

July 18, 2018

Board of Education
Brecksville-Broadview Heights City School District
6638 Mill Road
Brecksville, OH 44141
Attention: Jeff M. Hall, Treasurer/CFO

**Re: Brecksville-Broadview Heights City School District, Ohio
School Facilities Improvement Bonds, Series 2018**

We are pleased that the Board of Education of the Brecksville-Broadview Heights City School District has requested Squire Patton Boggs (US) LLP (the Firm) to serve as bond counsel and disclosure counsel to the Board and the School District in connection with the issuance of the Bonds identified above (the Bonds) and the related election proceedings.

The Firm's services as bond counsel have included and will include those customarily provided by bond counsel in connection with issues such as the Bonds, including the preparation and supervision of the election proceedings and the bond proceedings, and legal assistance and advice in the preparation of the School District's preliminary and final official statements and, provided that the proceedings for the issuance of the Bonds have been completed to our satisfaction, rendering of our legal opinion with respect to the Bonds (the Bond Opinion) and a related supplemental opinion (the Supplemental Opinion) that is customarily requested by the School District's senior managing underwriter. The Bond Opinion will address the legality, validity and binding effect 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 Supplemental Opinion will address the validity and binding nature of the bond purchase agreement and applicability of certain securities law exemptions for the Bonds and related bond proceedings. The Firm will address the Bond Opinion and the Supplemental Opinion to the School District (and, if requested by the School District, to the underwriters) and will deliver them on the date that the School District delivers the Bonds to the underwriters in exchange for their purchase price.

The Firm's services as disclosure counsel have included and will include those customarily provided by disclosure counsel in connection with issues such as the Bonds, including legal advice and assistance to the School District in connection with its responsibilities with respect to the preparation and use of its preliminary and final official

statements and applicable securities law, and providing a customary form of letter to the School District (the Disclosure Counsel Letter). The Firm will address the Disclosure Counsel Letter to the School District and, if requested by the School District, will provide a related letter to the underwriters with respect to their ability to rely on the Disclosure Counsel Letter subject to certain limitations.

For its legal services as bond counsel and disclosure counsel in connection with this issue, the Firm shall be paid just and reasonable compensation for those legal services in an amount not expected to exceed \$96,500, and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services.

As bond counsel and disclosure counsel to the Board and the School District, the Firm has represented and will represent the Board and the School District. The Board and the School District are the Firm's clients, and an attorney-client relationship exists between the Firm and the Board and the School District. We assume that all other parties to the transactions to be entered into by the School District in connection with the issuance of the Bonds will retain such counsel as they deem necessary and appropriate to represent their interests in those transactions. We further assume that all other parties understand that, in those transactions, we will represent only the Board and the School District, 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 Board and the School District will not, however, affect our responsibility to render an objective Bond Opinion.

The School District's proposed issuance of the Bonds will involve one or more underwriters and 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 underwriters of the Bonds or other parties involved in the issuance of the Bonds in matters unrelated to the Board and the School District or the School District's issuance of the Bonds. The Firm may also commence such representations during the time it is serving the Board and the School District as bond counsel and disclosure counsel in this matter. Considering the lack of relationship that such other matters have to the Board and the School District or to the School District's issuance of the Bonds, the Firm does not expect any such other representations to conflict with its fulfillment of its professional obligations to the Board and the District as bond counsel and disclosure counsel in these matters. We request that the Board and the School District, by signing and returning the enclosed copy of this letter, acknowledge and consent to the Firm's serving the Board and the School District as bond counsel and disclosure counsel in connection with 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 Board and the School District in this matter. Please confirm that the Board and the School District desire for the Firm to proceed with this engagement as described in this letter by signing the enclosed copy of this letter and returning it to us. Please retain the original for the School District's files.

Sincerely,



**BRECKSVILLE-BROADVIEW HEIGHTS CITY SCHOOL DISTRICT
and its Board of Education**

By: _____
Treasurer, Board of Education

Date: July 18, 2018

Copy: Joelle Magyar, Superintendent of Schools
Michael Prcela, Sudsina & Associates, LLC (via e-mail)
Austin G. McGuan, Stifel, Nicolaus & Company, Incorporated (via e-mail)
Michael Armagno, PNC Capital Markets LLC (via e-mail)
Michelle Gray, The Bank of New York Mellon Trust Company, N.A. (via e-mail)
Laurel Waller, The Bank of New York Mellon Trust Company, N.A.