

RECORD OF RESOLUTIONS

Dayton Legal Blank Co., Form No. 30045

Resolution No.

Passed, YEAR

CITY OF BELPRE
RESOLUTION NO. 40 (2024-2025)

**A RESOLUTION AUTHORIZING THE BELPRE AUDITOR TO
ENTER INTO AN ENGAGEMENT LETTER WITH SQUIRE
PATTON BOGGS (US) LLP TO ACT AS BOND COUNSEL FOR
THE CITY OF BELPRE**

WHEREAS, the City of Belpre has entered into a Purchase Agreement to buy the Badger Lumber Company building; and

WHEREAS, the Administrator for the City of Belpre entered a negotiation with Huntington National Bank to create a bond issuance program to pay for the purchase price for this real estate and building; and

WHEREAS, the Belpre City Auditor has determined that experienced bond counsel will be required to prepare all of the documents for the bond program.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF BELPRE, OHIO, THAT:

SECTION I

The Belpre City Auditor was referred to Squire Patton Boggs, LLP by Huntington National Bank. Squire Patton Boggs is the law firm that is highly skilled in provisions of legal counsel for bond issues programs. Thereafter, the Belpre City Auditor has determined that the City of Belpre should enter into an engagement letter with Squire Patton Boggs, LLP to provide these legal services. A copy of the proposal Letter of Engagement is attached hereto as "Exhibit A".

SECTION II

After due consideration, the Belpre City Council finds that skilled legal council will be required to provide legal and process all of the legal documents for the City of Belpre (NOT to exceed) \$965,000.00 Capital Facilities Bonds, Series 2025; therefore, the Auditor for the City of Belpre is hereby authorized to sign the Letter of Engagement attached here to as "Exhibit A".

SECTION III

This Resolution is hereby declared to be an emergency measure necessary for the immediate preservation of the public health, welfare and safety, and for the further reason that a closing on the purchase of the real estate is to occur in December 2025. Wherefore, this Resolution shall take effect and be in full force from and immediately after its passage by Council and signing by the Mayor.



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October 15, 2025

VIA E-MAIL

Tina Nolan
Auditor
City of Belpre, Ohio
P.O. Box 160
715 Park Drive
Belpre, Ohio 45714

**Re: City of Belpre, Ohio
(Not to Exceed) \$965,000 Capital Facilities Bonds, Series 2025**

Dear Tina:

We are pleased that the City of Belpre, Ohio (the "*City*") has requested Squire Patton Boggs (US) LLP (the "*Firm*") to serve as the City's bond counsel in connection with its issuance of the above-captioned bonds (the "*Bonds*").

The Firm's services will include those customarily provided by bond counsel in connection with issues such as the Bonds, including the rendering of our legal opinion (the "*Bond Opinion*"), provided that the proceedings for the issuance of the Bonds have been completed to our satisfaction. The Bond Opinion will address the validity and legality of the Bonds, the source of payment and security for the Bonds, the excludability of interest on the Bonds from gross income for federal income tax purposes, and certain other tax aspects of the Bonds under federal law and under the laws of the State of Ohio. The Firm will address the Bond Opinion to the City and the original purchaser and will deliver it on the date that the City delivers the Bonds 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 \$15,000, 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 will represent the City. The City will be 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 and appropriate to represent their interests in this transaction. We further assume that

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Squire Patton Boggs (US) LLP is part of the international legal practice Squire Patton Boggs, which operates worldwide through a number of separate legal entities.

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Tina Nolan
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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.

The City's proposed issuance of the Bonds will involve 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 one or more of the original purchasers of the Bonds or other parties involved in the issuance of the Bonds in matters unrelated to the City or its issuance of the Bonds. The Firm may also commence such representations during the time it is serving the City as bond counsel in these matters. Considering the lack of relationship that such other matters have to the City or to its issuance of the Bonds, the Firm does not expect any such other representations to conflict with its fulfillment of its professional obligations to the City as bond counsel in connection with those matters. 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 Bonds 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 matter. Please confirm 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.

Very truly yours,

Christopher J. Franzmann

Christopher J. Franzmann, Partner

CJF/pf

Engagement Letter Accepted:

CITY OF BELPRE, OHIO

By: Tina Nolan

Printed: Tina Nolan

Title: Auditor

Dated: 11/25/2025