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December 3, 2015

Mr. Steve Lutz
City Manager
47 Hall Street
Powell, OH 43065

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BY: *W*

RE: *Request for Proposal for Director of Law/Legal Services*

Dear Mr. Lutz:

Frost Brown Todd LLC ("FBT") is pleased to present this proposal to the City of Powell ("City") in response to your RFP. FBT considers itself to be the ideal candidate to continue serve as City Law Director based on our attorneys' extensive experience and depth of knowledge not only within our Government Services practice group. As noted in our response, our Government Services practice group, which has Ohio offices in Columbus, West Chester, and Cincinnati, provides legal services to villages, cities, townships, school districts and a host of quasi-governmental entities throughout the state.

Specifically, we serve as Solicitor/Law Director/City Attorney to a variety of home rule charter and statutory municipalities in Central and Southern Ohio. The hallmark of our representation is to work closely with the Mayor, Manager, Staff and Council to foster a seamless working relationship which brings to the table all of the resources of a large firm, as well as fostering a close working relationship as would be typical with an in-house counsel. In doing so, our focus is always on having a clear understanding of the needs and desires of the municipality, while providing state-of-the-art legal counsel, with a constant focus on risk management and most importantly, the ability to recommend creative solutions in order to get the job done.

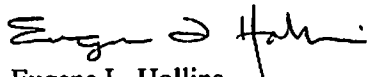
We hold ourselves to the highest standards of integrity, both as to the public and the City, with the understanding that the governmental process should be open and transparent, in an environment that welcomes and encourages citizen input and participation.

We are also very sensitive to legal fees and costs and utilize technology to the utmost extent in order to not only work efficiently, but also to provide the highest level of service in a cost-effective manner. Hourly rates for our partners, associates, and legal assistants are based on expertise and experience. However, for public sector clients, we typically utilize lower blended rates, or flat fee retainers. The bottom line is that we can offer a flexible fee structure to meet the City needs.

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Accordingly, we have submitted the attached RFP for your consideration and very much look forward to the opportunity to meet with City representatives as this process moves forward. Thank you on behalf of myself and FBT for this opportunity.

Very truly yours,



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4818-6342-7115, v. 1

Firm Overview

Frost Brown Todd (FBT) offers a deep, talented roster of legal professionals. We demonstrate our commitment to our clients by leveraging technical, public sector, and legal knowledge and hands-on experience. We integrate a powerful network of legal talent and business experience to provide our clients with innovative and comprehensive services.

Our Clients

FBT and its attorneys serve as general counsel or law director for several governmental entities in Ohio and have experience handling a wide variety of claims on behalf of our clients. We provide legal services to some of the largest public entities in our footprint, including the cities of New Albany, Dublin, Grove City, Pickerington, Canal Winchester, Powell, Westerville, Pataskala, Johnstown, Pickaway County, Pike County and Jackson County and some of the largest school districts and townships in Ohio. We also provide services to some of the smallest public entities in the region, including the Village of Marble Cliff, Village of Minerva Park, Village of Ostrander and Village of Galena.

The types of governmental and private entities our Government Services Practice Group represents include the following:

- Cities
- Villages
- Townships
- Counties
- School districts and school corporations
- Private and public colleges and universities
- Water districts and fire districts
- Public officials
- Governmental entity risk pools and insurers
- Community improvement corporations
- Similar and related agencies in several states
- Private entities and individuals before regulatory agencies

FBT's legal experience over several decades representing public entities allows for tailoring a legal approach to the needs of each client to provide effective and prompt representation and service. When a client's legal needs fall outside those typical to the public sector, FBT can draw on the knowledge and experience of its 475 attorneys who practice in all areas of the law required by businesses and individuals of all sizes and complexity.

Our Recognition

We have 37 attorneys in the Government Services Practice Group. Two-thirds of our group's lawyers are listed in *The Best Lawyers in America*® publication, *Rising Stars*, or the *Ohio Super Lawyers*® publication.

Our Outside Activities

Members of our group are active in local political parties, charitable organizations, local, state and national bar associations. One member is special counsel to the Ohio Municipal League; another is a past president of the Ohio and Columbus Bar Associations; yet another member is the immediate past president of the National Council of School Board Attorneys and member Bill Robinson is the past president of the American Bar Association.

