Mork

Nays:

None

Absent:

Councilman Bolds

Motion Carried Unanimously

INVESTMENT BANKING SERVICES CONTRACT

This contract is entered into this 19th day of April, 2004 between the City of Wheaton, Illinois, hereinafter referred to as the "City" and First Trust Portfolios, L.P., hereinafter referred to as "First Trust".

NOW, THEREFORE, in consideration of the mutual premises hereinafter set forth, the City and First Trust agree as follows:

1. Scope of Services: First Trust shall perform the services described in Exhibit A, dated March 29, 2004, attached hereto and made a part of this contract.
2. Compensation: Contingent upon the ultimate sale of the contemplated bond issue, the City shall pay First Trust a fee of 0.625% of the par amount of the bonds issued. No fee shall be paid if the City does not proceed with the bond issue.
3. Additional Services: First Trust shall perform only those services specified in Exhibit A attached hereto. In the event it is determined that additional services are required, such services shall not be performed unless directed in writing by the City. Payment for additional services shall be as mutually agreed upon in writing by the parties.
4. Hold Harmless and Indemnification: First Trust shall defend, hold harmless and indemnify the City and all of its officers, agents, employees and elected officials from any loss, damage, demand, liability cause of action, fine, judgment, or settlement, together with all costs and expenses related thereto, including reasonable attorney fees, that may be incurred as a result of any claim or suit of any nature whatsoever arising from or in any manner connected with, directly or indirectly, the negligent or intentional acts or omissions of First Trust in performing the services provided for in this Contract.

In Witness Whereof, the parties have entered into this Contract as of the 19th day of April, 2004.

CITY OF WHEATON
WHEATON, ILLINOIS

BY: James Caw

ATTEST: Paul M. Consalvo

City Clerk.

FIRST TRUST
PORTFOLIOS, L.P.

BY: Mark J. T.

ATTEST: W. D. Smith



March 29, 2004

Mr. Donald Rose
City Manager
City of Wheaton, DuPage County, Illinois

Re: City of Wheaton, DuPage County, Illinois
 General Obligation Bonds, Series 2004

Dear Mr. Rose:

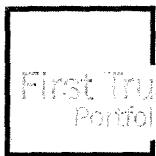
We are delivering this letter at your request and in response to the action of the City Council of the City of Wheaton, DuPage County, Illinois (the "City") last week retaining First Trust Portfolios L.P. ("First Trust") as bond underwriter in connection with the issuance of the above-captioned bonds (the "Bonds"). We understand that the Bonds will be issued for library and other capital purposes and to refund (refinance) certain outstanding bonds of the City.

In our role as underwriter First Trust will review the City's outstanding debt and make recommendations as to how to structure the maturities of the Bonds so as to establish overall bond and interest tax rates at a level consistent with the City's goals. We will also work with the other parties to the transaction to make sure that any refunding escrow is properly established and funded. Further, we will work with the City to establish an appropriate timeline for the transaction in order to meet the City's needs and capture the best possible interest rates. In connection with the sale of the Bonds, we will work with the City in preparing an Official Statement which will serve as the offering document to potential purchasers of the Bonds.

First Trust will market the Bonds in a manner and a time, in consultation with the City, that we believe will deliver the best possible interest rates to the City. Further, we anticipate that our fees will be paid from proceeds generated by the Bonds (often referred to as a spread) and will not be paid from the general funds of the City.

At your request, I have also included some materials that describe our business and our strong connection to the City of Wheaton and the County of DuPage.

As always, please feel free to contact me at (630) 241-8676 with any further questions or comments. We look forward to working with you towards a successful transaction.



First Trust Portfolios L.P.
1001 Warrenville Road
Lisle, Illinois 60532
630.241.4141
www.ftportfolios.com

Very truly yours,

FIRST TRUST PORTFOLIOS L.P.

By Chad Thorson
Chad Thorson

Enclosure