

RESOLUTION NUMBER 01 - 12

**A RESOLUTION AUTHORIZING THE RETENTION OF ICE
MILLER LLP FOR LEGAL SERVICES
RELATED TO THE GAT GUNS PROJECT
BY THE VILLAGE OF EAST DUNDEE**

WHEREAS, the Village of East Dundee is a home rule unit of local government under and pursuant to Section 6 of Article VII of the Constitution of the State of Illinois, has the authority to exercise any power and perform any function pertaining to its government and affairs, including but not limited to the power to regulate for the protection of the public health, safety, morals, and welfare; and

WHEREAS, the Village of East Dundee is desirous of retaining Ice Miller LLP for legal services relating to certain planned improvements in relation to Gat Guns and the eligibility of the costs thereof pursuant to the Tax Increment Allocation Redevelopment Act (65 ILCS 5/11/74.4-1 et seq); and

WHEREAS, Ice Miller LLP has submitted an engagement letter setting forth the terms and scope of the work to be performed by Ice Miller, LLP.

NOW THEREFORE BE IT RESOLVED BY THE PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF EAST DUNDEE, COOK AND KANE COUNTIES, ILLINOIS, AS FOLLOWS:

Section One. That the Village of East Dundee adopts and approves and the President be and he is hereby authorized and directed to sign and the Village Clerk is directed to attest to the execution of the Retention of Ice Miller LLP for Legal Services Related to the Gat Guns project, a copy of which agreement is attached hereto and made a part hereof.

Section Two. Severability. If any section, paragraph or provision of this resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this resolution.

Section Three. Repeal. If any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or

unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section Four. Publication. This resolution shall be in full force and effect forthwith upon its adoption, approval and publication in pamphlet form as provided by law.

Adopted this 30th day of January, 2012, pursuant to a roll call vote as follows:

AYES: 5 - Trustees Lynam, Miller, VanOstenbridge, Skellern

NAYES: 0 & President Bartels

ABSENT: 2 - Trustees Ruffalo & Gorman

Approved by me this 30th day of January, 2012.

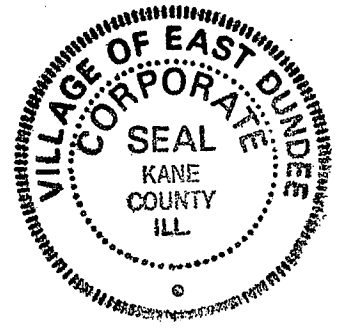
Jerald Bartels
JERALD BARTELS, President

Published in pamphlet form this 30th day of January, 2012, under the authority of the President and Board of Trustees.

ATTEST:

Jennifer Rehberg
JENNIFER REHBERG, Village Clerk

Recorded in the Village Records on Jan. 30th, 2012.



January 23, 2012

Mr. Jerald Bartels
Village of East Dundee
120 Barrington Avenue
East Dundee, Illinois 60118

**RE: TIF Issues regarding issuance by Village of East Dundee, Kane County, Illinois
TIF Revenue Bonds (Gat Guns Project) ("TIF Sales Tax Revenue Bonds")**

Dear Mr. Bartels:

We want to thank you for the opportunity to work with the Village of East Dundee, Kane County, Illinois (the "Village") in connection with the proposed financing and to propose the terms of additional work in connection with certain tax increment financing issues. Ice Miller LLP values long term relationships with clients and looks forward to working with the Village.

Our understanding is that the Village will issue TIF/Sales Tax Revenue Bonds in one or more taxable series. As is provided in a separate engagement letter dated January 17, 2012, as Bond Counsel, our job is principally to render certain approving opinions regarding the validity of the financing under applicable state and federal laws and to render certain opinions concerning the tax status of the bonds and other matters.

In addition to our role as Bond Counsel, you have also asked us to draft a memorandum addressing whether it is reasonable to characterize certain planned improvements incurred in connection with the Gat Guns project located in the Village as "redevelopment project costs" within the meaning of the Tax Increment Allocation Redevelopment Act, 65 ILCS 5/11/74.4-1 *et seq.* (the TIF Act) (the "Memorandum"). The Memorandum will cover relevant Illinois law including the TIF Act, and will be subject to certain conditions as provided in the Memorandum.

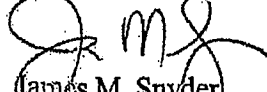
Our fee for drafting such Memorandum will be based on our normal hourly rates. My rate is \$515, Steven Washington's rate is \$395 and Jenine Phillips' rate is \$285. We estimate that our fees for preparing the Memorandum will be between \$20,000 - \$30,000. Our fees will be billed and paid at the time of delivery of the Memorandum.

Any opinions we express about the outcome of a legal matter are only our best professional estimates; they are necessarily limited by our knowledge of facts at the time opinions are expressed and the law then in effect. Nothing in our engagement and nothing in our statements to the Village are to be construed as a promise or guarantee about the outcome of the financing to the Village. The Firm is being engaged to provide legal services in connection with specific matters.

If the terms of this engagement are consistent with your understanding of our employment regarding the Memorandum and are acceptable to you, please execute the acceptance clause at the end hereof and return an executed copy to me for our file. If you have any questions, please feel free to call me at (312) 726-7127. We look forward to working with you and other representatives of the Village.

Very truly yours,

ICE MILLER LLP


James M. Snyder

Accepted by and on behalf of the Village of East Dundee, this 30th day of January, 2012.

VILLAGE OF EAST DUNDEE

By: 
Village President

JMS:jp