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April 15, 2019

Hon. Kevin E. Neal, Judge Executive
County of Marshall, Kentucky
1101 Main Street
Benton, Kentucky 42025

Dear Judge Neal:

Step toe & Johnson PLLC (“S&J”) has been asked to represent the County of Marshall, Kentucky (“County”) as bond counsel in connection with the County’s issuance of its General Obligation Bonds, Series 2019 (the “Bonds”). One of our attorneys in West Virginia is one of many attorneys currently representing one of the defendants in a multi-district litigation matter in which the County is one of hundreds of plaintiffs. That matter is obviously totally unrelated to the issuance of the Bonds.

Given that representation, we thought we should advise you of this situation and seek your consent prior to agreeing to undertake the representation of the County with respect to the Bonds. Given the nature of the proposed transaction, we believe that S&J’s representation of a defendant in the unrelated litigation will not adversely affect our relationship with the County or our representation of the County as bond counsel in connection with this bond issue. In addition, we believe that our representation of the litigation defendant will not be adversely affected by our representation, as bond counsel, of the County.


I am available to further discuss this situation and would be glad to further discuss it with you. If you are willing to waive any conflict of interest presented by our representation of a defendant in a matter in which the County is a plaintiff and consent to our representation of the County, as bond counsel in the anticipated transaction, please sign the enclosed copy of this letter and return it to me.

Very truly yours,

David B. Malone
Step toe & Johnson PLLC

The undersigned waives any conflict of interest that may exist with respect to its representation of a defendant in a litigation matter in which the County is a plaintiff as a result of S&J's representation of the County, as Bond Counsel in the foregoing transaction and consents to the representation of the defendant by S&J with respect to litigation matters unrelated to the issuance and sale of the Bonds to finance the cost of certain public improvements within the County. The unrelated litigation is in regard to opioid litigation.

COUNTY OF MARSHALL, KENTUCKY

By:  _____
Its: Judge Executive

Dated: April 15, 2019