

### **Consent and Waiver of Conflict of Interest**

As you are aware, this law firm has been asked to represent the County of Warren in the tax exemption litigation commenced by Rouse Brokenstraw Associates Corp. and currently pending in the Court of Common Pleas of Warren County (the "Litigation"). As you are also aware, this law firm currently is acting as special counsel to the City of Warren (the "City") and the Warren County School District ("WCSD") in the Litigation. In light of the foregoing a potential conflict of interest exists in our law firm's continued representation of the City and WCSD.

Notwithstanding the foregoing, the Pennsylvania Rules of Ethics provide that a lawyer may represent a client even if the representation of that client is directly adverse to another client if the following conditions are met:

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 other proceeding before a tribunal; and
4. each affected client gives informed consent.

In light of the nature of the Litigation, we believe that this law firm can provide competent and diligent representation to the affected clients and that this representation is not prohibited by law. Knowing that potential conflicts exist and the requirements under the Pennsylvania Rules of Professional Conduct, your signing below signifies your written consent that I, this firm, and any of its members may represent the County of Warren, the City and WCSD in the Litigation.

You are aware that certain conflicts, if they arise, could make it impossible for this firm to continue to represent the County of Warren, the City and WCSD with respect to the Litigation. If such circumstances do arise, this firm may have to withdraw from its representation of the parties. In addition, if such circumstances arise, you agree/consent that this firm may continue to represent the client or clients of this firm's choosing with respect to matters unrelated to the Litigation, and that none of the parties (1) will assert any conflict of interest against me, this firm, or any of its members; (2) will seek to have me, this firm, or any of its members disqualified or removed as counsel for such clients in any other matter; or (3) will seek to have me, this firm, or any of its members barred from disclosure to such remaining clients any confidential communications among any of the parties and this firm.

THE UNDERSIGNED HEREBY ACKNOWLEDGE AND AGREE THAT THE COUNTY OF WARREN, THE CITY AND WCSD WILL BE REPRESENTED BY KNOX MCLAUGHLIN GORNALL & SENNETT, P.C. AND ITS ATTORNEYS IN THE LITIGATION, AND THAT ANY CONFLICTS OF INTEREST (KNOWN OR UNKNOWN) WITH REGARD TO THIS REPRESENTATION ARE HEREBY WAIVED.

CITY OF WARREN

WARREN COUNTY SCHOOL DISTRICT

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

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

Name: \_\_\_\_\_

Name:\_\_\_\_\_

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

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

Date:\_\_\_\_\_

Date:\_\_\_\_\_