Efficient Legal Services

FBT focuses on delivering to clients what they need most: sound legal counsel, responsive service, concise communications and an eye toward being as efficient in our representation as possible. We favor a lean staffing model in which the likely needs of a project are considered at the outset. Many of our projects are handled by a single lawyer, who becomes intimately familiar with the facts and laws relevant to the project. This approach reduces costs and avoids potential for duplicative work. In some projects, a threshold staffing assessment indicates that more than one attorney will be needed, and a team of lawyers must be assembled. Our team includes experienced associates, paralegals and project assistants who can capably handle work requiring different levels of expertise. All matters are overseen by the relationship or billing attorney to assure the highest standards of work product quality and strict adherence to technical requirements.

Diversity and Inclusion

FBT is committed to making diversity and inclusion a permanent part of the culture of the firm. The firm will strive to create and maintain an inclusive environment in which every person has not only an equal opportunity to succeed, but is provided with appropriate support to help him or her realize that opportunity. We will promote the recruitment, community involvement and professional advancement of a diverse and inclusive team.

Our goal is simple. We will be recognized by everyone at FBT, our peers and other meaningful organizations within the legal industry as having the most inclusive environment in our respective markets. The firm's success in these efforts will require the commitment of the firm's leadership and management as well as every lawyer and administrator in the firm. Each of these individuals will be charged with, and held accountable for, helping the firm achieve this goal.

Diversity and inclusion must be put into action each day. Our program is constantly evolving to build a more vibrant and creative law firm for our employees, clients and communities. And, our actions are having an impact on our people. They have shared, in personal interviews, how the firm's commitment to inclusion has impacted them.

As a law firm, diversity and inclusion help us to better serve our clients with premium legal counsel and thought leadership. This only happens when we provide them with the best legal talent and diverse viewpoints. We are pleased that our diverse lawyers span many departments, practice areas and specialties.

Our focus on inclusion extends beyond the firm. It includes partnering with our clients on unique programs to help them achieve their goals and leading the way on numerous pipeline programs as well as investing in regional and national initiatives in our communities and beyond.

Key Personnel

The following is a listing of FBT's proposed team for the City of Powell. We propose that Eugene Hollins continue to serve as Director of Law. Detailed bios for each of the individuals listed below are attached. In addition to the team below, we have a number of professionals within our Government Services Practice Group in Columbus, West Chester and Cincinnati, Ohio who are available to assist as necessary. Many of these individuals have extensive experience serving as general and special counsel for municipalities throughout Ohio. More information about this group (and other professionals in the Columbus, West Chester and Cincinnati offices) can be found at <http://www.frostbrowntodd.com/services-practices-government-services.html> and a list of Ohio government entities FBT has represented in the last few years is also attached.

1. Eugene L. Hollins, Law Director
2. Jennifer B. Croghan (Lead Assisting Attorney)
3. Yazan S. Ashrawi

Director of Law

In addition to the full biographies of the proposed team attached hereto, below please find a summary of relevant experience as Powell Law Director and summary of experience with other municipal issues.

Summary of Relevant Experience as Powell Law Director

It has been our honor and privilege to serve as the Law Director for the City of Powell for the past six years. Among the accomplishments and successful projects of the Powell team, of which we are a part, we count the following:

- Representation of City of Powell in mandamus proceedings before Ohio Supreme Court with regard to initiative petition to place a potentially unconstitutional charter amendment on the ballot (*State ex rel. Ebersole v. Powell*, 141 Ohio St. 3d 9, 2014 - Ohio - 4078; reconsideration, 141 Ohio St. 3d 17, 2014 - Ohio - 4283).
- Successful litigation on behalf of City of Powell to establish proposition that Pre-Annexation Agreements between a city and a landowner/developer are a guide for proposed annexation and zoning, and not a legally enforceable contract binding a council's future votes (*Lifestyle Real Estate Holdings v. Powell*, Case No. 14CVH09-0714, Delaware Cty. Common Pleas).
- Ongoing advice regarding proper interpretation and implementation of the Cooperative Economic Development Agreement between the City of Powell and Liberty Township, including advice regarding propriety of initiative petition.
- Implementation of the City's Tax Increment Financing District, including advising staff, correspondence with the Ohio Department of Taxation and coordination with the Delaware County Auditor's office.
- Assistance in conceptualization of potential incentive programs for attraction of new employers to the City of Powell and retention and/or expansion of existing commercial developments,

including formation of a Community Improvement Corporation and associated income tax offset incentives, as well as consideration of a commercial tax increment financing district.

