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May 22, 2019

MEMORANDUM

Sent via Electronic Mail

TO:

Board of Education
Washtenaw Intermediate School District
c/o Dr. Scott Menzel, Superintendent
1819 S. Wagner Road
P.O. Box 1406
Ann Arbor, MI 48106-1406
smenzel@washtenawisd.org

Board of Education
Ann Arbor Public Schools
c/o Dr. Jeanice Swift, Superintendent
2555 S. State St.
Ann Arbor, MI 48104-6145
swift@a2schools.org

Board of Education
Chelsea School District
c/o Dr. Julie Helber, Superintendent
500 Washington Street
Chelsea, MI 48118-1199
jhelber@chelsea.k12.mi.us

Board of Education
Dexter Community Schools
c/o Christopher Timmis, Superintendent
7714 Ann Arbor Street
Dexter, MI 48130-1322
timmis@dexterschools.org

Board of Education
Lincoln Consolidated School District
c/o Sean R. McNatt, Superintendent
8970 Whittaker Road
Ypsilanti, MI 48197-9440
mcnatts@lincolnk12.org

Board of Education
Manchester Community Schools
c/o Nick Steinmetz, Superintendent
410 City Road
Manchester, MI 48158-9589
nsteinmetz@mcs.k12.mi.us

Board of Education
Milan Area Schools
c/o Bryan Girbach, Superintendent
100 Big Red Drive
Milan, MI 48160-1582
girbachb@milanareaschools.org

Board of Education
Saline Area Schools
c/o Scot Graden, Superintendent
7265 N. Ann Arbor Street
Saline, MI 48176-1034
gradens@salineschools.org



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Board of Education
Whitmore Lake Public Schools
c/o Tom DeKeyser, Superintendent
8845 Main Street
Whitmore Lake, MI 48189-9597
tom.dekeyser@wlps.net

Board of Education
Ypsilanti Community Schools
c/o Alena Zachery-Ross, Superintendent
1885 Packard Road
Ypsilanti, MI 48197-1846
azacheryross@ycschools.us

Board of Education
Van Buren Public Schools
c/o Peter Kudlak, Superintendent
555 W. Columbia Avenue
Belleville, MI 48111-3999
superintendent@vanburenschools.net

FROM: Thrun Law Firm, P.C. – Meg Hackett

DATE: May 22, 2019

RE: Common Representation – Conflict of Interests Waiver/Consent
Cooperative Education Agreement Between W.E.O.C. and Van Buren
Public Schools

Ladies and Gentlemen:

Van Buren Public Schools has expressed interest in entering into a cooperative education agreement with the Washtenaw Educational Options Consortium (“WEOC” or the “Consortium”) to permit students enrolled in Van Buren Public Schools to participate in WEOC’s Early College Alliance (“ECA”) program operated on the campus of Eastern Michigan University (“EMU”). WEOC’s Executive Director, David G. Dugger, has advised that EMU is receptive to this proposal. Because Van Buren Public Schools and all members of the Consortium, other than Ann Arbor Public Schools, are retainer clients of this firm, and because this firm may on occasion represent Ann Arbor Public Schools in a non-retainer capacity, our ability to represent Van Buren Public Schools, WEOC and Ann Arbor Public Schools in memorializing a cooperative education agreement to permit participation by Van Buren Public School students in the ECA requires consideration of Rule 1.7 of the Michigan Rules of Professional Conduct (MRPC) regarding conflicts of interest.



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Under MRPC 1.7, common representation of clients is permissible where: (1) the lawyer reasonably believes the representation of each party will not adversely affect the relationship with the other client; (2) the lawyer reasonably believes the representation of each party will not be adversely affected by the lawyer's responsibilities to the other parties; and (3) all parties have consented after consultation that included an explanation of the implications of the common representation and the advantages and risks involved.

This firm has concluded that neither our *representation* of Van Buren Public Schools, WEOC and its participating public school districts, including Washtenaw Intermediate School District (Washtenaw ISD) as Fiscal Agent, nor our *relationships* with Van Buren Public Schools, WEOC and its participating public school districts, including Washtenaw ISD as Fiscal Agent, would be adversely affected by common representation with regard to this engagement. We also have concluded that no conflict presently exists. It is our understanding that you agree.

