

August 21, 2023

VIA E-MAIL

Joann Bury, Finance Director
City of Gahanna, Ohio
200 South Hamilton
Gahanna, Ohio 43230

**Re: City of Gahanna, Ohio
(Not to Exceed) \$8,500,000 Capital Facilities Notes, Series 2023**

Dear Joann:

We are pleased that the City of Gahanna, Ohio (the "City") has requested Squire Patton Boggs (US) LLP (the "Firm") to serve as the City's bond counsel in connection with the issuance of the referenced unvoted, general obligation bond anticipation notes (the "Notes"). We understand that the City intends to (i) issue the Notes for the purpose of acquiring, constructing, renovating and improving municipal facilities, including constructing, renovating and improving additional public safety facilities for police department operations; furnishing and equipping the same; improving the sites thereof; acquiring land and interests in land in connection therewith; and all necessary appurtenances thereto, (ii) sell the Notes through a negotiated sale to Stifel, Nicolaus & Company, Incorporated and (iii) close the issuance of the Notes on or about November 2, 2023. This letter will serve as the engagement letter as approved by Council through passage of legislation authorizing the issuance of the Notes.

The Firm's services will include those customarily provided by bond counsel in connection with issues such as the Notes, including the rendering of our legal opinion (the "Bond Opinion"), provided that the proceedings for the issuance of the Notes have been completed to our satisfaction. The Bond Opinion will address the legality, validity and binding effect of the Notes, the source of payment and security for the Notes, the excludability of interest on the Notes from gross income for federal income tax purposes, and certain other tax aspects of the Notes under federal law and under the laws of the State of Ohio. The Firm will address the Bond Opinion to the City and to the original purchaser and will deliver it on the date that the City delivers the Notes to the original purchaser in exchange for their purchase price. For those legal services, the Firm shall be paid just and reasonable compensation in an amount not expected to exceed \$12,500 and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services.

As the City's bond counsel, the Firm represents the City. The City is the Firm's client, and an attorney-client relationship will exist between the Firm and the City. We assume that all other parties to the transaction described above will retain such counsel as they deem necessary

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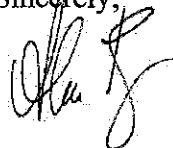
Please visit squirepattonboggs.com for more information.

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August 21, 2023
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and appropriate to represent their interests in this transaction. We further assume that all other parties understand that, in this transaction, we represent only the City, that we are not counsel to any other party, and that we are not acting as an intermediary among the parties. Our representation of the City will not, however, affect our responsibility to render an objective Bond Opinion.

The City's proposed issuance of the Notes will involve an original purchaser and perhaps other parties. The Firm conducts a national practice in the area of public finance that involves the representation of issuers, underwriters and other parties in the issuance of governmental debt obligations. In addition, the Firm conducts a national and international corporate law practice that includes the representation of financial institutions and other businesses in transactions, litigation and other matters. As a result of the extent and diversity of that practice, the Firm may currently represent or may have represented the original purchaser of the Notes or other parties involved in the issuance of the Notes in matters unrelated to the City or its issuance of the Notes. The Firm may also commence such representations during the time it is serving the City as bond counsel for the Notes. Considering the lack of relationship that such other matters have to the City or to its issuance of the Notes, the Firm does not expect any such other representations to conflict with its fulfillment of its professional obligations to the City as bond counsel for the Notes. We request that the City, by signing and returning a copy of this letter, acknowledge and consent to the Firm's serving the City as bond counsel for the issuance of the Notes though the Firm serves, may have served or may serve other parties to that issuance in other, unrelated matters.

The Firm appreciates the opportunity to represent the City in this transaction. Please signify that the City desires for the Firm to proceed with this engagement as described in this letter by signing a copy of this letter and returning it to us. Please retain the original for the City's files.

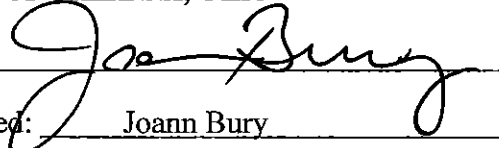
Sincerely,


Allison M. Binkley

AMB/pf

Engagement Letter Accepted:

CITY OF GAHANNA, OHIO

By: 
Printed: Joann Bury

Title: Finance Director

Dated: 8/21/2023