

JOINT REPRESENTATION WAIVER OF CONFLICT

WHEREAS, Newton County, Georgia (the "County") is a political subdivision of the State of Georgia; and

WHEREAS, the Newton County Solid Waste Management Authority (the "Authority") is a public corporation created under the laws of the State of Georgia; and

WHEREAS, the County and the Authority are both represented by the law firm of Jarrard & Davis, LLP in connection with mutually contracting for the provision of financial services and in connection with the litigation pending in the Superior Court of Newton County known as East Georgia Land & Development Co., LLC v. Newton County, Georgia. et al., Civil Action File No. 97-2285-3 (the "East Georgia Lawsuit");

WHEREAS, the County and the Authority recognize that Jarrard & Davis, LLP's joint representation could result in a potential conflict of interest between the County and the Authority; and

WHEREAS, the County and the Authority acknowledge that anything each party says to Jarrard & Davis, LLP will not be held in confidence from the other, as Jarrard & Davis, LLP will have a legal and ethical duty to tell the other anything that one party tells it in confidence related to the above-described matter;

WHEREAS, the governing bodies of the County and the Authority have considered and consulted with attorney Kenneth Robin regarding the issues presented to the Board of Commissioners and the Authority on March 2, 2017, namely a financial transaction related to the East Georgia Lawsuit and improvements to the County's landfill property and contemplated amendments to the Intergovernmental Agreement entered into between the County and the Authority related to same, been informed of the potential for conflicts or competing interests

between the County and the Authority and risks associated with same, considered the alternative of obtaining independent representation in this matter, and had the opportunity to consult with independent counsel; and

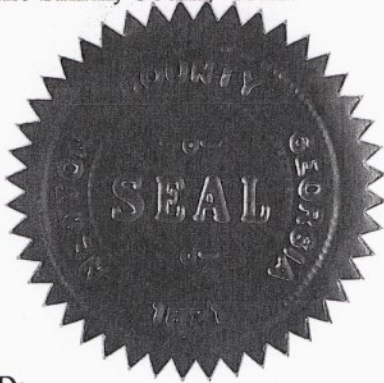
WHEREAS, the law firm of Jarrard & Davis, LLP will continue to jointly represent the County and the Authority in connection with the above-described matter;

NOW THEREFORE, in light of the above, the governing body of Newton County, Georgia and the Newton County Solid Waste Authority do hereby waive any apparent or potential conflict of interest arising from or attributable to Jarrard & Davis, LLP's joint representation.

This 7th day of March 2017.

ATTESTED:

By: *Jackie Smith*
Jackie Smith, County Clerk



ATTESTED:

Bernice Sanders
Print Name: BERNICE SANDERS
Title: Adm. Asst, Clerk to SWA

NEWTON COUNTY, GEORGIA

By: *Marcello Banes*
Marcello Banes, Chairman
Board of Commissioners

[COUNTY SEAL]

**NEWTON COUNTY SOLID WASTE
MANAGEMENT AUTHORITY**

By: *B. Wayne Haynie*
Wayne Haynie, Chairman

[SEAL]