- Annexation petitions and issues, including successful completion of River of Life and Shamrock annexations, coordination with landowner's attorney regarding Urban Active Annexation, negotiation of a pre-annexation agreement with regard to the Market at Liberty Crossing and several other non-residential properties in the Sawmill corridor, and ongoing advice and discussions with other landowners regarding potential annexations
- Drafting of comprehensive code updates, including sign code update and the peddler and solicitor code update.
- Representation of and advice to boards and commissions, including Records Commission, Council committees and Planning and Zoning Commission.
- Update of the capital improvement construction contract documents, as well as coordination of transition to subscription service provided by construction attorneys; negotiation of construction claims and successful close-out of projects; negotiation of decrease in compensation to CSX with regard to bikeway crossing.
- Initiate and continue collection efforts with the Finance Department on delinquent and nonpayment of individual taxes.

Summary of Experience with Other Municipal Issues

- Law Director, City of Powell (2007-Present); Law Director, City of Canal Winchester (2000 - Present); Village Solicitor, Village of Obetz (2004-2013); Village Solicitor, Village of Minerva Park (2005 - Present); Prosecutor and Assistant Law Director, City of Westerville (1993-2005).
- Legal Consultant, North Gate Alliance Entities (Pickaway County, Harrison Township, Village of Ashville, Village of South Bloomfield); assistance in drafting Cooperative Economic Development Agreement and subsequent negotiations with the City of Columbus and Columbus Regional Airport Authority concerning Norfolk Southern intermodal project and creation of a Joint Economic Development District; negotiation of TIF revenue sharing agreement with Teays Valley Local School District and assistance to Pickaway County in drafting and implementation of commercial TIF district.
- Special Counsel, Ohio Municipal League; assistance in drafting Sample 2016 Municipal Income Tax Code and related documents for use by Ohio Cities and Villages to comply with House bill 5 reforms; Special Counsel, several cities and Villages; preparation of municipal specific 2016 income tax codes.
- Successful appeal to Ohio Supreme Court to establish right of a commercial ground lessee to plead and prove its standing to file a real estate valuation complaint (*Diley Ridge Medical Center v. Fairfield County Board of Revision*, 1441 Ohio St. 3d 149, 2014-Ohio - 5030).
- Representation of privately-held company in negotiations with City of Columbus for tax abatement and TIF reimbursement for road infrastructure for new headquarters building and testing facility.

- Representation of City of Westerville in negotiations with developer as to formation and subsequent amendment of Altair TIF and underlying abatements; negotiation of compensation agreement with Westerville City School District; subsequent negotiation of acquisition by City of undeveloped portion of Altair development from real estate developer for Class A office and hotel/conference center development.
- Representation of the City of Westerville in negotiations regarding abatement and revenue sharing agreements with Daimler Group (speculative buildings), ABB, American Family Insurance, Exel Logistics, Century Insurance, Mt. Carmel St. Ann's Hospital.
- Successful annexation litigation on behalf of the Village of Canal Winchester regarding overlapping annexation petitions, including favorable ruling in the Ohio Supreme Court on "effective date" issue as to new annexation statute (*Thornton v. Salak*, 112 Ohio St. 3d 254, 2006-Ohio-6407).
- Successful defense of City of Westerville and negotiation of settlement with numerous developers to oppose construction of a 'Big Box' retail facility in a planned commercial district; assistance in creation of a TIF to reimburse city for costs of negotiated items of settlement.
- Acquisition of right-of-way and easements, including filing of "quick-take" appropriations for several road projects; negotiations with general contractors regarding change order claims and close-out of projects.
- Novel competitive quotation procedure successfully designed and utilized by the City of Westerville for bidding and negotiation with contractors regarding the construction of a community center.
- Handled several multimillion dollar transfers from utility funds to General Fund.
- Closings with regard to purchases and sales of real estate by municipal corporation and associated community improvement corporations; representation of CIC's in loan/grant agreements with relocating or expanding companies.
- Representation of municipalities with regard to number of chapter 2506 administrative appeals of site plan and variance denials.
- Planning and implementation of leasing of excess communications conduit space to private sector providers; negotiations with providers regarding antenna installations; defense of utility relocation claims; negotiation and implementation of cable franchise agreements.
- Negotiation and formation of TIF's for municipal clients and representation regarding implementation of same, including filing of DTE 24 Exemption Forms and debt service projections.