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October 30, 2018

Sedgwick County
c/o Board of County Commissioners for Sedgwick County

Re: Conflict Waiver

To whom it may concern:

Sedgwick County seeks to retain Foulston Siefkin LLP ("Firm") to represent Sedgwick County in connection with the matter ("Matter") described and set forth in an Engagement Letter dated October 30, 2018, directed to Deputy County Counselor, Karen Powell.

In entering into this representation, it is understood that Foulston Siefkin, including specifically the Foulston lawyers who will be working on this Matter, represent clients who have disputes with and matters pending before Sedgwick County or its political subdivisions. The Matter described herein and in the Engagement Letter raises specific issues directed to its unique facts and parties, which are reasonably believed to be unrelated to other matters or disputes or business dealings in which the Firm presently has or may hereafter represent public and private citizens in their business with or before county entities, associates, authorities, or political subdivisions of Sedgwick County. After consultation and having received independent legal advice from respective staff attorneys, the Board of County Commissioners for Sedgwick County, acting on behalf of Sedgwick County, has concluded that such other representations are not a limitation on the Firm's ability to vigorously represent Sedgwick County in the specific matter herein and that representation of Sedgwick County shall not disqualify Foulston, or any individual Foulston lawyer, from representation of other clients in unrelated matters. It is expressly understood and agreed that because of Foulston Siefkin's representation of others in matters adverse or potentially adverse to Sedgwick County, it would not undertake this representation without the waiver herein.

The Board of County Commissioners for Sedgwick County on behalf of Sedgwick County expressly: (1) waives any conflict of interest that now exists or may arise in the future by virtue of the Firm's representation of Sedgwick County in the above-referenced Matter; (2) consents to the continued representation of existing Foulston clients on matters adverse to Sedgwick County; and (3) consents to allow Foulston to undertake the representation of new clients with interests adverse to Sedgwick County and political subdivisions thereof on matters unrelated to the specific matter herein without first obtaining any further permission or the consent of Sedgwick County, this consent and waiver being all that is needed for that representation.

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We ask that a person with appropriate authority sign below, signifying consent to this waiver.

Thank you.

Very truly yours,

FOULSTON SIEFKIN LLP

s/Holly A. Dyer

Holly A. Dyer

HAD/tst

By signing below, Sedgwick County consents to the Firm's representation of Sedgwick County in this Matter and waives any objections to conflicts of interest as set forth above.

By _____

Dated: _____

Title: Chairman, Commissioner - Third District