

January 4, 2017

Dr. Alicia Evans  
Assistant Superintendent for Finance  
and Operations  
Oak Park School District 97  
260 West Madison Street  
Oak Park, Illinois 60302

Re: School District Number 97  
Cook County, Illinois (the “*District*”)  
Limiting Rate Increase Referendum

Dear Alicia:

We are pleased to provide an engagement letter for our services to the District for the purpose of preparing a form of Election Resolution for the submission to the voters of the District of the question of increasing the District’s limiting rate at the April 4, 2017 consolidated election.

Please note that our preparation of the Election Resolution was for legal form only. The numbers set forth in the Resolution, including those in the forms of Ballot and Notice included therein, were provided by you in consultation with William Blair & Company, the District’s municipal advisor. You have provided us with historical information concerning the District’s equalized assessed valuation and limiting rate. We will not independently verify the accuracy of this information. Based solely upon the information supplied to us by you, we have reviewed the amount of the increase in the tax to be paid by taxpayers set forth in the forms of Ballot and Notice so that we are all in agreement with these numbers.

Our preparation of the Election Resolution does not constitute any advice or opinion on the financial or economic effect that passage of the referendum will have on the District. In addition, we have not analyzed the impact that passage of the referendum will have on the amount of tax revenues to be received by the District or the effect of the District’s decision to submit the proposition to the voters of the District at the April 4, 2017, consolidated election or to seek approval of a new limiting rate for levy year 2016.

Please note that our preparation of the Election Resolution does not constitute the issuance of a legal opinion with respect to the conduct or validity of the election at which the proposition is to be submitted. Please also note that we have not undertaken to assist with regard

Dr. Alicia Evans  
January 4, 2017  
Page 2

to any state, county or local filing of any proceedings held by the governing body of the District incidental to the referendum.

The District is our client, and an attorney-client relationship will exist between us. However, our services in connection with the referendum are limited as set forth in this engagement letter.

Further, this engagement letter will also serve to give express notice to the District that we represent many other municipalities, school districts, park districts, counties, townships, special districts and units of local government both within and outside of the State of Illinois and also the State itself and various of its agencies and authorities. Most but not all of these representations involve bond or other borrowing transactions. We have assumed that there are no controversies pending to which you are a party and are taking any position which is adverse to any other governmental unit, and we trust that you will advise us promptly if this assumption is incorrect. In such event, we will advise you if the other governmental unit is our client and, if so, determine what actions are appropriate. Such actions could include seeking waivers from both the District and such other governmental unit or withdrawal from representation.

Our representation of the District and the attorney-client relationship created by this engagement letter will be concluded upon the canvass of the referendum results.

As is customary, we will bill our fees on a transactional basis instead of hourly. Disbursements and other non-fee charges are included in our fee for professional services. We expect that our fee will be \$5,000. Our statement of charges is customarily rendered promptly after the election.

Dr. Alicia Evans  
January 4, 2017  
Page 3

We look forward to continuing to work with you and the District on this matter. If you have any questions, please do not hesitate to contact us.

Very truly yours,

CHAPMAN AND CUTLER LLP

By: Anjali Vij  
Anjali Vij

AV:bha  
Enclosure

Accepted and Approved:

SCHOOL DISTRICT NUMBER 97,  
COOK COUNTY, ILLINOIS

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: January \_\_\_\_, 2017