

RECEIVED

MAY 30 2014

KITTITAS COUNTY
CDS

May 27, 2014

Robert "Doc" Hansen
Planning Official
Kittitas County Community Development Services
411 North Ruby, Suite 1
Ellensburg, WA 98926

Re: Request for Waiver of Conflict of Interest

Dear Doc:

This letter seeks your consent regarding VAN NESS FELDMAN LLP ("VNF") representing Kittitas County with respect to development permit review for proposed developments within the County while also continuing to represent the City of Roslyn on unrelated matters. As you know, the firm's land use planners currently advise the County with respect to subarea planning, comprehensive planning, shoreline management planning, development regulations, and future development permit review for proposed developments.

VNF attorney Adam Gravley has and continues to provide water rights-related advice for the City of Roslyn that is unrelated to the issues in the below listed projects, but does periodically involve water supply issues affecting other properties that may be consistent or inconsistent with water-related issues in the three projects identified in this letter.

The County has requested VNF to conduct development permit review for the following three developments that are in proximity to the City of Roslyn:

1. Evergreen Ridge PUD
2. Black Gold PUD
3. No. 5 Canyon PUD

The City of Roslyn filed comments on one or more of the above-referenced projects, may have continuing interests in one the projects, and may participate in the County process for those projects. If the City chose to do so, neither Adam Gravley, nor any other VNF employee, would assist the City in that regard. However, as a result of Roslyn's potential interest in these projects, we have evaluated whether we can represent Kittitas County and the City of Roslyn concurrently.

MAY 30 2014

KITTITAS COUNTY
CDS

Pursuant to the Washington Rules of Professional Conduct (RPC), we can continue to represent both the County and the City under RPC 1.7 if both parties consent. I am writing to seek your written consent for our firm to represent Kittitas County for the above-described scope of work, with the understanding that the firm has and will continue to represent the City of Roslyn as explained above.

Pursuant to RPC Rule 1.7:

- (a) Except as provided in paragraph (b), a lawyer shall not represent a client if the representation involves a concurrent conflict of interest. A concurrent conflict of interest exists if:
 - (1) The representation of one client will be directly adverse to another client; or
 - (2) There is a significant risk that the representation of one or more clients will be materially limited by the lawyer's representation to another client, a former client or a third person or by a personal interest of the lawyer.
- (b) Notwithstanding the existence of a concurrent conflict of interest under paragraph (a), a lawyer may represent a client if:
 - (1) the lawyer reasonably believes that the lawyer will be able to provide competent and diligent representation to each affected client;
 - (2) the representation is not prohibited by law;
 - (3) the representation does not involve the assertion of a claim by one client against another client represented by the lawyer in the same litigation or another proceeding before a tribunal; and
 - (4) each affected client gives informed consent, confirmed in writing (following authorization from the other client to make any required disclosures).

We have reviewed the circumstances of our current representation of Roslyn and the proposed representation of Kittitas County under RPC 1.7(a) to determine if we have a concurrent conflict. Because the City has a continuing interest in these three projects, we conclude that a concurrent conflict exists.

However, pursuant to RPC 1.7(b), we reasonably believe that we can provide competent, diligent representation to Kittitas County on the land use planning matters and continue to represent Roslyn on the range of municipal water matters. Our work for Kittitas County would be unrelated to our representation of Roslyn. Additionally, we would not represent Roslyn on issues related to the three projects listed above. With your written consent, as provided in the

RECEIVED

Robert "Doc" Hansen
Planning Official

- 3 - MAY 30 2014

May 27, 2014

KITTITAS COUNTY
CDS

space below, we may proceed with the described representation of Kittitas County and continue with our representation of Roslyn.

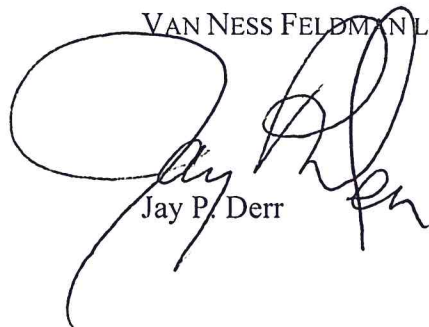
Your signature on this letter constitutes your consent and waiver of the potential conflict based on the information presented and under the terms described herein.

We will continue to be watchful for any potential conflicts of interest, and we ask that you do the same so that we can avoid any conflict situations. In fact, if it is acceptable to you, we would like to discuss a contract amendment that would address such potential conflicts more generally so that we might avoid, or at least reduce, the need for project-by-project waivers.

Thank you very much for your consideration of this letter request, and I would be happy to discuss these issues with you further.

Very truly yours,

VAN NESS FELDMAN LLP



Jay P. Derr

cc: Neil Caulkins
Board of County Commissioners

AGREED AND CONSENTED
THIS 2 DAY OF JUNE, 2014.

Kittitas County

By: Robert Doc Hansen

Its: PLANNING OFFICIAL