However, the Rules of Professional Conduct prohibit us from providing common representation to Van Buren Public Schools, WEOC and the Consortium's participating public school districts, including Washtenaw ISD as Fiscal Agent, without the waiver and consent of each respective board of education. In order to obtain such waiver and consent, especially in advance of any actual conflict, the Rules of Professional Conduct require that you be informed, and consider the implications, advantages and risks of common representation.

The *implication* is that future circumstances could arise in which the interests of Van Buren Public Schools, WEOC and the Consortium's participating public school districts, including Washtenaw ISD as Fiscal Agent, represented by our lawyers, would be adverse to the other. As a consortium, an ISD and constituent school districts, you are involved in countless governmental functions. We are active in the representation of consortiums, ISDs and local school districts. There is no doubt that a conflict situation could arise in the future.

The *advantage* of the consent and waiver is that it would allow our firm to continue with the representation of Van Buren Public Schools, the participating public school districts which serve on WEOC's Joint Steering Committee, and Washtenaw ISD as Fiscal Agent of WEOC, in this and a variety of matters. This preserves your choice of counsel, in this matter, which both you and we deem important.

The principal *risk* in a future conflict is that, in this or other previous representations of you, we may have obtained confidential or protected information, which could be of use to an adversary. Of course, under no circumstances would we actually disclose or use such confidential information against you; nor would we interpret your consent here to common representation and waiver as an agreement to waive any rights of confidentiality of the attorney-client privilege.

We understand each of you -- as representatives of WEOC, its participating public school districts and Washtenaw ISD as Fiscal Agent, respectively -- to have preliminarily indicated that



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you have no objection to our representation of the others, now or in the future, regarding the above-described matters, and that you still wish to engage our legal services in this regard. You should also understand, and we again advise, that you have the right to seek independent legal counsel about this consent and waiver.

By signing this Memorandum, the undersigned signatories: (a) affirm each board's respective understanding of this Memorandum; (b) affirm each board's respective waiver of the conflict of interests, or potential conflict of interests, which might exist now or in the future, and affirm each board's respective consent to our representation; and (c) affirm their respective authorities to execute this waiver and consent on behalf of each respective board of education. This waiver and consent is a requirement of the Rules of Professional Conduct. We are relying upon this waiver and consent by each respective board of education as a condition to accepting and continuing the engagement.

Please do not hesitate to contact me with any questions or concerns regarding this waiver and consent. Thank you.

Understood and agreed to by:

WASHTENAW INTERMEDIATE SCHOOL DISTRICT
BOARD OF EDUCATION

By: _____ Dated: _____,

Its: _____

ANN ARBOR PUBLIC SCHOOLS
BOARD OF EDUCATION

By: _____ Dated: _____,

Its: _____

CHELSEA SCHOOL DISTRICT
BOARD OF EDUCATION

By: _____ Dated: _____,

Its: _____



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DEXTER COMMUNITY SCHOOLS
BOARD OF EDUCATION

By: _____

Dated: _____,

Its: _____

LINCOLN CONSOLIDATED SCHOOLS
BOARD OF EDUCATION

By: _____

Dated: _____,

Its: _____

MANCHESTER COMMUNITY SCHOOLS
BOARD OF EDUCATION

By: _____

Dated: _____,

Its: _____

MILAN AREA SCHOOLS
BOARD OF EDUCATION

By: _____

Dated: _____,

Its: _____

SALINE AREA SCHOOLS
BOARD OF EDUCATION

By: _____

Dated: _____,

Its: _____

VAN BUREN PUBLIC SCHOOLS
BOARD OF EDUCATION

By: _____

Dated: _____,

Its: _____



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WHITMORE LAKE PUBLIC SCHOOLS
BOARD OF EDUCATION

By: _____

Dated: _____,

Its: _____

YPSILANTI COMMUNITY SCHOOLS
BOARD OF EDUCATION

By: _____

Dated: _____,

Its: _____

cc: David M. Dugger, Executive Director, WEOC (dugger.eca@gmail.com)