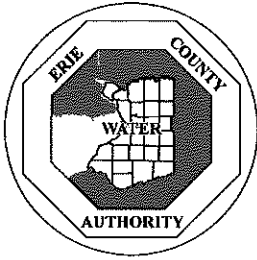


ERIE COUNTY WATER AUTHORITY
INTEROFFICE MEMORANDUM

May 23, 2018



To: Commissioners Schad and Carney

From: Robert J. Lichtenthal, Jr., Deputy Director

Subject: Attached e-mail from Raymond P. Miller, Harter Secrest & Emery LLP

Attached please find an e-mail with attachment that I received from Raymond P. Miller of Harter Secrest & Emery LLP. On the advice of Margaret A. Murphy, Associate Attorney (PT) I am providing you with this information. I was only made aware of this issue as of receipt of a telephone call from Mr. Miller during which I asked him to send me the e-mail and attachment to confirm the telephone conversation.

Robert J. Lichtenthal

From: Miller, Raymond [rmiller@hselaw.com]
Sent: Tuesday, May 22, 2018 11:53 AM
To: Robert J. Lichtenthal
Subject: FW: Jefferies and Erie County Water Authority - Reaffirmed Conflict Waiver [HSELAW-WORKSITE.FID770825]
Attachments: Signed Conflict Waiver Letter 8-16-16.pdf

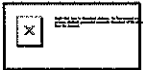
Hi, Bob.

Per our discussion, I am forwarding the entire e-mail string between me and the respective counsels for Jefferies and ECWA. As you can see below, Leon Bijou confirmed the arrangement on behalf of Jefferies. I am requesting a similar confirmation from ECWA.

As background, I obtained the attached conflict waiver when we did the 2016 deal. The next to last paragraph confirms the parties' agreement to waive the conflict for the 2016 deal and for "representation of Jefferies in . . . future unrelated matters." In March, I spoke to Leon Bijou and Joe Burns, and we all agreed orally that the terms of that letter also apply to the current bond financing. Leon confirmed that in writing below, and I am asking for written confirmation from ECWA.

Thank you for your help.

Ray



Raymond P. Miller
Harter Secrest & Emery LLP, Attorneys and Counselors
1600 Bausch & Lomb Place, Rochester, NY 14604-2711
Firm 585.232.6500 Direct 585.231.1231 Fax 585.232.2152
rmiller@hselaw.com [vCard](#) [Bio](#)
www.hselaw.com

From: Leon Bijou <lbijou@jefferies.com>
Sent: Thursday, March 29, 2018 3:20 PM
To: Miller, Raymond <rmiller@hselaw.com>; jburns@ecwa.org
Subject: RE: Jefferies and Erie County Water Authority - Reaffirmed Conflict Waiver

Confirmed, Ray.

Leon

Leon J. Bijou
Municipal General Counsel
Jefferies LLC
520 Madison Avenue, 5th Floor
New York, N.Y. 10022
Tel: (212) 336-1165

Fax: (646) 786-5708

From: Miller, Raymond [<mailto:rmiller@hselaw.com>]
Sent: Thursday, March 29, 2018 3:17 PM
To: Leon Bijou <lbijou@jefferies.com>; jburns@ecwa.org
Subject: Jefferies and Erie County Water Authority - Reaffirmed Conflict Waiver

[External Message]

Leon and Joe,

In 2016, I represented Jefferies for the Erie County Water Authority's issuance of certain refunding bonds. Because we then also represented the Authority on certain government affairs matters, both parties provided a conflict waiver (see the attached signed letter).

Jefferies recently asked me to reprise my role as Underwriter's Counsel for the Authority's upcoming Series 2018 Bonds. Per my separate phone conversations with each of you, please reply all to confirm the conflict waiver will cover the 2018 bond transaction.

Thank you.

Ray



Raymond P. Miller
Harter Secrest & Emery LLP, Attorneys and Counselors
1600 Bausch & Lomb Place, Rochester, NY 14604-2711
Firm 585.232.6500 Direct 585.231.1231 Fax 585.232.2152
rmiller@hselaw.com [vCard](#) [Bio](#)
www.hselaw.com

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Harter Secrest & Emery LLP
ATTORNEYS AND COUNSELORS

WWW.HSE.LL.P.COM

August 11, 2016

Via email: lbijou@jefferies.com
Leon J. Bijou
Senior Vice President, Municipal General Counsel
Jefferies LLC
520 Madison Avenue
New York, New York 10022

Via email: jburns@ecwa.org
Earl L. Jann, Jr., Chairman
c/o Joseph T. Burns, Esq.
Erie County Water Authority
295 Main Street, Room 350
Buffalo, New York 14203

**Re: Representation of Jefferies LLC on a Tax-Exempt Bond
Financing for Erie County Water Authority**

Dear Messrs. Bijou and Jann:

We represent Erie County Water Authority ("ECWA") on certain government affairs matters. Jefferies LLC ("Jefferies") has asked that we represent Jefferies in connection with its acting as an underwriter for ECWA's issuance of its tax-exempt refunding bonds (the "Bond Financing"). Because of our ongoing representation of ECWA regarding government affairs matters, although that representation is unrelated to the Bond Financing, we are seeking your agreement that we can represent Jefferies in this matter. Please note that during the course of the Bond Financing, (i) our government affairs attorneys will not represent Jefferies on the Bond Financing and (ii) our financing lawyers will not represent ECWA.

Our representation of Jefferies creates an ethical conflict of interest for the Firm by its drafting and perhaps negotiating Bond Financing documents on behalf of one client against another client. A further issue arises out of the possibility of an appearance that we may not advocate Jefferies's interests as vigorously as would attorneys who do not also represent ECWA. This will not happen. We will represent Jefferies to the best of our ability and will not be limited in any way by the fact that we represent ECWA on government affairs matters. Lastly, our representation of both ECWA and Jefferies creates issues regarding confidential information. For any confidential information received from Jefferies concerning the Bond Financing, we will keep such information confidential as to all third parties, including ECWA. For any confidential information received from ECWA concerning matters where the Firm has represented ECWA, we will keep such information confidential as to all third parties, including Jefferies. Because we are not representing ECWA regarding the Bond Financing, we will not be receiving confidential information from ECWA concerning the Bond Financing.

Harter Secrest & Emery LLP
ATTORNEYS AND COUNSELORS

Mssrs. Bijou and Burns
August 11, 2016
Page 2

This letter confirms that ECWA and Jefferies waive any conflict resulting from our prior and continuing representation of ECWA and our current representation of Jefferies in the Bond Financing matter and future unrelated matters.

In order to acknowledge your waiver of any conflict and your understanding and agreement regarding the other issues described herein, please sign a copy of this letter and return it to me.

Very truly yours,


Harter Secrest & Emery LLP


Raymond P. Miller

Direct dial: (985) 231-1231
E-MAIL: RMILLER@HSELAW.COM

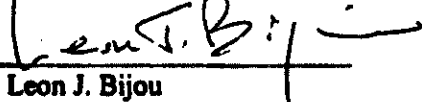
The foregoing is understood and agreed to

ERIE COUNTY WATER AUTHORITY

By: 
Earl L. Jahn, Jr.
Chairman

Date: August 16, 2016

JEFFERIES LLC

By: 
Leon J. Bijou
Senior Vice President
Municipal General Counsel

Date: August __, 2016

RPM

cc: via email: rjl6807@ecwa.org
Robert Lichtenthal