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August 15, 2012

Ohio Water Development Authority  
480 South High Street  
Columbus, Ohio 43215

**Re: Cooperative Agreement Between the Ohio Water Development Authority and the Village of Ashville, Dated August 14, 2012 (“Cooperative Agreement”)**

Gentlemen:

The undersigned is the duly appointed Solicitor for the Village of Ashville and as such has examined the documents, or copies thereof certified to his satisfaction, referred to in the following paragraphs. As said Solicitor, the undersigned advises you that:

1. Ordinance No. 2012-06 passed/adopted on August 6, 2012 by the Council of the Village of Ashville authorizing the execution and delivery of the Cooperative Agreement was duly and lawfully passed/adopted by the Legislative Authority on said date, is in full force and effect and has not been withdrawn or repealed as of this date.
2. All formal actions of the Legislative Authority concerning or relating to the enactment of the legislation described in paragraph 1 were taken in an open meeting of the Legislative Authority and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements including section 121.22 of the Ohio Revised Code.
3. The Cooperative Agreement has been duly executed and delivered and constitutes a valid, legal and binding obligation of the Legislative Authority enforceable in accordance with its terms, subject to the provisions of federal bankruptcy laws and other laws affecting creditor's rights.

Solicitor:  
Isaac, Brant, Ledman & Teetor, LLP

By: 

Patrick M. Pickett, Partner

ML/dj