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May 17, 2013

City of Ramsey
Attn: Jo Thieling, City Clerk
7550 Sunwood Drive NW
Ramsey, MN 55303

Re: City of Ramsey Proposal for Legal Services.

Dear Ms. Thieling:

Thank you for your inquiry regarding the possibility of our firm representing the City of Ramsey on a retainer basis. We have reviewed the amount of retainer work performed by your current City Attorney over the past year, and have reviewed the City's minutes and other information in an attempt to gauge the amount of legal work that would be performed under a retainer with the City. Based on this research, it is our belief that the City Attorney is not current on all of the City's legal work, which makes it difficult to accurately estimate Ramsey's legal needs.

As I noted in the May 7th interview, when we take on a client, we do so with the understanding that first and foremost the City Attorney must consistently deliver legal services on a timely basis. We understand that the City Council and City Department Heads cannot wait weeks or months for the City Attorney to research an issue or prepare documents. We fully intend to deliver on this promise, and will devote the resources necessary to meet the City's needs and expectations.

Based on our research of the City and our experience in working with other cities, it is our best estimate that it would take approximately \$59,000 per year in a retainer to timely and adequately service Ramsey's current legal needs. We understand Ramsey's need to be able to predictably budget for legal services, and are therefore proposing a \$59,000 retainer which would cover items very similar to those which the City currently operates under.

Specifically, we propose the following fee arrangement for the City's civil legal services:

Retainer

\$59,000/year for legal services covered under the retainer. The retainer services will include:

1. Attendance at all regular and special City Council meetings and work sessions, as directed by the City Administrator, including review of the agenda and preparation for the meeting.
2. Attendance at Commission meetings, including Charter Commission, as directed by the City Administrator.
3. Attendance at all regular HRA meetings.
4. Regular office hours, (likely on the same morning as the City Staff bi-monthly agenda setting meetings).
5. Travel time to and from City Hall and mileage.
6. Review and drafting of ordinances, resolutions and correspondence as requested.
7. Attendance at City Staff bi-monthly agenda setting meetings.
8. Review of municipal contracts, including, but not limited to, contracts for public improvement, joint power agreements, construction agreements, service agreements, purchase of equipment, and non-union employment agreements.
9. Meetings with and telephone conversations with the Mayor, City Council Members, City Administrator, Department Heads and other City staff on general legal matters.
10. Legal research and opinions on general legal issues as directed by the City Council, City Administrator and/or Department heads.
11. Advice on day-to-day personnel/employment matters, including drafting of non-union employment agreements when requested.
12. HRA and EDA representation as directed by the City Administrator.
13. Data practices/open meeting law advice.
14. Non-contested case zoning, building and housing code enforcement.

15. Updates on relevant new legislation and case law affecting municipal government.

Non-retainer

Hourly rates of \$140/hour, over and above retainer:

1. Personnel matters requiring in excess of three hours consultation, research or negotiation (the first three hours on a project are covered under the retainer).
2. Union negotiations and contract preparation.
3. Legal research and opinions on general legal matters in excess of eight hours (the first eight hours on a matter are covered under the retainer).
4. City, EDA and/or HRA real estate sales and/or acquisitions.
5. Easement drafting and acquisition process.
6. Administrative hearings, litigation, and other contested cases, including eminent domain.
7. Civil forfeiture matters, including court appearances and litigation.
8. Special assessment proceedings, including work with the City's appraiser and assessment appeal work.
9. Other legal matters not included in the retainer set out above.

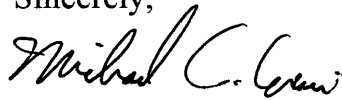
Hourly rates of \$160/hour for all land use and development matters where the developer or applicant is required to reimburse the City for legal services.

The City's Request for Proposals specified that the proposal must set out a fee arrangement that would cover a four-year period. Our initial proposal set out an hourly fee covering the required four-year period. However, because our retainer proposal contains many assumptions that are not able to be verified until we have spent some time as the City's attorney, we would prefer that this retainer agreement cover a two-year period, giving both the City and our office a chance to assess the accuracy of the assumptions in this proposal. As stated in our interview, our goal is to establish a long-term relationship with the City that is mutually beneficial for both parties. I expect that both parties would be in a position at the end of two years to enter into a longer-term fee agreement with greater confidence that the terms of that agreement provided the best value for all concerned.

Jo Thieling, City Clerk
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Thank you again for your interest in our firm. We are pleased that the City has found our proposal appealing, and look forward to the opportunity to work with the City in the future. Please feel free to contact me if you have any questions regarding this proposal. Thank you.

Sincerely,

A handwritten signature in black ink that reads "Michael C. Couri". The signature is written in a cursive style with a large, stylized initial "M".

Michael C. Couri
Couri & Ruppe, P.L.L.P.