

KENISONFRANZ

ATTORNEYS AT LAW

KATHERINE L. KENISON, PS

ANNA C. FRANZ, PS

June 28, 2022

Board of Directors
Multi-Agency Communications Center
208 S. Hamilton Road
Moses Lake, WA 98837

City Council
City of Royal City
445 Camelia St. NE
PO Box 1239
Royal City, WA 99357

Re: Indemnification/Hold Harmless Agreement as Authorized User of new MACC Public Safety Software

Dear City Council/Board of Directors:

We have been requested to draft an indemnification and hold harmless agreement for Authorized Users of the new MACC Public Safety Software. Because our firm has represented and continues to represent MACC and the City as general counsel, we are required by the Washington State Bar Association to inform you of and obtain your written consent to our participation as counsel in transactions which present any potential for conflict of interest.

The purpose of this letter is to inform you of the actual and potential consequences of simultaneous representation for this transaction and to explain the circumstances under which we can represent both parties simultaneously if, after full consideration of the consequences, both clients wish us to do so.

Under applicable rules of professional conduct, a law firm owes each of its clients a duty of loyalty, which would normally preclude any attorney within the firm from undertaking a representation adverse to any client of the firm without the affected client's informed consent. Other rules generally prohibit a firm from undertaking any representation involving an actual or potential conflict of interest without the informed consent of all affected parties. Such a situation exists whenever a firm represents two clients simultaneously in a situation in which their interests are actually or potentially adverse. The conflict of interest, and the need for informed consent, exist no matter how cordial the business relationship between the two parties currently is or is anticipated to be, and no matter how non-controversial the transaction is anticipated to be.

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MACC Board/City Council Royal City
June 28, 2022
Page 2

separate representation. We also recommend that each entity seek the advice of independent counsel of your own choice regarding this written consent. If, however, it is the wish of both clients that we undertake the simultaneous representation of both parties with respect to the transaction, we will undertake to do so under the terms described herein.

It may not be possible for a single law firm to represent both parties to the transaction in the same aggressive manner as would two separate and independent law firms. By giving the consent requested in this letter, you are, in effect, waiving that kind of zealous representation of your individual and conflicting interests with respect to the transaction. It is possible that each or both of you might be advised by independent counsel to demand or offer different or more favorable terms and conditions with respect to the transaction than we can or will demand or offer.

Moreover, regardless of the terms upon which the matters between the two clients are concluded, the fact that one law firm has been involved in the representation of both parties may give rise to a perception on the part of council members, directors, administration, constituents, or other third parties that different terms might have been arrived at had each entity had separate representation by an independent law firm.

If a dispute should arise in the future between the two entities concerning the transaction or any other aspect of your dealings with each other, we believe we would have to withdraw, or would be disqualified, from representing either entity with regard to that dispute or any other relationship you might then have with each other. You would then each have to retain separate counsel, resulting in additional expense and inconvenience that you might not have incurred had you been separately represented from the outset.

We will be pleased to answer any questions you may have concerning this representation or this requested consent. If you do wish to consent, please sign the enclosed extra copy of this letter and return it to us.

Very truly yours,
KENISONFRANZ



Katherine L. Kenison
KLK/kk

MACC Board/City Council Royal City
June 28, 2022
Page 3

ACKNOWLEDGEMENT AND CONSENT

Despite any potential or actual conflict of interest which may exist now or in the future, we hereby consent to the firm's simultaneous representation of both the Grant County Multi-Agency Communications Center and the City of Royal City with respect to the transaction as described above. We further agree that the firm may withdraw its representation of either client or both clients without prejudice should it determine that continued representation might violate applicable rules of professional conduct.

GRANT COUNTY MULTI-AGENCY
COMMUNICATIONS CENTER

CITY OF ROYAL CITY

By: D.T. Donaldson, Director

By: P. Kent Andersen, Mayor

ATTEST

ATTEST

Shilo Christensen, Finance Director