



Reinhart Boerner Van Deuren s.c.
P.O. Box 2265
Waukesha, WI 53187-2265

N16 W23250 Stone Ridge Drive
Suite 1
Waukesha, WI 53188

Telephone: 262-951-4500
Fax: 262-951-4690
Toll Free: 800-928-5529
reinhartlaw.com

April 1, 2014

Donald P. Gallo, Esq.
Direct Dial: 262-951-4555
dgallo@reinhartlaw.com

Common Council
City of Waukesha
201 Delafield Street
Waukesha, WI 53188

Mr. Chuck Jennings
American Freight, Inc.
680 Sunbury Road
Delaware, OH 43015

Ladies & Gentlemen and Mr. Jennings: Re: City of Waukesha/American Freight, Inc.
Zoning Variance Issue

This letter is prepared in response to matters upon which we have consulted related to Reinhart Boerner Van Deuren s.c. ("Reinhart") historical and current representation of the City of Waukesha (the "City") regarding the Great Lakes application, the former West Avenue and Arcadian landfill matters and radium drinking water compliance, and Reinhart's proposed limited representation of American Freight, Inc. ("American Freight") in an unrelated zoning variance matter with the City of Waukesha. Such representation will be limited by non-litigation as between the parties. American Freight is proposing to request a use variance for 1725 Dolphin Drive, Waukesha, Wisconsin property for a furniture store facility. This creates a conflict of interest for Reinhart which we have disclosed and discussed with both the City and American Freight.

Reinhart has and is providing legal services to the City relating to environmental matters relating to the Great Lakes Water application. These legal services are provided by Reinhart's environmental staff in its Waukesha office.

The Code of Professional Conduct Rule SCR 20:1.7 precludes an attorney from representation of a client that will be directly adverse to another client unless the attorney believes that the representation will not adversely affect the relationship with the other client and each client consents in writing. That rule also provides that an attorney shall not represent a client if the representation of that client may be materially limited by the attorney's responsibility to another client unless the attorney reasonably believes that the representation will not be adversely affected, and the client consents in writing.

Common Council
Mr. Chuck Jennings
April 1, 2014
Page 2

We have consulted with each of you regarding the Rules of Professional Conduct which have implications with respect to Reinhart's historical and current representation of both the City and American Freight as to other matters as well as with respect to Reinhart's on-going representation of the City on the Great Lakes Water application matter.

Based upon our conversations and consultation, we believe that our current and historical representation of the City as to the West Avenue landfill, Arcadian landfill, radium compliance, Great Lakes Water application and the on-going representation by RBVD of American Freight in the zoning variance matter will neither adversely affect our representation of both parties as to other matters, nor be adversely affected by our responsibility to each client. The function of this letter is to fulfill the written consent requirement of SCR 20:1.7 and the disclosure and documentation of the consultation requirements of SCR 20:2.2.


During our conversations, American Freight has consented to Reinhart's current representation of the City with regard to environmental matters as outlined above; and this waiver letter and request will be presented to the City Council for their approval as well. Please confirm your consent to Reinhart's representation of American Freight adverse to the City, which is limited to non-litigation activities, by signing a copy of this letter and returning it to me in the enclosed envelope.

Should you have questions regarding this representation, I am more than happy to discuss this conflict of interest matter further. My direct phone line is (262) 951-4555.

Yours very truly,

REINHART BOERNER VAN DEUREN s.c.

BY


Donald P. Gallo

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Enc.

cc Mr. Curt Meitz
Ms. Julie Gay
Mr. Ed Henschel

Common Council
Mr. Chuck Jennings
April 1, 2014
Page 3

On behalf of the City of Waukesha, pursuant to SCR 21:1.7, I acknowledge and consent to Reinhart's limited representation of American Freight, Inc. in the 1725 Dolphin Drive matter adverse to the City Board of Zoning Appeals.

CITY OF WAUKESHA

By _____

Date: _____

Common Council
Mr. Chuck Jennings
April 1, 2014
Page 4

On behalf of American Freight, Inc., pursuant to SCR 21:1.7, I acknowledge and consent to Reinhart's continued representation of the City of Waukesha regarding environmental matters in the City's Great Lakes Water Application unrelated to the 1725 Dolphin Drive zoning variance matter.

AMERICAN FREIGHT, INC.

By _____

Date: _____