

A RESOLUTION RETAINING THE LEGAL SERVICES OF BUCKINGHAM, DOOLITTLE & BURROUGHS, LLP, AS BOND COUNSEL IN CONNECTION WITH THE ISSUANCE OF SECURITIES FOR CERTAIN CAPITAL PROJECTS, AND DECLARING AN EMERGENCY.

BE IT RESOLVED by the Council of the Village of Richfield, State of Ohio:

Section 1. Findings and Determinations. This Council makes the following findings and determinations:

- (a) This Council has determined to construct and equip new safety buildings, to renovate the existing safety building for use as administrative offices and to acquire, construct and equip certain other capital assets (the "Projects").
- (b) This Council has determined to finance the Projects, either in whole or in part, from the proceeds of securities to be issued by the Village.
- (c) The Village should retain the services of bond counsel to assist the Village in the financing of the Projects.
- (d) All formal actions of this Council relating to the enactment of this resolution were taken in an open meeting of this Council, and all deliberations of this Council, and of any of its committees, that resulted in those formal actions, were in meetings open to the public, in compliance with all legal requirements, including Section 121.22, Ohio Revised Code.

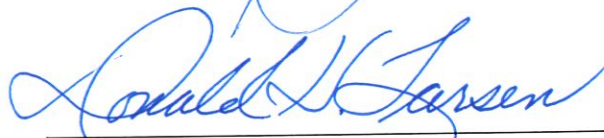
Section 2. Retention of Services. This Council retains legal services of the law firm of Buckingham, Doolittle & Burroughs, LLP, as bond counsel to the Village. Those legal services are to be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with the security, issuance and sale of securities to finance the Projects, preparing certain of the documents and rendering approving legal opinions with respect to the financing. In rendering those legal services, as an independent contractor and in an attorney-client relationship, the firm must not exercise any administrative discretion on behalf of the Village or this Council in the formulation of public policy, the expenditure of public funds, the enforcement of laws, rules and regulations of the State, the Village, or any other political subdivision of the State or the execution of public trusts.

Section 3. Fees and Expenses. The Village will pay the firm for those legal services, reasonable fees in accordance with the firm's letter of engagement and will reimburse the firm for its out-of-pocket expenses incurred in rendering those legal services.

Section 4. Emergency and Effective Date. This Council declares this resolution to be an emergency measure necessary for the immediate preservation of the public peace, health and safety of the Village and for the further reason that it is necessary to retain bond counsel in order to proceed with the financing of the Projects. If this resolution receives the affirmative vote of two-thirds of the members elected to this Council, it will go into immediate effect. Otherwise, it will become effective at the earliest date allowed by law.

PASSED: April 4, 2000


President of Council


Mayor

Dated: 4/11/2000

ATTEST:

Clerk of Council



BUCKINGHAM, DOOLITTLE & BURROUGHS, LLP

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Akron
Canton
Cleveland
Columbus
Boca Raton
Naples

April 5, 2000

Donald H. Larsen, Mayor
4410 W. Streetsboro Road
Richfield, Ohio 44286

Re: Retention of Legal Services

Dear Mayor Larsen:

Thank you for selecting Buckingham, Doolittle & Burroughs, LLP to represent the Village. I will be your primary contact and Sean Vollman (330.258.6515) will be working with me. From time to time we may ask other lawyers and paralegals in our firm to assist in this work.

This letter confirms our agreement as to the terms of our engagement. You have retained us to serve as bond counsel to the Village for the issuance of general obligation securities. I enclose a memo describing services we will perform in that capacity.

We will charge the Village a fee of \$5,000 for those services. This fee quote is based on the assumption that the Village will borrow approximately \$5 million in a single borrowing and that we will perform the services described in the enclosed memo. If the scope of the matter changes so that the services we need to perform in order to adequately serve the Village's interests change, we will review that with you and negotiate a different fee at that time.

We do not separately charge for office long distance telephone calls, faxes, postage, copies, internal docket/delivery services and routine on-line electronic research. These costs are included in our quoted fee.

We will, however, charge the Village for any "out-of-pocket" expenses. Those expenses include such things as large copying projects, extensive on-line research matters, outside delivery charges, recording and filing fees and travel expenses.

If the matter does not come to a successful conclusion, we will bill you for our services at our hourly rates (up to the quoted fee) to the date you tell us to stop work on this matter. Our fee for those services is not contingent on successful completion of this matter.

We will send you an invoice upon completion of the work, which will state the fees and any out-of-pocket costs. Our invoices are due and payable upon receipt. Our firm policy forbids us from performing any work on your matter if your account is delinquent. Please feel free to call me or

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Laura Goodin, your client service representative, at 800.686.2825 or 330.376-5300 for clarification or assistance on any billing matter.

We have prepared and enclose a form of resolution to retain our services for enactment by the Village Council.

Thank you for selecting us as your lawyers. We will justify the confidence you have shown in us.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Thomas R. Trotter".

Thomas R. Trotter

TRT/SWV

Enclosures

«AK3:391818_1»

March 31, 2000

Buckingham, Doolittle & Burroughs, LLP

Bond Counsel Services – General Obligation Bonds and Notes

This memorandum describes services that Buckingham, Doolittle & Burroughs, LLP provides as bond counsel for bonds and notes for Ohio political subdivisions. The services are divided into ordinary services and extra services. Ordinary services fall within the scope of the fee quoted and extra services are performed for additional fees based on current hourly rates.

SCOPE OF SERVICES

Ordinary Services

As part of our retention as bond counsel, we would render the following services to the Village of Richfield for its proposed bonds or notes:

- We consult with the appropriate officials and employees of the Village concerning the transaction and advise the Village concerning the structure of the financing. We prepare a schedule of proceedings, a checklist and a timetable for the issue.
- We prepare all documents and other proceedings for the authorization, issuance and sale of the bonds or notes (including all resolutions, agreements, ordinances, transcript certificates, and any sale notices or bid invitations). For long-term securities (over one year) this includes a registrar agreement, and for “book-entry” securities, it includes a letter of representation.

- We render an approving opinion to the purchasers of the securities. It is a standard, unqualified opinion as to validity, nature and source of payment and the tax status of the interest.
- If requested, we attend the meetings of Village Council, and any of its committees.
- We assist the Finance Director in preparing debt statements demonstrating compliance with direct and indirect debt limits and review those statements.
- We provide advice concerning state and federal tax matters, including arbitrage and rebate matters, and prepare the required federal tax forms.
- We assemble the transcript of proceedings for the issue.
- If requested, we attend and supervise any bid opening.
- We provide general advice with respect to compliance with state and federal securities laws.
- We provide advice and assistance in obtaining a rating for the issue, if any.

Extra Services

We would also be pleased to perform any special services in connection with this borrowing such as the following:

- Assistance in preparation of a disclosure document such as an Official Statement.
- Assistance in obtaining a rating on the bond or note issue beyond normal services in that regard. For example, we will travel to and meet with rating agencies in New York, render special opinions to rating agencies, as requested, and provide similar special services.
- Rendering opinions to the Village on matters in connection with bonds and notes other than the approving opinion.
- Assistance in complying with continuing disclosure obligations under Securities and Exchange Commission rules.
- Assistance in performing arbitrage rebate calculations.