

January 18, 2019

VIA E-MAIL

City of Craig
300 W. 4th Street
Craig, Colorado 81625
Attn: Sherman Romney, City Attorney
E-mail: Sherman@romneylawoffice.com

Re: Conflict of Interest, Waiver and Consent

Dear Mr. Romney:

As you know, Garfield & Hecht, P.C. ("G&H") represents the City of Craig (the "City"), in connection with water law issues and related matters facing the City.

Northwest Colorado Recreation Foundation ("NCRF"), a Colorado non-profit seeking to form a special district for the purpose of providing park and recreation services within the boundaries of the City and Moffat County, has retained G&H to draft a Service Plan and represent NCRF throughout the special district formation process. Given that NCRF will need to seek the City's approval of the Service Plan, there is the possibility of a conflict developing.

Please have the Council consider this letter at its next meeting. By signing below, the City (i) consents to G&H's representation of NCRF with respect to the formation of the special district, (ii) consents to G&H's continued representation of NCRF after the formation of the special district, and (iii) waives any possible conflict of interest.

The City agrees not to use or assert G&H's representation as a basis for disqualifying, or seeking to disqualify, G&H from further representation of NCRF with respect to other unrelated future matters. Of course, the City may terminate its engagement of G&H at any time and employ other counsel.

Signing this letter in the space provided below will indicate that you have read this letter, that you understand its contents, that you confirm the facts that have been related to us, and that you consent to G&H's representation of both the City and NCRF under the terms and conditions stated in this letter.

If you have any questions, please do not hesitate to call me or Mary Elizabeth Geiger.

Very truly yours,

GARFIELD & HECHT, P.C.



Paul F. Wisor

AGREEMENT & CONSENT

The undersigned hereby acknowledges receipt of, approval of, agreement with, and consent to the terms of the foregoing letter.

City of Craig:

By: _____
_____, Mayor

ATTEST:

City Clerk