



AXLEY BRYNELSON, LLP



TIMOTHY D. FENNER
(608) 260-2733
tfenner@axley.com

MICHELLE E. MARTIN
(262) 409-2288
mmartin@axley.com

November 7, 2018

Heart of the Valley Metropolitan
Sewerage District
Attn: Brian Helminger
801 Thilmany Road
Kaukauna, WI 54130

Wisconsin Public Service Corporation
Attn: Catherine A. Phillips
231 West Michigan Street
Milwaukee, WI 53201

Re: Waiver of Conflict of Interest

Dear Mr. Helminger and Ms. Phillips:

As Tim Fenner has discussed with Brian Helminger, and as Michelle Martin has discussed with Kate Phillips, this firm has been requested to represent Wisconsin Public Service Corporation ("WPS") with regard to acquisition of property relating to a gas pipeline project (the "Project"). This firm currently represents Heart of the Valley Metropolitan Sewerage District ("HOVMSD"), which entered into a Water Supply Agreement (the "Agreement") with Fox Energy Company LLC ("Fox Energy") in 2002. Fox Energy merged with WPS in 2013. To the extent that there have been any ongoing issues or advice needed regarding the Agreement, Axley has been providing HOVMSD with same over the years.

HOVMSD wishes to have Axley continue to represent it regarding the Agreement (the "Matter"), including regarding any disputes that may arise, and WPS is agreeable to that representation. HOVMSD and WPS are adverse to each other, but notwithstanding this conflict of interest, the Rules of Professional Conduct for attorneys provide that we may represent HOVMSD in the Matter and in other unrelated matters, and we are also able to represent WPS in the Project and in unrelated matters, if we believe that Axley will be able to provide competent and diligent representation to each affected client. We have no doubt that we will be able to do so.

We must also obtain your informed consent confirmed in writing signed by each of you. We have discussed the material risks of, and reasonably available alternatives to, our representation of HOVMSD in the Matter and WPS in unrelated matters. Following those discussions, each of you consented to our representation and is willing to waive the conflicts of interest.



Heart of the Valley Metropolitan Sewerage District
Wisconsin Public Service Corporation
November 7, 2018
Page 2

Please sign a copy of this letter and return it to us.

Sincerely,

AXLEY BRYNELSON, LLP

Timothy D. Fenner

A handwritten signature in black ink that reads "Michelle E. Martin". The signature is written in a cursive style with a large initial "M".

Michelle E. Martin

WAIVER SIGNATURES ON NEXT PAGE FOLLOWING



Heart of the Valley Metropolitan Sewerage District
Wisconsin Public Service Corporation
November 7, 2018
Page 3

Waiver of Conflict of Interest

Heart of the Valley Metropolitan Sewerage District gives its informed consent to Axley Brynelson, LLP's representation of Wisconsin Public Service Corporation in matters unrelated to Heart of the Valley Metropolitan Sewerage District, now and in the future.

Heart of the Valley Metropolitan Sewerage District

By: _____
Name: _____
Title: _____

Dated: _____

Wisconsin Public Service Corporation hereby gives its informed consent to Axley Brynelson, LLP's representation of Heart of the Valley Metropolitan Sewerage District in the Matter, described above, and in other matters unrelated to Wisconsin Public Service Corporation, now and in the future.

Wisconsin Public Service Corporation

By: _____
Name: _____
Title: _____

Dated: _____