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May 9, 2022

Charlestown, Indiana Redevelopment Commission
304 Main Cross Street
Charlestown, Indiana 47111
Attn: Ms. Donna Ennis, President

Re: Waiver of Conflict and Consent to Representation of DF Development, LLC in
Connection with Depot Street Project

Dear Donna:

Another Frost Brown Todd LLC (“FBT”) client, DF Development, LLC (“DF”), has requested that another FBT attorney assist it with the acquisition from the City of Charlestown, Indiana Redevelopment Commission (the “RDC”) of certain property located on Depot Street in Charlestown, Indiana, as well as the negotiation of a development agreement between DF and the RDC with respect to the redevelopment of such property (the “Project”). FBT currently represents the RDC with respect to other matters, including as bond counsel in connection with the Project. We believe the factual and legal issues that are likely to arise in the work that DF has asked us to do in this representation are unrelated to the factual and legal issues in the work we are doing or are likely to do for the RDC.

Under applicable rules of professional conduct, FBT and I may not be adverse to a current client, even on an unrelated matter, without the informed consent of each affected client. This means that FBT must explain to both clients the material risks of our representing DF in the new matter, and that FBT cannot proceed with the representation unless both clients consent in writing.

In deciding whether to consent, the RDC should consider how our representation of DF as described above could or might affect the RDC. The proposed representation of DF in connection with the Project and the existing matters where we represent the RDC are wholly unrelated and will be handled by different FBT lawyers. For these reasons, we do not believe that there is any material risk that our commitment and dedication to the RDC’s interests will be adversely affected and we believe that we can provide competent and diligent representation to both the RDC and DF in their unrelated matters. FBT will not represent either the RDC or DF in connection with any claim, dispute or litigation that might arise between the RDC and DF in connection with the Project.

Any privileged, sensitive, proprietary or other confidential information of a non-public nature acquired by us as a result of our representation of the RDC will not be shared with our lawyers who may be involved in the proposed new matter for DF. Similarly, without DF’s consent, we will not share with the RDC any such information regarding DF acquired by FBT lawyers while representing DF.

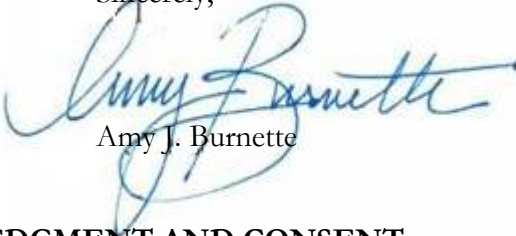
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Please review this conflict waiver request carefully. Please let me know if the RDC has any questions prior to reaching a decision on this issue. If the RDC is willing to consent after appropriate review, please sign the enclosed copy of this letter in the space provided below and return it to me. We very much appreciate the privilege of serving the RDC.

Sincerely,



Amy J. Burnette

ACKNOWLEDGMENT AND CONSENT

The City of Charlestown, Indiana Redevelopment Commission understands the nature of the conflict of interest and agrees to waive the conflict, consenting to FBT's representation of DF in this matter as described above.

City of Charlestown, Indiana Redevelopment Commission

By: _____
Donna Ennis, President

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